12 June 2026

Notice of Dotz Nano Limited Extraordinary General Meeting

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

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

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

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

For further information, please contact:

Investor & Media Enquiries
Shirley Shoshaney-Kleiner

E: shirley.s@dotz.tech

P: +972 (3)77 55 238

US IR
Matt Chesler

E: matt@fnkir.com

P: +1-646-878-9204

About Dotz Nano Limited

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

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

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

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

Dotz Nano Limited ACN 125 264 575

Notice Of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Date Tuesday, 14 July 2026

Time 3.00PM (AEST)

Location In-person Meeting at Suite 15.02, Level 15, 31 Market St, Sydney

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional Advisors prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by email at mailto:company.secretary@dotz.tech

Contents

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders, to which this Notice of Meeting relates, will be held at 3.00PM (AEST) on Tuesday, 14 July 2026 as an In-person Meeting at Suite 15.02, Level 15, 31 Market St, Sydney. This will be a physical, in-person meeting only.

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

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary, Bernie Brookes AM by email to: mailto:company.secretary@dotz.tech at least 48 hours before the meeting date.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting with respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting by proxy

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

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	meetings@automicgroup.com.au

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting – Agenda and Resolutions

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Dotz Nano Limited ACN: 125 264 575 will be held at 3.00PM (AEST) on Tuesday, 14 July 2026 as an In-person Meeting at Suite 15.02, Level 15, 31 Market St, Sydney.

Explanatory Statement

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 3.00PM (AEST) on 12 July 2026.

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

Resolutions

Resolution 1 Ratification of Prior Issue of Placement Options under ASX Listing Rule 7.4

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior allotment and issue of:

- ***Resolution 1.1:*** *56,885,000 Placement Options issued on 26 May 2026, with an exercise price of $0.07 (7 cents) and an expiry date of 26 May 2028;*
- ***Resolution 1.2:*** *8,500,000 Placement Options issued on 1 June 2026, with an exercise price of $0.07 (7 cents) and an expiry date of 1 June 2028; and*
- ***Resolution 1.3:*** *3,250,000 Placement Options issued on 10 June 2026, with an exercise price of $0.07 (7 cents) and an expiry date of 10 June 2028.*

each otherwise issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting, which forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 1 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.4

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior allotment and issue of:

- ***Resolution 2.1:*** *56,885,000 Placement Shares issued on 26 May 2026;*
- ***Resolution 2.2:*** *8,500,000 Placement Shares issued on 1 June 2026; and*
- ***Resolution 2.3:*** *3,250,000 Placement Shares issued on 10 June 2026.*

and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting, which forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

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

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

Resolution 3 Approval to Issue 5,000,000 Placement Shares and 5,000,000 Placement Options to Southern Israel Bridging Fund Two, LP (or its nominees)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 5,000,000 Placement Shares, and 5,000,000 Placement Options with an exercise price of \$0.07 (7 cents) and each exercisable on or before 2 years from date of issue,

to Southern Israel Bridging Fund Two, LP, (or its nominees) a related party of a Director of the Company, on terms described in the Explanatory Statement."

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

a) the Related Parties;
b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
c) their associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

Resolution 4 Approval to Issue 2,500,000 Placement Shares and 2,500,000 Placement Options to Marzameno Ltd (or its nominees)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 2,500,000 Placement Shares, and 2,500,000 Placement Options with an exercise price of $0.07 (7 cents) each exercisable on or before 2 years from date of issue to Marzameno Ltd, (or its nominees) a related party of a Director of the Company, on terms described in the Explanatory Statement."

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

a) the Related Parties;
b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
c) their associates.

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

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

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 Approval to Issue 428,571 Consultant Shares to Believe Advertising Pty Ltd (or its nominees)

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

"That the issue of 428,571 Shares to *Believe Advertising Pty Ltd (ACN 099 492 234) (or its nominees) is approved under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, on the terms and conditions set out in the Explanatory Memorandum.*

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

a) a person who is expected to receive the securities as a result of the proposed issue; or
b) a person who is expected to obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Resolution 6 Proposed issue of 30,000,000 CEO Options to Mr Natanel Harpaz (or his nominees) CEO and Managing Director

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

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the issue and allotment of 30,000,000 CEO Options to Mr Natanel Harpaz, CEO and Managing Director of the Company, (or his nominee(s)), on terms described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

a) a person who is eligible to participate in the CEO Incentive Plan; or
b) an Associate of that person.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the required confirmations are given.

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

Resolution 7 Proposed issue of Shares to Mr Natanel Harpaz (or his nominees) CEO and Managing Director

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

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the issue and allotment of Fully Paid Ordinary Shares to Mr Natanel Harpaz (or his nominee(s)), CEO and Manager Director of the Company, on terms described in the Explanatory Statement."

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

a) a person who is eligible to participate in the CEO Incentive Plan; or
b) an Associate of that person.

However, this does not apply to a vote cast in favour of Resolution 7 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the required confirmations are given.

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

Resolution 8 Proposed issue of 4,750,000 Zero Exercise Price Options to Mr Sharon Malka (or his nominees)

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

"That for the purposes of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the issue and allotment of 4,750,000 Zero Exercise Price Options expiring five years from the date of issue to Mr Sharon Malka (or his nominee(s)), on terms described in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

a) a person who is eligible to participate in the CEO Incentive Plan; or

b) an Associate of that person.

However, this does not apply to a vote cast in favour of Resolution 8 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the required confirmations are given.

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

BY ORDER OF THE BOARD

Bernie Brookes AM
Non-Executive Chairman and Company Secretary

12 June 2026

Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Resolution 1 and Resolution 2

Ratification of Prior Issue of Placement Options under ASX Listing Rule 7.4

Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.4

Background

On 19 May 2026, the Company announced a placement to institutional and sophisticated investors to raise approximately A$3.3 million (before costs). The placement involved issuing approximately 82,135,000 new fully paid ordinary shares at A$0.04 (4 cents) per share.

Each share issued under the placement came with one free attaching option, exercisable at A$0.07 and expiring two years from the date of issue.

The securities have been issued in three tranches to date, with a fourth tranche remaining to be issued:

- **Tranche 1 (26 May 2026):** 56,885,000 Placement Shares and 56,885,000 Placement Options were issued under the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A.
- **Tranche 2 (1 June 2026):** A further 8,500,000 Placement Shares and 8,500,000 Placement Options were issued under the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A.
- **Tranche 3 (10 June 2026):** A further 3,250,000 Placement Shares and 3,250,000 Placement Options were issued under the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A.

These Resolutions seeks Shareholder approval to ratify all tranches of the placement under ASX Listing Rule 7.4.

7,500,000 Placement Shares and 7,500,000 Placement Options also remain to be issued, subject to obtaining related party approvals as set out in Resolution 3 and Resolution 4 of this Notice of Meeting.

The remaining 6,408,000 Placement Shares and 6,408,000 Placement Options, being the balance of the total placement securities, are expected to be issued shortly following the date of this statement, subject to the receipt of all necessary approvals.

ASX Listing Rule 7.1 and 7.4

33,305,136 Placement Shares were issued under Listing Rule 7.1A and 68,635,000 Placement Options and 35,329,864 Placement Shares were under Listing Rule 7.1. Accordingly, all the Placement Shares and Placement Options were issued using the Company's existing placement capacity under Listing Rule 7.1 and 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

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

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made under listing rule 7.1 (but not 7.1A). If they do, the issues are taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under the respective rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 and Resolution 2 and their respective sub-resolutions seek Shareholder approval to subsequently approve the issue of the Placement Shares and Placement Options for the purposes of Listing Rule 7.4.

If the sub-resolutions under Resolution 1 and Resolution 2 are passed, the issue of the Placement Shares and Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue dates of the Placement Shares and Placement Options.

If the sub-resolutions under Resolution 1 and Resolution 2 are not passed, the issue of the Placement Shares and Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 (15%), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue dates of the Placement Shares and Placement Options.

Information required by ASX Listing Rule 7.5

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

a) The Placement Shares and Placement Options were issued to institutional and sophisticated investors. The Company conducted a targeted capital raising to a select group of professional and institutional investors. The investors were identified by the Board and management based on existing relationships, prior engagement with the Company, and their capacity to provide strategic and long-term support.

b) The Company issued under Resolution 1 and Resolution 2:

   (i) 33,305,136 Placement Shares under Listing Rule 7.1A;

   (ii) 35,329,864 Placement Shares under Listing Rule 7.1; and

   (iii) 68,635,000 Placement Options under Listing Rule 7.1.

c) The class of securities issued were as follows:

   (i) the Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company; and

   (ii) a summary of the material terms of the Placement Options is set out in Annexure A of this Notice of Meeting.

d) The securities were issued as follows:

   (i) 56,885,000 Placement Shares on 26 May 2026;

   (ii) 56,885,000 Placement Options on 26 May 2026;

   (iii) 8,500,000 Placement Shares on 1 June 2026;

   (iv) 8,500,000 Placement Options on 1 June 2026;

   (v) 3,250,000 Placement Shares on 10 June 2026; and

   (vi) 3,250,000 Placement Options on 10 June 2026.

e) The Placement Shares were issued at an issue price of A$0.04 per Placement Share, which in aggregate raised $2,745,400 (before costs) for the Company.

The Placement Options were issued for nil cash consideration, as free attaching Options to the Placement Shares. If all the Placement Options the subject of Resolution 1 are exercised, the Company will raise approximately $4,804,450.

f) Funds raised from the issue of the Placement Shares will be used by the Company for working capital, general corporate purposes, and the potential restructuring or repayment of existing convertible notes, while positioning the company to pursue longer-term commercial opportunities.

g) A voting exclusion statement is included in this Notice of Meeting for Resolution 1 and Resolution 2.

Directors' Recommendation

The Directors recommend Shareholders to vote in favour of these Resolutions.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of these Resolutions.

Resolution 3

Approval to Issue 5,000,000 Placement Shares and 5,000,000 Placement Options to Southern Israel Bridging Fund Two, LP (or its nominees)

Background

On 19 May 2026, the Company announced a placement to institutional and sophisticated investors to raise approximately A$3.3 million (before costs). The placement involved issuing approximately 82,135,000 new fully paid ordinary shares at A$0.04 (4 cents) per share.

Each share issued under the placement came with one free attaching option, exercisable at A$0.07 and expiring two years from the date of issue.

As part of the approximate A$3.3 million raised, a related party of a Director of the Company, Mr Doron Eldar, committed to invest up to $200,000 in the Company under the Placement which requires Shareholder approval.

Accordingly, the issue of 5,000,000 Placement Shares and 5,000,000 Placement Options (together the **Related Party Placement Securities**) is proposed to be made to the related party of Mr Doron Eldar, Director of the Company, and Shareholder approval is being sought to issue and allot:

a) 5,000,000 Placement Shares to a related party of Doron Eldar (a Director of the Company); and
b) 5,000,000 Placement Options to a related party of Doron Eldar (a Director of the Company).

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval. A person in a position of influence for the purposes of Listing Rule 10.11 includes:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an Associate of a person referred to in 10.11.1 to 10.11.3 above; and

10.11.5 a person whose relationship with the Company or a person referred to in 10.11.1 to 10.11.4 above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Doron Eldar is a Director of the Company, he is a person in a position of influence for the purposes of ASX Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12 and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks the required Shareholder approval to issue the Related Party Placement Securities to a related party of Mr Doron Eldar under and for the purposes of ASX Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Related Party Placement Securities raising the $200,000 portion to complete the Placement.

If Resolution 3 is not passed, the Company will not be able to proceed with the proposed issue of Related Party Placement Securities and will not raise those additional funds.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Related Party Placement Securities (each of which are a type of equity security, for the purposes of the ASX Listing Rules) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As the Related Party Placement Securities are being offered to a related party of Mr Doron Eldar on the same terms as the offer to non-related parties under the Placement, the Company relies on the "arm's length terms" exception as set out in section 210 of the Corporations Act for the purposes of Resolution 3. Therefore, the proposed issue of Related Party Placement Securities to the related party of Mr Doron Eldar requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13.

a) The Related Party Placement Securities will be issued to:

   (i) Southern Israel Bridging Fund Two, LP, a related party of Mr Doron Eldar, Director of the Company.

b) The maximum number of securities the Company will issue is as follows.

   (i) 5,000,000 Placement Shares to a related party of Doron Eldar (a Director of the Company);

   (ii) 5,000,000 Placement Options to a related party of Doron Eldar (a Director of the Company).

c) The number and class of securities to be issued is as follows:

   (i) 5,000,000 Placement Shares, being fully paid ordinary shares in the Company and ranking equally with all other Shares on issue.

   (ii) 5,000,000 Placement Options. A summary of the material terms of the Placement Options is set out in Annexure A of this Notice of Meeting.

d) The Placement Shares and Placement Options will be issued no later than 1 month from the date of the EGM (or otherwise, as determined by the ASX in the exercise of their discretion).

e) Each of the Placement Shares will be issued at an issue price of $0.04 per Share, which will raise approximately $200,000 (before costs) for the Company.

f) The Placement Options will be issued for nil cash consideration, as free attaching Options to the Placement Shares. If all of the Placement Options subject of Resolution 3 are exercised, the Company will raise approximately $350,000.

g) Funds raised by the issue of the Placement Shares will be used by the Company for growth initiatives as well as other general corporate purposes.

h) A voting exclusion statement is included in this Notice of Meeting for Resolution 3.

Directors' recommendation

The Board (other than Mr Doron Eldar) recommends that Shareholders vote in favour of Resolution 3.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 4

Approval to Issue 2,500,000 Placement Shares and 2,500,000 Placement Options to Marzameno Ltd (or its nominees)

Background

On 19 May 2026, the Company announced a placement to institutional and sophisticated investors to raise approximately A$3.3 million (before costs). The placement involved issuing approximately 82,135,000 new fully paid ordinary shares at A$0.04 (4 cents) per share.

Each share issued under the placement came with one free attaching option, exercisable at A$0.07 and expiring two years from the date of issue.

As part of the approximate A$3.3 million raised, a related party of a Director of the Company, Ms Kerry Harpaz, and a related party of the incoming CEO and Managing Director, Mr Natanel Harpaz, committed to invest up to $100,000 in the Company under the Placement which requires Shareholder approval. For clarity, Ms Kerry Harpaz retired from the Board on 31 May 2026, and Mr Natanel Harpaz joined the Board on 31 May 2026.

Accordingly, the issue of 2,500,000 Placement Shares and 2,500,000 Placement Options (together the **Related Party Placement Securities**) is proposed to be made to the related party of Ms Kerry Harpaz and Mr Natanel Harpaz, and Shareholder approval is being sought to issue and allot:

a) 2,500,000 Placement Shares to a related party of Ms Kerry Harpaz and Mr Natanel Harpaz (a former and current Director of the Company, respectively); and
b) 2,500,000 Placement Options to a related party of Ms Kerry Harpaz and Mr Natanel Harpaz (a former and current Director of the Company, respectively).

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval. A person in a position of influence for the purposes of Listing Rule 10.11 includes:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an Associate of a person referred to in 10.11.1 to 10.11.3 above; and

10.11.5 a person whose relationship with the Company or a person referred to in 10.11.1 to 10.11.4 above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Ms Kerry Harpaz and Mr Natanel Harpaz comprise a former and current Director of the Company respectively, and are therefore each a person in a position of influence for the purposes of ASX Listing Rule 10.11. As the proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 10.12, Shareholder approval is required under ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

To this end, Resolution 4 seeks the required Shareholder approval to issue the Related Party Placement Securities to a related party of Ms Kerry Harpaz and Mr Natanel Harpaz under and for the purposes of ASX Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Related Party Placement Securities raising the $100,000 portion to complete the Placement.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue of Related Party Placement Securities and will not raise those additional funds.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
(d) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Related Party Placement Securities (each of which are a type of equity security, for the purposes of the ASX Listing Rules) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As the Related Party Placement Securities are being offered to a related party of Ms Kerry Harpaz and Mr Natanel Harpaz on the same terms as the offer to non-related parties under the Placement, the Company relies on the "arm's length terms" exception as set out in section 210 of the Corporations Act for the purposes of Resolution 4. Therefore, the proposed issue of Related Party Placement Securities to the related party of Ms Kerry Harpaz and Mr Natanel Harpaz requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13.

a) The Related Party Placement Securities will be issued to:

    (ii) Marzameno Ltd is a related party of Ms Kerry Harpaz and Mr Natanel Harpaz, a former and current Director of the Company, respectively.

b) The maximum number of securities the Company will issue is as follows.

(iii) 2,500,000 Placement Shares to a related party of Ms Kerry Harpaz and Mr Natanel Harpaz (a former and current Director of the Company, respectively)

(iv) 2,500,000 Placement Options to a related party of Ms Kerry Harpaz and Mr Natanel Harpaz (a former and current Director of the Company, respectively)

c) The number and class of securities to be issued is as follows:

(iii) 2,500,000 Placement Shares, being fully paid ordinary shares in the Company and ranking equally with all other Shares on issue.

(iv) 2,500,000 Placement Options. A summary of the material terms of the Placement Options is set out in Annexure A of this Notice of Meeting.

d) The Placement Shares and Placement Options will be issued no later than 1 month from the date of the EGM (or otherwise, as determined by the ASX in the exercise of their discretion).

e) Each of the Placement Shares will be issued at an issue price of $0.04 per Share, which will raise approximately $100,000 (before costs) for the Company.

f) The Placement Options will be issued for nil cash consideration, as free attaching Options to the Placement Shares. If all of the Placement Options the subject of Resolution 4 are exercised, the Company will raise approximately $175,000.

g) Funds raised by the issue of the Placement Shares will be used by the Company for growth initiatives as well as other general corporate purposes.

h) A voting exclusion statement is included in this Notice of Meeting for Resolution 4.

Directors' recommendation

The Board (other than Mr Natanel Harpaz) recommends that Shareholders vote in favour of this Resolution.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 5

Approval to Issue 428,571 Consultant Shares to Believe Advertising Pty Ltd (or its nominees)

Background

Resolution 5 seeks Shareholder approval for the issue of 428,571 Ordinary Fully Paid Shares to Believe Advertising Pty Ltd (and/or its nominee(s)) **(Consultant Shares),** as consideration for consulting services to be provided by Believe Advertising Pty Ltd to the Company.

The Consultant Shares will be issued to Believe Advertising Pty Ltd (or his nominees) as part of the Company's remuneration arrangements for consulting services. Believe Advertising Pty Ltd has been engaged to provide the Company with advertising, public relations and marketing services, including brand awareness campaigns, digital marketing, media planning and buying, and investor and stakeholder communications.

The Board considers it appropriate to issue Shares in lieu of a cash payment for the services provided by Believe Advertising Pty Ltd, as it is consistent with the Company's strategy of conserving cash and aligning the interests of its service providers with those of its Shareholders. The issue of Shares in lieu of cash is a common practice among ASX-listed companies and the Board believes it to be in the best interests of the Company and its Shareholders as a whole. A summary of the material terms of the Consultant Agreement is set out below:

Material Terms of the Consultant Agreement	
Term	**Summary**
Parties	Dotz Nano Limited (ACN 125 264 575) and Believe Advertising Pty Ltd (ACN 099 492 234)
Term	6 months commencing 15 May 2026, renewable by agreement
Services	Public relations, media engagement and investor relations support services in Australia and other agreed markets, including media opportunity identification, journalist engagement, interview coordination, investor and broker outreach, and distribution of company-approved materials
Fees	AUD $2,000 per month plus GST, payable monthly in advance
Equity Component	AUD $18,000 in fully paid ordinary shares at the commencement of the initial six-month period (being 428,571 shares at 4.2 cents per share), representing AUD $3,000 per month in equity-based compensation. Subsequent periods priced by reference to the prior 30-day VWAP.
Termination	Either party on one month's written notice; immediate suspension or termination by Believe Advertising for non-payment, provision of unlawful material, or material breach
IP & Confidentiality	Believe Advertising retains ownership of its pre-existing materials, templates, tools, media lists and internal processes; Client may use final approved PR and investor relations materials subject to full payment; strict confidentiality obligations apply to both parties
Consultant Status	Independent contractor; no employment, partnership, agency, fiduciary or joint venture relationship

ASX Listing Rule 7.1

Subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

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

To this end, Resolution 5 seeks Shareholder approval to approve the issue of the Consultant Shares under and for the purposes of ASX Listing Rule 7.1.

If Resolution 5 is passed, the issue of the Consultant Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the proposed issue of the Consultant Shares. In those circumstances, the Company may elect to issue the Consultant Shares utilising its available placement capacity under ASX Listing Rule 7.1 (and, if available, Listing Rule 7.1A), which would have the effect of reducing the Company's capacity to issue further equity securities without Shareholder approval for the relevant 12-month period.

Accordingly, failure to pass Resolution 5 may result in the Company consuming part or all of its remaining placement capacity under Listing Rule 7.1 (and Listing Rule 7.1A, if applicable), thereby limiting its flexibility to undertake future capital raisings or other equity issuances without prior Shareholder approval.

Information Required by Listing Rule 7.3

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

(a) The Consultant Shares will be issued to Believe Advertising Pty Ltd (ACN 099 492 234) being a non-related party of the Company, as consideration agreed for public relations, media engagement and investor relations support services in Australia and other agreed markets, including media opportunity identification, journalist engagement, interview coordination, investor and broker outreach, and distribution of company-approved materials.

(b) The maximum number of the Consultant Shares to be issued is 428,571.

(c) The Consultant Shares are being issued for nil cash consideration.

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

(e) The Consultant Shares will be issued for nil cash consideration as non-cash consideration for the public relations, media engagement and investor relations support services provided by Believe Advertising Pty Ltd to the Company.

(f) No funds will be raised from issue of the options under Resolution 5.

(g) The Consultant Shares are being issued under a Consultancy Agreement. Please see the summary of the agreement above.

(h) A voting exclusion statement is included in this Notice of Meeting for Resolution 5

Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 6 and Resolution 7

Proposed issue of 30,000,000 CEO Options to Mr Natanel Harpaz (or his nominees) CEO and Managing Director

Proposed issue of Shares to Mr Natanel Harpaz (or his nominees) CEO and Managing Director

Background

The Company has agreed to issue Shares (**CEO Shares)** and Options (**CEO Options**) under the Dotz CEO Incentive Plan (**Incentive Plan**) to the Company's Chief Executive Officer and Managing Director, Mr Natanel Harpaz, (or his nominated associate). The Incentive Plan is a CEO-only incentive scheme. Resolution 6 relates to the issue of CEO Options and Resolution 7 relates to the issue of CEO Shares.

Pursuant to the terms of the Chief Executive Officer's employment agreement, the CEO is entitled to receive an equity award in lieu of cash (salary sacrifice) of NIS 600,000 worth of fully paid ordinary CEO Shares in the Company for Year 1 of his engagement. The number of CEO Shares to be issued is calculated by reference to the 30-day volume weighted average market price (VWAP) of the Company's shares on the trading day immediately prior to the date of announcement of the grant, converted to Australian dollars at the prevailing AUD/NIS exchange rate at the time of calculation. The CEO Shares will be subject to a 12-month escrow period from the date of issue.

In addition, the CEO is entitled to receive the following performance CEO Options under his employment agreement:

- **Tranche 1:** 10,000,000 CEO Options, vesting upon completion of 12 months of service, with an exercise price equal to 50% above the 30-day VWAP calculated immediately prior to the CEO's appointment. The CEO Options are subject to a further 12-month escrow period following vesting and expire 60 months from the Commencement Date.

- **Tranche 2:** 10,000,000 CEO Options, vesting upon completion of 24 months of service, with an exercise price equal to 100% above the 30-day VWAP calculated immediately prior to the CEO's appointment. The CEO Options are subject to a further 12-month escrow period following vesting and expire 60 months from the Commencement Date.

- **Tranche 3:** 10,000,000 CEO Options, vesting upon completion of 36 months of service, with an exercise price equal to 100% above the 30-day VWAP calculated immediately prior to the CEO's appointment. The CEO Options are subject to a further 12-month escrow period following vesting and expire 60 months from the Commencement Date.

The issue of CEO Shares and CEO Options forms part of the CEO's total remuneration package and reflects the Board's commitment to aligning the interests of senior management with those of Shareholders, whilst also conserving the Company's cash resources.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(a) a director of the Company;

(b) an associate of a director of the Company; or

(c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by its shareholders.

Accordingly, as Mr Natanel Harpaz is the Managing Director, the proposed issue of CEO Shares and CEO Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14. To this end, these Resolutions seek the required Shareholder approval to issue CEO Shares and CEO Options to Mr Natanel Harpaz under and for the purposes of Listing Rule 10.14.

If shareholder approval is given under LR 10.14, the issue of equity securities to the Director will:

- not require separate approval under LR 10.11 – prohibition on issue of equity securities to a related party, such as a Director (due to exception 8 in LR 10.12);
- not count towards the Company’s 15% Placement Capacity or require separate approval under LR 7.1 (due to exception 14 in LR 7.2).

If shareholders do not approve the proposed issue of Shares to Mr Natanel Harpaz under Resolution 6 and Resolution 7, the proposed issue will not proceed. This may impact the Company’s ability to incentivise the CEO and Managing Director and align his interests with the interests of shareholders and with the remuneration arrangements of the Company’s other executives. In this instance, the Board may need to consider an alternative remuneration arrangement, such as a cash payment.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of CEO Shares and CEO Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being all the Directors excluding Mr Natanel Harpaz) carefully considered the issue of these Shares to Mr Natanel Harpaz, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of Shares and Options, and the responsibilities held by Mr Natanel Harpaz in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these CEO Shares and CEO Options to Mr Natanel Harpaz falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of CEO Shares and CEO Options to Mr Natanel Harpaz requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information required under ASX Listing Rule 10.15

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

Eligible Participant	The Company's CEO & Managing Director, Mr Natanel Harpaz, or his nominated associate. For the purposes of LR 10.15.2: • Mr Natanel Harpaz is a Director of the Company (LR 10.14.1); and • a nominee of Mr Natanel Harpaz is an associate of a person referred to in LR 10.14.1 (LR 10.14.2).
Type of Securities	Fully paid ordinary shares and unlisted options.
Numbers of Securities Granted Subject to Shareholder Approval	**CEO Shares:** Such number of fully paid ordinary shares in the Company as is equal in value to NIS 600,000, calculated by reference to the 30-day VWAP of the Company's shares on the trading day immediately prior to the date of announcement of the grant, converted to Australian dollars at the prevailing AUD/NIS exchange rate at the time of calculation. **CEO Options (Tranche 1):** 10,000,000 options exercisable at a price equal to 50% above the 30-day VWAP calculated immediately prior to the CEO's appointment, expiring 60 months from the Commencement Date. **CEO Options (Tranche 2):** 10,000,000 options exercisable at a price equal to 100% above the 30-day VWAP calculated

<table>
<tr><td></td><td>immediately prior to the CEO's appointment, expiring 60 months from the Commencement Date.

CEO Options (Tranche 3): 10,000,000 options exercisable at a price equal to 100% above the 30-day VWAP calculated immediately prior to the CEO's appointment, expiring 60 months from the Commencement Date.</td></tr>
<tr><td>Current Total Remuneration Package</td><td><table>
<tr><td>Fixed Remuneration</td><td>New Israeli Shekels (NIS) 60,000 per month on a contractor basis (A$28,800* per month).

*Based on an exchange rate of NIS:A$ of 0.48</td></tr>
<tr><td>Short-Term Incentives</td><td>Entitled to an annual bonus of up to 30% of per-annum base remuneration, subject to the performance of the CEO.</td></tr>
<tr><td>Long-Term Incentives</td><td>Equity Award in Lieu of Cash (Salary Sacrifice):

The CEO is entitled to receive CEO Shares to the value of NIS 600,000 per annum, issued in lieu of cash as follows:

Year 1: such number of CEO Shares as equals NIS 600,000 in value, calculated by reference to the 30-day VWAP of the Company's shares on the trading day immediately prior to the date of announcement of the grant;

Year 2: such number of CEO Shares as equals NIS 600,000 in value, calculated by reference to the 30-day VWAP as at the first anniversary of the Commencement Date; and

Year 3: such number of CEO Shares as equals NIS 600,000 in value, calculated by reference to the 30-day VWAP as at the second anniversary of the Commencement Date. All CEO Shares are subject to a 12-month escrow period from the date of issue.

Options:

1. 10,000,000 CEO Options (Tranche 1) with an exercise price that is 50% above the 30-day VWAP calculated immediately prior to the CEO's appointment. These CEO Options vest after 12 months of service from the Commencement Date, are</td></tr>
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	escrowed for a further 12-month period and expire 60 months from the Commencement Date. 2. 10,000,000 **CEO Options** (Tranche 2) with an exercise price that is 100% above the 30-day VWAP calculated immediately prior to the CEO's appointment. These **CEO Options** vest after 24 months of service from the Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date. 3. 10,000,000 **CEO Options** (Tranche 3) with an exercise price that is 100% above the 30-day VWAP calculated immediately prior to the CEO's appointment. These **CEO Options** vest after 36 months of service from the Commencement Date, are escrowed for a further 12-month period and expire 60 months from the Commencement Date.
Number of securities previously issued to Mr Harpaz or nominee under the Plan and average acquisition price (if any) paid for those securities	No Shares or Options have previously been issued to Mr Natanel Harpaz or his nominee under any Incentive Plan.
Amount payable for the issue of Securities	The CEO Shares and CEO Options will be issued for nil cash consideration.
Issue Date of Securities	The issue date of the CEO Shares and CEO Options will be as soon as reasonably practicable after the Meeting, and in any event no later than 1 year after the date of this Meeting.
Material terms of the Incentive Plan	A summary of the material terms of the Incentive Plan is set out in Annexure D.
No loans	No loans will be granted to the CEO in relation to his participation in the Plan.
Other information	Details of any securities issued under the CEO Incentive Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the

	Plan after this Resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.
Voting prohibition statement	A voting prohibition statement is included in this Notice of Meeting.

Directors' recommendation

The Board (with Mr Natanel Harpaz abstaining) believes that the proposed issue of CEO Shares and CEO Options to Mr Natanel Harpaz or his nominee is in the best interests of the Company and unanimously recommends that shareholders vote in favour of Resolution 6 and Resolution 7.

Chair's Intention

As noted in the Proxy Form, the Chair of the Meeting intends to vote all available proxies in favour of Resolution 6 and Resolution 7.

Resolution 8

Proposed issue of 4,750,000 Zero Exercise Price Options to Mr Sharon Malka (or his nominees)

Background

In connection with the resignation of the chief executive officer, the Company entered into a separation agreement with Mr Sharon Malka (**Former CEO**). Pursuant to the terms of that agreement, the Board has agreed to issue the Former CEO an aggregate of 4,750,000 zero-exercise-price options (**Separation Options**) under the Company's CEO Incentive Plan (**Plan**), comprising two separate tranches as described below.

Yearly Bonus Options (2,750,000 Options)

Under the Former CEO's employment agreement (**Employment Agreement**), the Former CEO has historically received short-term and long-term incentive entitlements that were partially settled in equity. No cash or other yearly bonus is payable to the Former CEO in respect of any period up to the termination date unless specifically approved by the Board and payable strictly in accordance with the Employment Agreement, the relevant incentive plan terms, all required shareholder approvals and applicable ASX Listing Rules and other regulatory requirements.

Having regard to the Company's current cash position and the recent capital raise, the Board determined that any yearly bonus payable to the Former CEO should be delivered in the form of equity rather than cash. Accordingly, subject to the receipt of all required Board, shareholder, ASX Listing Rule, Corporations Act and Israeli tax approvals, the Company proposes to issue the Former CEO a one-off grant of 2,750,000 zero-exercise-price options (**Bonus Options**), to be issued for nil consideration with a nil exercise price and vesting on 30 August 2026.

Ex Gratia Options (2,000,000 Options)

In addition, the Board resolved to make an ex gratia payment to the Former CEO in recognition of his contribution to the Company and his cooperation with the orderly transition of the chief executive officer role. Consistent with the approach taken in respect of the Bonus Options, and having regard to the Company's current cash position and the upcoming capital raise, the Board determined that this payment should also be delivered in the form of equity rather than cash. Accordingly, subject to the receipt of all required Board, shareholder, ASX Listing Rule, Corporations Act and Israeli tax approvals, the Company proposes to issue the Former CEO a further one-off grant of 2,000,000 zero-exercise-price options (**Ex Gratia Options**), to be issued for nil consideration with a nil exercise price and vesting on 30 September 2026.

The Bonus Options and the Ex-Gratia Options are together referred to as the **Separation Options.**

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

(d) a director of the Company;

(e) an associate of a director of the Company; or

(f) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

Accordingly, as the Former CEO remains a Director of the Company, the proposed issue of Separation Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14. To this end, this Resolution seeks the required Shareholder approval to issue the Separation Options to the Former CEO under and for the purposes of Listing Rule 10.14.

If Shareholder approval is given under Listing Rule 10.14, the issue of the Separation Options to the Former CEO will:

- not require separate approval under Listing Rule 10.11 — prohibition on issue of equity securities to a related party, such as a Director (due to exception 8 in Listing Rule 10.12);
- not count towards the Company's 15% Placement Capacity or require separate approval under Listing Rule 7.1 (due to exception 14 in Listing Rule 7.2); and
- not count towards the Company's Additional 10% Placement Capacity or require separate approval under Listing Rule 7.1A (due to exception 14 in Listing Rule 7.2).

If Shareholders do not approve the proposed issue of Separation Options to the Former CEO under Resolution 8, the proposed issue will not proceed. This may impact the Company's ability to recognise the Former CEO's contribution to the Company. In this instance, the Board may need to consider an alternative arrangement, such as a cash payment, which would have a direct impact on the Company's cash resources at a time when the Company is focused on conserving cash in connection with its upcoming capital raise.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
(d) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Separation Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there are reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being all Directors excluding the Former CEO) carefully considered the proposed issue of Separation Options to the Former CEO, and formed the view that the giving of this financial benefit is reasonable, given the Company's current cash position, the Former CEO's resignation from his role as Chief Executive Officer and Managing Director, his continued role as a Director of the Company, his significant contribution to the Company, and his cooperation with the orderly CEO transition process.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Separation Options to the Former CEO falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Separation Options to the Former CEO requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information required under ASX Listing Rule 10.15

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

Eligible Participant	The Former CEO, Mr Sharon Malka, or his nominated associate. For the purposes of Listing Rule 10.15.2: (a) Mr Malka is a Director of the Company (Listing Rule 10.14.1); and (b) a nominee of Mr Malka is an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2).
Type of Securities	The Separation Options are zero-exercise-price options issued for nil cash consideration under the Company's CEO-Only Incentive Plan, vesting on 30 September 2026 and expiring five years from the date of issue.

Numbers of Securities Granted Subject to Shareholder Approval	4,750,000 Options
Current Total Remuneration Package	Mr Malka's employment as the CEO ended on 31 May 2026. As such he is not currently receiving any remuneration from the Company, except Director's fees in his continued role as Director.
Number of securities previously issued to Mr Malka or nominee under the Plan and average acquisition price (if any) paid for those securities	Mr Sharon Malka currently holds, through his nominated associate Altshare Trusts Ltd, 1,650,000 fully paid ordinary shares and 1,523,060 unlisted zero-exercise-price options issued under the CEO-Only Incentive Plan (vesting 20 November 2026, expiring 20 May 2031) in the Company.
Amount payable for the issue of Securities	The Separation Options will be issued for nil cash consideration.
Issue Date of Securities	The issue date of the Shares will be as soon as reasonably practicable after the Meeting, and in any event, the Shares will be issued no later than 1 year after the date of this Meeting.
Material terms of the Incentive Plan	A summary of the material terms of the Incentive Plan is set out in Annexure C.
No loans	No loans will be granted to Mr Malka in relation to his participation in the Plan.
Other information	Details of any securities issued under the CEO Incentive Plan will be published in the Company's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after this Resolution is approved and who were not named in the Notice of Meeting in respect of the approved Resolution will not participate until approval is obtained under that rule
Voting prohibition statement	A voting prohibition statement is included in this Notice of Meeting.

Directors' recommendation

The Board (with Mr Malka abstaining) believes that the proposed issue of Shares to Mr Malka or his nominee is in the best interests of the Company and unanimously recommends that shareholders vote in favour of Resolution 8.

Chair's Intention

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

GLOSSARY

Term	Definition
Adjournment	means any adjournment or postponement of the Meeting.
AEST	means Australian Eastern Standard Time.
Applicable Law	means the Corporations Act, the ASX Listing Rules, the Constitution and any other applicable laws, regulations or regulatory requirements.
ASX	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the listing rules of ASX as amended from time to time.
Auditor	means the auditor of the Company.
Beneficial Shareholder	means a person who holds an economic interest in Shares or CDIs through an Intermediary but is not registered as the holder.
Board	means the board of Directors of the Company.
Business Day	means a day on which banks are open for business in the place where the Meeting is held, excluding Saturdays, Sundays and public holidays.
CDI	means a CHESS Depositary Interest, being a unit of beneficial ownership in Shares held by CHESS Depositary Nominees Pty Ltd on behalf of CDI Holders.
CDI Holder	means a holder of CDIs.
CDI Voting Instruction Form	means the voting instruction form provided to CDI Holders to direct CHESS Depositary Nominees Pty Ltd on how to vote the underlying Shares.
CEO	means the Chief Executive Officer of the Company.
CEO-Only Incentive Plan or Plan	means the Company's CEO-only incentive plan as approved or proposed to be approved by Shareholders.
CEO Options	means the options proposed to be issued to the CEO as described in this Notice.
CEO Shares	means the fully paid ordinary shares proposed to be issued to the CEO as described in this Notice.
Chair	means the chair of the Meeting.
CHESS	means the Clearing House Electronic Subregister System operated by ASX Settlement Pty Limited.
CHESS Depositary Nominees Pty Ltd or CDN	means the entity holding legal title to Shares on trust for CDI Holders.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.

Company	means Dotz Nano Limited (ACN 125 264 575).
Constitution	means the constitution of the Company as amended from time to time.
Corporations Act	means the Corporations Act 2001 (Cth).
Corporate Representative	means a person appointed under section 250D of the Corporations Act to represent a corporate Shareholder at the Meeting.
Director	means a director of the Company.
EGM	means the extraordinary general meeting of Shareholders convened by this Notice, to be held on 14 July 2026.
Equity Incentive Securities	means Options, Performance Rights or other equity-based securities issued under an incentive plan.
Equity Securities	has the meaning given in the ASX Listing Rules.
Explanatory Statement or Explanatory Memorandum	means the explanatory statement accompanying this Notice, which forms part of it.
Former CEO	means Mr Sharon Malka, the former Chief Executive Officer and Managing Director of the Company.
Intermediary	means a broker, custodian, nominee or other entity holding securities on behalf of a Beneficial Shareholder.
Key Management Personnel or KMP	has the meaning given in the accounting standards and includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company.
KMP Excluded Voter	means a member of Key Management Personnel or their Closely Related Parties who are excluded from voting on certain Resolutions under the Corporations Act.
Listing Rule Approval	means Shareholder approval required under the ASX Listing Rules.
Meeting	means the EGM to which this Notice relates, including any Adjournment, to be held on 14 July 2026.
Notice or Notice of Meeting	means this notice of extraordinary general meeting, including the Explanatory Statement and Proxy Form.
Option	means an option to acquire a Share on the terms set out in this Notice and the Explanatory Statement.
Ordinary Resolution	means a resolution passed by a simple majority of votes cast.
Poll	means a vote conducted in accordance with the Corporations Act and the Constitution, where each vote is counted according to voting power.
Proxy	means a person appointed by a Shareholder to vote on behalf of that Shareholder at the Meeting.

Proxy Cut-Off Time	means the date and time by which Proxy Forms must be received to be valid for the Meeting.
Proxy Form	means the proxy form accompanying this Notice.
Record Date	means the date and time determined by the Board for the purpose of establishing the identity of Shareholders entitled to vote at the Meeting.
Registered Shareholder	means a person whose name appears on the Company's share register as the holder of Shares.
Related Party	has the meaning given in section 228 of the Corporations Act.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means the Company's appointed share registry.
Shareholder	means a registered holder of Shares.
Special Resolution	means a resolution passed by at least 75% of the votes cast.
Separation Options	means the 4,750,000 zero-exercise-price options proposed to be issued to the **Former CEO** under the **Plan**, as described in this Notice.
Virtual Meeting Platform	means the online platform used to conduct the Meeting where participation occurs electronically.
Voting Exclusion Statement	means a statement setting out the persons excluded from voting on a Resolution, as required by the Corporations Act or ASX Listing Rules.
Voting Power	has the meaning given in section 610 of the Corporations Act.
VWAP	means volume weighted average price.

Proxy Voting Form

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

Dotz Nano Limited | ABN 71 125 264 575

Your proxy voting instruction must be received by **3:00pm (AEST) on Sunday, 12 July 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Dotz Nano Limited, to be held at **3:00pm (AEST) on Tuesday, 14 July 2026 at Suite 15.02, Level 15, 31 Market St, Sydney 2000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking 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 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 6, 7 and 8 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
1.1	Ratification of Prior Issue of 56,885,000 Placement Options			
1.2	Ratification of Prior Issue of 8,500,000 Placement Options			
1.3	Ratification of Prior Issue of 3,250,000 Placement Options			
2.1	Ratification of Prior Issue of 56,885,000 Placement Shares			
2.2	Ratification of Prior Issue of 8,500,000 Placement Shares			
2.3	Ratification of Prior Issue of 3,250,000 Placement Shares			
3	Approval to Issue 5,000,000 Placement Shares and 5,000,000 Placement Options to Southern Israel Bridging Fund Two, LP (or its nominees)			
4	Approval to Issue 2,500,000 Placement Shares and 2,500,000 Placement Options to Marzameno Ltd (or its nominees)			
5	Approval to Issue 428,571 Consultant Shares to Believe Advertising Pty Ltd (or its nominees)			
6	Proposed issue of 30,000,000 CEO Options to Mr Natanel Harpaz (or his nominees) CEO and Managing Director			
7	Proposed issue of Shares to Mr Natanel Harpaz (or his nominees) CEO and Managing Director			
8	Proposed issue of 4,750,000 Zero Exercise Price Options to Mr Sharon Malka (or his nominees)			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

DTZ

Annexures

Annexure A

May 2026 Placement Options

The Placement Options entitle the holder to subscribe for ordinary shares in the Company on the following terms and conditions:

Issue Price:	No amount is payable on the issue of a Placement Option.
Exercise Price:	The amount payable upon exercise of each Placement Option will be A$0.07.
Expiry Date:	The Placement Options will expire at 5:00pm (Sydney, Australia time) on the second anniversary of the day on which they were issued (Expiry Date). Any unexercised Options on issue at the Expiry Date will automatically lapse on the Expiry Date and be cancelled by the Company.
Entitlement:	Each Placement Option is exercisable into one fully paid ordinary share in the Company (each, a 'Share'). Shares issued on exercise of the Placement Options will rank equally in all respects with the other issued Shares.
Notice of Exercise:	The Placement Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company and accompanied by payment of the Exercise Price for each Placement Option being exercised (such notice, an 'Exercise Notice'). An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the 'Exercise Date').
Unlisted options:	The Company will not apply for quotation of the Placement Options.
Timing of issue of Shares:	As soon as practicable after the relevant Exercise Date when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must: • allot and issue the Shares; and • do all such acts matters and things to obtain the grant of quotation for the Share on ASX.

Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Placement Options, if the Company is listed at the time.
Participation in new issues:	There are no participation rights or entitlements inherent in the Placement Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options.
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 Placement Options, the number of Shares over which a Placement Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of Exercise Price:	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders, after the issue of the Placement Options and before the date the relevant Placement Options must be exercised or lapse, the Exercise Price of the relevant Placement Options may be adjusted in accordance with the formula outlined in the ASX Listing Rules.

Annexure B

CEO Options

The CEO Options entitle the holder to subscribe for ordinary shares in the Company on the following terms and conditions:

Issue Price:	No amount is payable on the issue of a CEO Option.
Exercise Price:	**Tranche 1:** An amount equal to 50% above the 30-day VWAP of the Company's shares calculated immediately prior to the CEO's appointment. **Tranche 2:** An amount equal to 100% above the 30-day VWAP of the Company's shares calculated immediately prior to the CEO's appointment. **Tranche 3:** An amount equal to 100% above the 30-day VWAP of the Company's shares calculated immediately prior to the CEO's appointment.
Vesting Conditions	**Tranche 1:** Vests upon completion of 12 months of continuous service from the Commencement Date. **Tranche 2:** Vests upon completion of 24 months of continuous service from the Commencement Date. **Tranche 3:** Vests upon completion of 36 months of continuous service from the Commencement Date.
Escrow	Each tranche of CEO Options is subject to a further 12-month escrow period following vesting.
Expiry Date:	The CEO Options will expire 60 months from the Commencement Date (being 1 June 2026). Any unexercised CEO Options on issue at the Expiry Date will automatically lapse and be cancelled by the Company.
Entitlement:	Each CEO Option is exercisable into one fully paid ordinary share in the Company (Share). Shares issued on exercise of the CEO Options will rank equally in all respects with the other issued Shares.
Notice of Exercise:	The CEO Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company accompanied by payment of the applicable Exercise Price for each CEO Option being exercised (Exercise Notice). An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds (such date, the Exercise Date).
Unlisted options:	The Company will not apply for quotation of the CEO Options on ASX.

Timing of issue of Shares:	As soon as practicable after the relevant Exercise Date, when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must: (a) allot and issue the Shares; and (b) do all such acts, matters and things to obtain the grant of quotation for the Shares on ASX.
Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon exercise of the CEO Options, if the Company is listed at the time.
Participation in new issues:	There are no participation rights or entitlements inherent in the CEO Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the CEO Options.
Adjustment for bonus issues of Shares:	In the event the Company proceeds with a bonus issue of Shares to Shareholders after the issue of the CEO Options, the number of Shares over which a CEO Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of Exercise Price:	If there is a pro rata issue of Shares (other than a bonus issue of Shares) to Shareholders after the issue of the CEO Options and before the date the relevant CEO Options must be exercised or lapse, the Exercise Price of the relevant CEO Options may be adjusted in accordance with the formula outlined in the ASX Listing Rules.

Annexure C

Separation Options

The Separation Options entitle the holder to subscribe for ordinary shares in the Company on the following terms and conditions:

Issue Price:	No amount is payable on the issue of a Separation Option.
Exercise Price:	Nil.
Vesting Conditions	The first tranche will vest on 30 August 2026 in recognition of the Former CEO's yearly bonus entitlement, while the second tranche vests one month later on 30 September 2026 in recognition of his contribution and cooperation with the orderly CEO transition.
Expiry Date:	The Separation Options will expire five years from the date of issue. Any unexercised Separation Options on issue at the Expiry Date will automatically lapse and be cancelled by the Company.
Entitlement:	Each Separation Option is exercisable into one fully paid ordinary share in the Company (Share). Shares issued on exercise of the Separation Options will rank equally in all respects with the other issued Shares.
Notice of Exercise:	The Separation Options may be exercised in whole or in part prior to the Expiry Date by notice in writing to the Company. As the exercise price is nil, no payment is required to accompany the Exercise Notice. An Exercise Notice is only effective when received by the Company (such date, the Exercise Date).
Unlisted options:	The Company will not apply for quotation of the Separation Options on ASX.
Timing of issue of Shares:	As soon as practicable after the relevant Exercise Date, when the Company is in a position to issue a cleansing notice under s 708A(5)(e) of the Corporations Act or a cleansing prospectus under s 708A(11) of the Corporations Act, as the case may be, the Company must: (a) allot and issue the Shares; and (b) do all such acts, matters and things to obtain the grant of quotation for the Shares on ASX.
Quotation of Shares on exercise:	Application will be made by the Company to ASX for official quotation of the Shares issued upon exercise of the Separation Option, if the Company is listed at the time.

Participation in new issues:	There are no participation rights or entitlements inherent in the Separation Option and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Separation Option
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 Separation Option, the number of Shares over which a Separation Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Adjustment of Exercise Price:	As the Separation Options carry a nil exercise price, no adjustment to the Exercise Price is applicable. However, in the event of a pro rata issue of Shares to Shareholders, the number of Shares over which each Separation Option is exercisable may be adjusted in accordance with the ASX Listing Rules.

Annexure D

Key Terms of the CEO Incentive Plan

Under the rules of the CEO Incentive Plan (**Incentive Plan**), the Board has a discretion to offer any of the following awards to the CEO only:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

in each case subject to service-based conditions and/or performance hurdles (collectively, the "**Awards**").

The terms and conditions of the Incentive Plan are set out in comprehensive rules. A summary of the rules of the Incentive Plan is set out below:

- The Incentive Plan is open only to the CEO of the Company. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the Incentive Plan to the CEO and other terms of issue of the Awards, including:
  - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - the fee payable (if any) to be paid by the CEO on the grant of Awards;
  - the exercise price of any option granted to the CEO;
  - the period during which a vested option can be exercised; and
  - any disposal restrictions applying to the Awards and any Shares that the CEO receives upon exercise of their options or performance rights.
- On the occurrence of cessation of employment for any reason, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with, including the application of any Clawback Policy.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to the CEO to use for the purchase of Shares as part of a Share Award under the Incentive Plan.
- When any service-based conditions and/or performance hurdles have been satisfied, the CEO will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the CEO to be issued or to be transferred one Share upon exercise, subject to the rules governing the Incentive Plan and the terms of any particular offer.
- If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an Award by the CEO, make a cash payment to the CEO equivalent to the fair market value

as at the date of exercise of the Award (less any unpaid exercise price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the CEO upon exercise of the Award.

- The Board may also determine in its sole and absolute discretion that a CEO will not be required to provide payment of the exercise price to the Company, but that on exercise of the Award the Company will only allot and issue or transfer that number of Shares to the CEO that are equal in value to the difference between the exercise price otherwise payable in relation to the Award and the then market value of the Shares as at the time of the exercise determined by reference to the 5 day VWAP.
- The Incentive Plan limits the number of Awards that the Company may grant to a maximum of 5% of the Company's Shares on the date of issue of an Award since the Incentive Plan was last approved by Shareholders (excluding any Awards which are subsequently cancelled or lapsed in accordance with the terms of the Incentive Plan or otherwise approved under Listing Rule 10.14.).
- The Board may delegate management and administration of the Incentive Plan, together with any of their powers or discretions under the Incentive Plan, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.

12 June 2026

Dear Shareholder,

Dotz Nano Limited Extraordinary General Meeting

Dotz Nano Limited (ASX: DTZ, OTC: DTZZF/DTZNY, "**Dotz**" or "**Company**"), advises that its Extraordinary General Meeting will be held at 3:00PM (AEST) on Tuesday, 14 July 2026 (**Meeting**) as an in-person meeting.

Notice of Extraordinary General Meeting

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

1. at https://www.asx.com.au/markets/company/dtz;
2. at https://dotz.tech/investors/; or
3. by contacting the Company Secretary at company.secretary@dotz.tech.

In-Person Meeting

The Company will hold the Meeting as an in-person meeting. Shareholders are invited to attend in person at the following address:

Suite 15.02, Level 15, 31 Market St, Sydney

Shareholders wishing to attend are encouraged to arrive prior to the commencement of the Meeting to allow time for registration.

Your vote is important

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

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

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the **Online Proxy Lodgment Guide** at https://www.automicgroup.com.au/virtual-agms
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it in person to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
By facsimile	Completing the enclosed Proxy Form and faxing it to: +61 2 8583 3040

A personalised proxy form has been provided to each Shareholder.

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

Proxy Forms received later than this time will be invalid.

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

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

Yours sincerely,

Bernie Brookes
Non-Executive Chairman and Company Secretary