

CLEANSING NOTICE

This notice is given by Dotz Nano Ltd ("Issuer") under section 708A(5)(e) of the *Corporations Act 2001* ("Act").

On 15 February 2019 the Issuer issued 9,791,632 fully paid ordinary shares and has today issued a further 875,000 fully paid ordinary shares (**Converted Shares**) to professional and institutional investors at an issue price of AUD \$0.08 per share on conversion of a Converting Loan to fully paid ordinary shares. These shares are included in the Appendix 3B announced on 18 February 2019 and the Appendix 3B annexed below.

Pursuant to section 708A(5)(e) of the Act, the Issuer gives notice that:

- a) the shares were issued without disclosure to investors under Part 6D.2 of the Act;
- b) as at the date of this notice, the Issuer has complied with:
 - I. the provisions of Chapter 2M of the Act, as they apply to the Issuer; and
 - II. section 674 of the Act; and
- c) as at the date of this notice, other than as set out below, there is no information that is 'excluded information' within the meanings of section 708A(7) and 708A(8) of the Act.

The Issuer advises that as at the date of this notice:

- The Issuer is in advanced negotiations with a potential customer interested in using the Company's products for anti-counterfeiting purposes. The negotiations are incomplete and confidential and there can be no certainty that a material sale will be reached. The Issuer will make an announcement in the event a material sale of its products is made in accordance with its continuous disclosure obligations.

Further information:

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About Dotz Nano Limited

Dotz Nano Limited (ASX: DTZ) is a technology leader in research, production and marketing of anti-counterfeiting, authentication and tracing solutions. Dotz has strong, established distributors in North America, Europe, Japan and Australia as well as scientific collaborations and partnerships with leading academic institutes.

Its unique products ValiDotz, BioDotz, Fluorensic and InSpec are exceptional solutions for numerous applications, such as: anti-counterfeiting, brand & reputation protection, oil & gas industry, liquids tagging, lubricants and DEF authentication, polymers tagging and bio-imaging.

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

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Dotz Nano Limited (ASX: DTZ)

ABN

71 125 264 575

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | a) Ordinary Shares
b) Unquoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 875,000
b) 218,750 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | a) Ordinary Shares; and
b) Unquoted Options exercisable at \$0.12 each on or before 30 June 2020. |

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>a) Yes</p> <p>b) No. Any Ordinary Shares issued upon exercise of the Options will rank equally with the existing Ordinary Shares currently on issue</p>
5	Issue price or consideration	<p>a) Conversion of Converting loans (\$0.08 per share)</p> <p>b) Nil</p>
6	<p>Purpose of the issue</p> <p>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Converting Loans converted to Ordinary Shares; and</p> <p>b) Unquoted Options issued on conversion of the Converting Loans to Ordinary Shares. One Option per each four Ordinary share converted as detailed in (a) above.</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	31 May 2018
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	<p>a) 875,000</p> <p>b) 218,750</p> <p>Meeting held on 8 February 2019</p>

⁺ See chapter 19 for defined terms.

6f	Number of ⁺ securities issued under an exception in rule 7.2	a) N/A b) N/A
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6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	N/A
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6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
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6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 20,266,692 7.1A 19,056,343
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7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	19 February 2019
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	Number	⁺ Class
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	192,881,254* *1,500,000 Shares subject to voluntary holding lock until 15 February 2020

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Performance shares escrowed 24 months from quotation
	4,088,066	Performance shares
	4,500,000	Options expiring 31/10/19, exercise price \$0.40 each, escrowed until 15/11/18
	1,000,000	Options expiring 31/10/19, exercise price \$0.30 each
	5,000,000	Options expiring 14/6/20, exercise price \$0.20 each,
	10,000,000	

6,000,000	Options expiring 8/8/19, exercise price \$0.20
1,000,000	Options expiring 5/2/20, exercise price \$0.30
1,000,000	Options expiring 1/11/20, exercise price \$Nil
212,500	Options expiring 20/04/20, exercise price \$Nil
212,500	Options expiring 20/04/20, exercise price \$0.105
1,000,000	Options expiring 20/04/20, exercise price \$0.105. Vesting after 1 February 2019
1,500,000	Options expiring 20/04/20, exercise price \$0.20
3,700,000	Options expiring 1/08/20, exercise price \$0.20
3,200,000	Options expiring 1/10/21, exercise price \$0.00.
2,000,000	Options expiring 1/10/21, exercise price \$0.00. Vesting 27/11/19 provided that the Option holder is an employee or consultant of the Company at all times during the period ending on the Vesting Date
2,666,659	Options expiring 1/10/22, exercise price \$0.00. Vesting upon the Company achieving revenue of US\$1,000,000 or more for the financial year ending 31 December 2019
2,000,000	Unquoted options exercisable at \$0.08 and expire on 30/06/2020
1,000,000	Unquoted Options exercisable at \$0.13 each and expire on 15/02/2024, Options lapse if Option holder ceases employment
	Unquoted Options exercisable at \$0.13 each and expire on 15/02/2024,

+ See chapter 19 for defined terms.

1,000,000	Options lapse if Option holder ceases to be an officeholder Unquoted Options exercisable at \$0.00 expiring 15/02/23. Vesting 09/12/19 provided that the Option holder is an employee or consultant of the Company at all times during the period ending on the Vesting Date
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- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

Part 2 - Pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +Record date to determine entitlements
- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	+Issue date	

+ See chapter 19 for defined terms.



Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1 – Shares only

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which
+quotation is sought

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39 +Class of +securities for which
quotation is sought

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40 Do the +securities rank equally in all
respects from the +issue date with an
existing +class of quoted +securities?

If the additional +securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next dividend,
(in the case of a trust,
distribution) or interest payment
- the extent to which they do not
rank equally, other than in
relation to the next dividend,
distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of another
+security, clearly identify that other
+security)

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42 Number and +class of all +securities
quoted on ASX (*including* the
+securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
(Company secretary)

Date: 20 Feb 19

Print name: **Ian Pamensky**.....
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	144,095,913
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	5,748,108 issued 10/05/2018 and approved at shareholder meeting held on 31/05/2018 775,000 issued 29/06/2018 and approved at shareholder meeting held on 31/05/2018 12,715,876 issued 01/08/2018 and approved at shareholder meeting held on 08/02/2019 15,061,902, issued 01/08/2018 and approved at shareholder meeting held on 08/02/2019 9,791,632 issued 13/02/2019 and approved at shareholder meeting held on 08/02/2019 1,500,000, issued 13/02/2019 and approved at shareholder meeting held on 08/02/2019 875,000 issued 19/02/2019 and approved at shareholder meeting held on 08/02/2019
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-
“A”	190,563,431

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	28,584,515
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	4,000,000 Options agreed to be issued to Gleneagle (subject to 30 VWAP of \$0.30) 2,000,000 Options agreed to be issued to Gleneagle (subject to 30 VWAP of \$0.40) 100 Shares issued 15/08/18 2,317,723 Shares issued 02/11/18
“C”	8,317,823
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	28,584,515
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	8,317,823
Total [“A” x 0.15] – “C”	20,266,692 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	190,563,431
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	19,056,343
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	
“E”	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	19,056,343
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	19,056,343 <i>[Note: this is the remaining placement capacity under rule 7.1A]</i>

+ See chapter 19 for defined terms.