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Nexsen

Prospectus 2025

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NEXSEN LIMITED
ACN 655 182 497

PROSPECTUS

For an offer of 30,000,000 Shares at an issue price of $0.20 per Share to raise $6,000,000 (Public Offer).

Oversubscriptions of up to a further 10,000,000 Shares at an issue price of $0.20 per Share to raise up to a further $2,000,000 may be accepted.

The Public Offer is conditional upon satisfaction of the Conditions, which are detailed further in Section 4.8. No Shares will be issued pursuant to this Prospectus until those Conditions are met.

This Prospectus also includes the Secondary Offers, which are described in further detail in Section 4.7.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

HOW TO INVEST

Applications for Shares under the Public Offer can only be made by completing and lodging an Application Form. Instructions on how to apply for Shares under the Public Offer are set out in Section 4.9 and on the Application Form.

ALPINE CAPITAL

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IMPORTANT NOTICE

This Prospectus is dated 29 August 2025 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered under this Prospectus should be considered as highly speculative.

Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Securities under this Prospectus will not be accepted by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

No offering where offering would be illegal

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions, including those set out below. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer or invitation to apply for Securities in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

No action or formality has been taken to register or qualify the Securities or the Offers, or to otherwise permit a public offering of the Securities in any jurisdiction outside Australia.

US securities law matters

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the US. In particular, the Securities have not been, and will not be, registered under the United States Shares Act of 1933, as amended (the **US Securities Act**), and may not be offered or sold in the US or to, or for the account or benefit of, US Persons (as defined in Regulation S under the US Securities Act) except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act.

Each applicant will be taken to have represented, warranted and agreed as follows:

(a) it understands that the Securities have not been, and will not be, registered under the US Securities Act and may not be offered, sold or resold in the US, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;
(b) it is not in the US;
(c) it has not and will not send this Prospectus or any other material relating to the Offers to any person in the US; and
(d) it will not offer or resell the Securities in the US or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration under the US Securities Act and in compliance with all applicable laws in the jurisdiction in which the Securities are offered and sold.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.nexsen.bio. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on + 61 2 9174 5388 during office hours or by emailing the Company at corporate@nexsen.bio.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this document may not be distributed, and the Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Company Website

No document or other information available on the Company's website is incorporated into this Prospectus by reference.

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No cooling-off rights

Cooling-off rights do not apply to an investment in Securities issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your application once it has been accepted.

No Investment Advice

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

Risks

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Securities. There are risks associated with an investment in the Company. The Securities offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Securities. Refer to Section F of the Investment Overview as well as Section 8 for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Forward-looking statements

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

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

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

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause the Company's performance and actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 8.

Financial Forecasts

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

Continuous disclosure obligations

Following Admission, the Company will be a "disclosing entity" (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

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

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

The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 13.

All references to time in this Prospectus are references to Australian Eastern Standard Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact details set out in this Prospectus.

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

Use of Trademarks

This Prospectus includes the Company's registered and unregistered trademarks.

All other trademarks, tradenames and service marks appearing in this Prospectus are the property of their respective owners.

Enquiries

If you are unclear in relation to the matters raised in this Prospectus or are in doubt as to how to deal with it, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser without delay. Should you have any questions in relation to the Offers or how to accept the Offers please contact the Company Secretary on NXN@reignadvisory.com

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CORPORATE DIRECTORY

Directors

Mr Reece O'Connell
Executive Chairman

Mr Mark Muzzin
Managing Director

Dr Martina Mariano
Non-Executive Director (Independent)

Mr Grant Pestell
Non-Executive Director (Independent)

Company Secretary

Mr Sonny Didugu

Senior Management

Prof. Vipul Bansal
Chief Innovation Officer

Dr Sanje Mahasivam
Chief Technology Officer

Proposed ASX Code

ASX: NXN

Registered Office

Suite 1005
4 Bridge Street
Sydney NSW 2000

Telephone: + 61 2 9174 5388

Email: corporate@nexsen.bio
Website: www.nexsen.bio

Investigating Accountant

Moore Australia Corporate Finance (WA) Pty Ltd
Level 15 Exchange Tower
2 The Esplanade
Perth WA 6000

Auditor*

Moore Australia Audit (WA)
Level 15 Exchange Tower
2 The Esplanade
Perth WA 6000

Australian legal advisers

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Lead Manager

Alpine Capital Pty Ltd
Level 8
25 Bligh Street
Sydney NSW 2000
Telephone: +61 2 9119 6030

Corporate advisor

Reign Advisory Pty Ltd
Suite 1005
4 Bridge Street
Sydney NSW 2000

Share registry*

Automic Pty Ltd
Level 5, 191 St Georges Terrace
Perth WA 6000

Independent Market Report

Frost & Sullivan Australia Pty Limited
Grosvenor Place, Level 15,
225 George Street,
Sydney, NSW 2000, Australia

Intellectual Property Report

Patenteur Pty Ltd
Liberty Business Centre | Fugro Building | Level 3 |
1060 Hay Street | West Perth | WA 6005

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

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1. LETTER FROM CHAIR

Dear Investor

On behalf of the Board of Nexsen Limited, it is my privilege to present this Prospectus and invite you to join us as Shareholders in our Company.

Nexsen was founded with a bold and ambitious purpose to provide accurate, affordable, timely and accessible testing of diseases and threats that are currently constrained by lab-based systems. Too often, critical health decisions are delayed or compromised because diagnostics rely on slow and costly laboratory systems. Our biosensor platform was developed to revolutionise diagnostic testing by delivering laboratory-grade accuracy in a rapid, portable format, we have the potential to transform healthcare, by providing a new generation of diagnostics that are faster, more accessible, and capable of reaching patients and communities worldwide.

At the forefront of this mission is our lead product, the GBS Rapid Sensor. Designed to provide clinicians with a faster and more cost-effective way to diagnose Group B Streptococcus (GBS) - a bacterial infection that poses serious risks to newborns and mothers. This product is progressing through clinical evaluation and regulatory preparation. On its own, it represents a substantial global market opportunity.

GBS testing is only the beginning. Alongside it, we are advancing a pipeline of tests across both medical and agricultural fields - from kidney function diagnostics, to protecting crops from invasive pathogens, through to reducing the spread of Bovine Mastitis in cattle which has the potential to have an enormous global economic impact. Each of these areas represents a significant global market where reliance on lab-based testing highlights the urgent need for faster, point-of-care solutions.

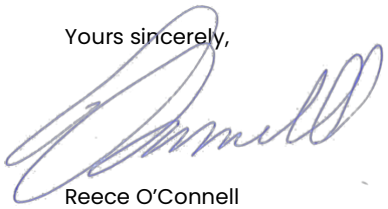
The funds raised under this Offer will allow us to execute our commercialisation strategy with discipline and focus. This includes completing pivotal clinical trials, advancing regulatory submissions in major jurisdictions, scaling our manufacturing capability, and forging strategic partnerships. Throughout, we are committed to prudent capital allocation, strong governance, and robust risk management.

I am privileged to work alongside a Board and management team with deep expertise across biotechnology, diagnostics, regulatory affairs and capital markets. Together, we are united in our commitment to build a company that delivers value for shareholders while improving health outcomes for patients, clinicians, and communities around the world.

As with any potential investment, I would encourage you to read this Prospectus carefully, particularly the section on risk factors, which details the key risks associated with an investment in Nexsen, including risks associated with research and development activities, the commercialisation process, intellectual property protection, manufacturing, competition and international trade. We aim to establish a leadership position in the global diagnostics sector by harnessing the power of our next-generation platform.

We look forward to the journey ahead and invite you to join us in making a significant difference to the lives of patients, clinicians and communities worldwide.

Yours sincerely,



Reece O'Connell
Executive Chair

2. KEY OFFER INFORMATION

INDICATIVE TIMETABLE[1]

Lodgement of Prospectus with the ASIC	Friday, 29 August 2025
Exposure Period begins	Friday, 29 August 2025
Opening Date	Monday, 8 September 2025
Closing Date	5pm on Friday, 12 September 2025
Issue of Shares under the Public Offer[2, 3]	Monday, 29 September 2025
Despatch of holding statements	Tuesday, 30 September 2025
Expected date for quotation on ASX	Tuesday, 7 October 2025

1. *The above dates are indicative only and may change without notice. Unless otherwise indicated, all times given are in AEST. The Exposure Period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act. The Company reserves the right to extend the Closing Date or close the Offers early without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Shares to applicants.*

2. *If the Public Offer is cancelled or withdrawn before completion of the Public Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Public Offer opens. It is expected that Shares issued on conversion of Convertible Notes and Securities issued under the Incentive Offer and Broker Offer will be issued on or about the date that Shares are issued under the Public Offer. The Secondary Offers will close immediately following the issue of these Securities.*

KEY STATISTICS OF THE OFFERS

	Minimum Subscription[1]	Maximum Subscription[2]
Offer Price per Share	$0.20	$0.20
Shares currently on issue	128,996,200	128,996,200
Options currently on issue	Nil.	Nil.
Shares to be issued under the Public Offer	30,000,000	40,000,000
Shares to be issued on conversion of Convertible Notes	31,200,000	31,200,000
Gross Proceeds of the Public Offer	$6,000,000	$8,000,000
Shares on issue Post-Listing (undiluted)[3]	190,196,200	200,196,200
Market Capitalisation at Admission (undiluted)[4]	$38,039,240	$40,039,240
Broker Options[5]	4,116,486	5,488,648
Incentive Options[5]	8,500,000	8,500,000
Performance Rights[6]	10,000,000	10,000,000
Shares on issue Post-Listing (fully diluted) [7]	212,812,686	224,184,848
Market Capitalisation at Admission (fully diluted)[8]	$42,562,537	$44,836,970

Notes:

1. Assuming the Minimum Subscription of $6,000,000 is achieved under the Public Offer.
2. Assuming the Maximum Subscription of $8,000,000 is achieved under the Public Offer.
3. Certain Securities on issue post-listing will be subject to ASX-imposed escrow. Refer to Section 6.17 for a disclaimer with respect to the likely escrow position.
4. The market capitalisation is calculated by multiplying the number of Shares on issue by the Offer Price and is intended to be indicative only.
5. Refer to Section 11.3 for the terms and conditions of the Broker Options and Incentive Options. The number of Broker Options to be issued is based on the amount raised under the Offer. The Lead Manager or its nominees

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will receive such number of Broker Options as has a value equal to 6% of the amount raised under the Public Offer, at a deemed issue price of approximately $0.0875 per Broker Option.

6. Being 2,000,000 Class A, 3,000,000 Class B and 5,000,000 Class C Performance Rights to be issued to Directors and senior management of the Company. Refer to Section 11.4 for the terms and conditions of the Performance Rights.
7. The fully diluted position assumes that all Options and Performance Rights on issue are converted into shares, despite that some of those securities are not capable of being converted into Shares as at admission (in particular, the Performance Rights which are subject to vesting conditions).
8. The market capitalisation is calculated by adding the number of Shares on issue and the total number of Options and Performance Rights on issue (assuming they are all converted to Shares) multiplied by the current share price.

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3. INVESTMENT OVERVIEW

This Section is a summary only and is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

Item	Summary	Further information
A. Company		
Who is the issuer of this Prospectus?	Nexsen Limited (ACN 655 182 497) (the Company or Nexsen)	Section 6.1
Who is the Company?	The Company is an Australian unlisted public company, incorporated on 9 November 2021.	Section 6.1
What does the Company do?	Nexsen is a nanobiotechnology company, dedicated to the development of proprietary biosensing platforms for rapid, high-precision point-of-care (POC) medical diagnostics and point-of-use sensing for veterinary, agricultural and biosecurity applications. Nexsen's strategic vision is for every person, globally, to benefit from at least one of our tests across their lifetime. Since its inception, Nexsen has placed a strong emphasis on the establishment of a long-term collaborative partnership with RMIT University – one of Australia's preeminent research institutions and a global university of technology, design and enterprise. This partnership is focussed on engineering innovative solutions that fundamentally transform diagnostics for some of the world's most pressing healthcare and food-security challenges. Nexsen's Primary Initiative – GBS Rapid Sensor Nexsen's most advanced product is the GBS Rapid Sensor – a diagnostic for the detection of human Group B Streptococcus (GBS) in expectant mothers. The GBS Rapid Sensor product utilises innovative nano-biotechnology to enable timely diagnostics of these important pathogenic bacteria in expectant mothers. This innovation represents a substantial advancement in primary healthcare, offering a rapid alternative to the conventional, pathology-based diagnostic processes currently in use at weeks 36-37 of pregnancy for this critical healthcare need. Additionally, this rapid and ultrasensitive product allows for the diagnosis of GBS bacteria immediately before the labour, which is currently not achievable due to the lengthy and cumbersome pathology-based testing. This innovation constitutes a significant advancement in the clinical management of GBS in expectant mothers, as the colonisation status of GBS may change from Weeks 36-37 of pregnancy to the time of labour, and it is the latter that is most accurately correlated with the transfer of bacteria from mothers to babies and subsequent infection. By enabling a POC diagnosis, the GBS Rapid Sensor aims to significantly improve maternal and neonatal health outcomes through early intervention and targeted clinical management. This innovation constitutes a significant advancement in primary healthcare, providing not only a rapid and efficient alternative to the conventional, pathology-based diagnostic methods, but also providing a new opportunity to detect GBS at the point of labour where it is needed the most. This innovation has the potential to influence the prevailing standard-of-care and clinical practices in GBS management. Nexsen's GBS Rapid Sensor project has received substantial support through a prestigious ~$7.7 million Cooperative Research Centres	Section 6.1

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Item	Summary	Further information
	Projects (CRC-P) Commonwealth grant, which includes $3 million in direct Commonwealth cash funding. Receiving a CRC-P grant in a highly competitive process reflects the project's significance and the confidence of the Australian Government in its potential to address a critical healthcare challenge. This funding supports an already approved human clinical trial for the GBS Rapid Sensor, planned to commence in Q4 CY2025. Regulatory pathways for a commercial rollout have been mapped, with the USA, India, Malaysia, the EU, and Australia as initial target markets. Nexsen's Suite of POC Diagnostics The potential of the innovative GBS Rapid Sensor technology to act as a platform for the rapid development of other diagnostic products has prompted Nexsen to engage with RMIT University and execute research contracts in multiple projects over the past year. These include on-farm detection of bovine mastitis, rapid diagnosis of various human kidney diseases, in-field detection and surveillance of biosecurity threats, and the use of artificial intelligence and machine learning to expedite sensor development. Additional products developed on Nexsen's proprietary platform currently underway include: (a) Kidney Diseases: Rapid POC tests for the screening, detection, and ongoing monitoring of various subsets of Acute Kidney Injury (AKI) and Chronic Kidney Disease (CKD). (b) Biosecurity: Rapid, low-cost, field-deployable POC tests for surveillance and detection of important biosecurity threats that can cause significant economic losses to agriculture, particularly grapes and citrus. (c) Bovine Mastitis: A rapid, low-cost test for Bovine Mastitis, targeting better outcomes for the dairy industry and addressing a disease that causes significant disruption to agriculture and economic losses globally. Nexsen is also investing in artificial intelligence (with its Nexsen.AI project) to accelerate the identification of novel molecules which can integrate with all of Nexsen's rapid diagnostic technologies, and reduce the development timelines for future projects. Global Transition in Healthcare The Company is exceptionally well positioned to capitalise on the ongoing global transition in decentralised healthcare. Nexsen's innovative technologies exemplify this shift by delivering quick, accurate, and cost-effective diagnostic solutions directly at the point of care, eliminating the need for traditional laboratory infrastructure. This approach not only accelerates clinical decision-making but also expands access to high-quality diagnostics, particularly in underserved and low-resource settings.	
What are the Company's key objectives post listing?	The Company's key objectives following completion of the Public Offer and successful listing on ASX include; (a) completion of clinical trial for its GBS Rapid Sensor and commercialise the product; (b) continue research and development into the kidney disease diagnostic tests and prepare for clinical trials and commercialisation; (c) continue development of its Bovine Mastitis test and commercialise the product;	Section 6.10

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Item	Summary	Further information
	(d) continue development of its Biosecurity surveillance and detection products and plan for field-testing studies; (e) continue the Nexsen.AI development program to fast track the development of future novel biosensors; A successful Public Offer and ASX listing will: (a) enhance Nexsen's public profile in the MedTech and AgTech industries, with a focus on innovative early diagnostics as a result of becoming an ASX listed entity; (b) provide Shareholders with access to a liquid market for Shares; (c) provide the Company with access to equity capital markets for potential future capital raising; and (d) provide working capital for the Company.	
B. Industry Overview		
What is the industry in which the Company will operate?	Nexsen operates within the nanobiotechnology industry, which encompass MedTech, AgTech, NanoTech and BioTech sectors, with an emphasis on POC testing. The Company is developing portable, rapid diagnostic tools designed for use across diverse healthcare and agricultural environments, including hospitals, general practice clinics, aged care facilities, emergency departments, pharmacies, in-home care settings, and in-field settings. Nexsen's medical technologies will be particularly valuable in supporting frontline and rural healthcare, where access to conventional laboratory infrastructure may be limited. In the veterinary sector, Nexsen's potential products will aim to address on-farm diagnostic requirements for animal health. In the biosecurity sector, Nexsen's field-deployable surveillance products expect to enable key agricultural industries and Government bodies to safeguard against emerging biosecurity threats. By facilitating rapid and accurate diagnosis outside of traditional laboratory settings, Nexsen will enhance the efficiency and accessibility of healthcare delivery. This approach supports more equitable outcomes across both human, and agricultural health markets, ensuring timely intervention and improved overall well-being.	Section 5
Where are the Company's key markets located?	Nexsen develops diagnostic technologies for human and animal health, addressing a broad spectrum of medical needs across both sectors. This dual application positions the Company's products for widespread adoption in global markets, where fast, accessible, POC testing is becoming increasingly critical to improving health outcomes and operational efficiencies. The Company's initial key markets include the USA, India, Malaysia and Australia, with future global expansion planned.	Section 5
What is the scale of the point of care testing market and what trends are expected to drive growth in this market?	Frost and Sullivan have produced an Independent Market Report, which is presented at Section 5. The size of the Point of Care Testing (POCT) market is defined as total revenue from sales of instruments/devices and consumables (reagents, assays and kits) to administer POCT for humans and excludes revenue from the provision of testing and associated services to patients. In 2024, the global POCT market was estimated at $17.7 billion, and this is forecast to grow to $22.7 billion by 2028, at a CAGR of 6.1% from 2023 to 2028. The US is the largest market for POCT, accounting for 40% of the global total in 2024, however the fastest growth is in Asia-Pacific, which is forecast to grow at 6.8% CAGR, from $3.3 billion in 2024 to $4.3 billion in 2028.	Section 5

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Item	Summary	Further information
	Currently, clinical settings (such as GP surgeries and hospitals) account for 85% of the POCT market, however the fastest growth is occurring in alternate settings (such as retail pharmacies, mobile clinics and in-home) which are forecast to grow at 9.1% CAGR from 2023 to 2028. Further information on the market and the trends expected to drive growth in this market are set out in the Independent Market Report at Section 5.	
Who are the Company's key competitors?	The Nexsen Platform diagnostic technology enables it to operate in the broader Nanobiotechnology industry, while simultaneously addressing the MedTech and AgTech sectors. In the diagnostics technology industry, competition includes large multinational corporations, as well as emerging biotech firms developing diagnostic tools. They are designed to deliver fast, accurate results in all settings including clinical, community, and field-based settings. Some, but not all, of the Company's competitors are: (a) Mesa Biotech Inc (a subsidiary of Thermo Fisher Scientific) (b) EKF Diagnostics Holdings (LSE:EKF) (c) OraSure Technologies Inc (Nasdaq:OSUR) (d) Lumos Diagnostics Holdings (ASX:LDX) (e) Proteomics International Laboratories Ltd (ASX:PIQ) (f) QuidelOrtho Corp (Nasdaq:QDEL) (g) bioMérieux S.A.(Paris:BIM)	Section 5
What are the key barriers to entry in the point of care diagnostics market?	The POC diagnostics industry has significant barriers to entry including: Regulatory Hurdles Products must meet strict jurisdiction specific regulatory requirements (US FDA, Indian CDSCO, Malaysian MDA, European CE mark, Australian TGA) to ensure the safety and efficacy of the diagnostic products. Meeting these standards requires clinical validation and performance trials. High R&D Costs and Technical Complexity Developing reliable, rapid, accurate, and portable diagnostics tools requires significant cross-disciplinary expertise across various fields from biology, chemistry, nano-technology, engineering, and medicine. These projects have long development cycles and are capital intensive. Manufacturing Scale-Up and Quality Controls Devices must be produced at scale whilst maintaining strict quality standards. Established Participants and Brand Trust Major companies dominate the market, and hospitals and healthcare providers often prefer proven, widely adopted technologies from established and/or trusted brands. Reimbursement, Government and Insurance Funding, and Pricing Even once a product receives regulatory approval, their adoption will depend on securing reimbursement and funding from governments, insurers, and other payers. Reimbursement processes are complex, vary across jurisdictions, and may result in limited or delayed coverage. Where funding is unavailable, insufficient, or priced less favourably than alternatives, product uptake and sales may be constrained. Competitive pricing pressures may further limit market penetration. Distribution and Training Requirements	Section 5

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Item	Summary	Further information
	Widespread adoption requires the training of users, and the distribution to resource-limited settings requires strong logistics, support and partnerships.	
What is the regulatory environment in which the Company operates?	Nexsen operates within a highly regulated in-vitro diagnostics (IVD) and medical technology sectors, where its products must meet the requirements of national and international health authorities before they can be commercialised. Nexsen has had a clear focus on regulatory compliance, which underpins its commercialisation and growth strategy, operating in a highly regulated sector. The Company's key regulatory focus – following its initial markets – are the United States of America, India, Malaysia, the European Union, and Australia. Future commercialisation in other global markets will require compliance with regional regulatory frameworks. Nexsen's GBS Rapid Sensor is being developed as a low risk medical device, initially to be compliant with the US FDA regulations. This classification is typically consistent across other major regulators, meaning the Company can pursue parallel, or harmonised submissions, in multiple jurisdictions. Such products are generally recognised as presenting low to moderate risk and undergo expedited regulatory clearance pathway (rather than full pre-market approval), which results in a more streamlined and cost-effective pathway to market entry as compared to higher-risk devices. In parallel with the US FDA, Nexsen is investigating regulatory pathways across India, Malaysia, and Australia to expedite the commercial launch of its products. Nexsen is actively working with expert regulatory consultants to map and execute its global submission strategy, ensuring that all products meet the appropriate standards for safety, effectiveness, and quality in the POC diagnostics category. Nexsen also ensures that third party manufacturers and contractors that it engages with are also compliant.	Section 6.7
C. Business Model		
How does the Company generate revenue?	At present, Nexsen's revenue is limited to government grant funding, including contributions received from the Australian Commonwealth Department of Industry, Science, and Resources (DISR) through its prestigious CRC-P and ARC programs. This funding supports the development of Nexsen's GBS Rapid Sensor and its veterinary and biosecurity counterparts. Nexsen expects to continue leveraging national and international grant schemes to expand its diagnostic portfolio in important areas of unmet clinical needs. In the future, Nexsen intends to generate revenue through the sale of rapid, POC diagnostic tests for products under development. As the pipeline of diagnostic products progresses through regulatory approval across different jurisdictions the Company will work with in-market experts to refine its commercialisation approach. Nexsen expects revenue to grow in line with market adoption, strategic partnerships, and geographic expansion. However, there is no guarantee that the Company will generate future revenue, or that any of its products will achieve commercial success.	Section 7
What are the key business objectives of the Company?	Nexsen's strategic vision is for every person, globally, to benefit from at least one of our tests across their lifetime.	Sections 6.10 and 6.13

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Item	Summary	Further information
	Nexsen's key business objectives are centred on the development, regulatory approvals, commercialisation, and global distribution of its innovative point-of-care diagnostic product. The Company's near term objectives across its key focus areas are: GBS Rapid Sensor Advancing the development of its most advanced diagnostic product, targeting GBS including completion of clinical validation and obtaining regulatory approvals from the US FDA, Indian CDSCO, Malaysian MDA, EU CE, and the Australian TGA; Preparing for the commercial launch of the GBS Rapid Sensor across our priority markets, including manufacturing, distribution, and global sales partnerships; Kidney Disease Diagnostics: Advancing the development of additional POC diagnostic products targeting unmet clinical needs across different aspects of kidney disease including AKI and CKD. Preparing for the commercial launch of the Kidney Disease Diagnostics in across our priority markets including manufacturing, distribution, and global sales partnerships; Veterinary Diagnostics Advancing the development of a field deployable, low-cost diagnostic product in the veterinary sector with an initial focus on Bovine Mastitis; Biosecurity Diagnostics Advancing the development of field deployable, low-cost diagnostic product in the biosecurity sector with initial focus on products suitable for the grape and citrus industries; Investing in the Future Developing strategic partnerships with healthcare providers, government bodies, consumer advocacy groups, and research institutions to support product rollout and clinical adoption of Nexsen's diagnostic tools; Exploring market entry in underserved and developing economies through partnerships with NGOs and other philanthropic bodies citing the profound impact on healthcare outcomes POC diagnostics can have; Advancing the Nexsen.AI biosensing discovery platform, which is designed to accelerate the identification of novel molecules which can integrate with Nexsen's rapid diagnostic technologies, reducing the development timelines for future projects and further supporting accelerated pipeline expansion; Developing robust in-house regulatory and compliance capabilities to strengthen Nexsen's rapid market rollout strategy;	
What are the Company's key assets?	The Company's key assets include: (a) intellectual property acquired from RMIT, supporting the GBS Rapid Sensor; (b) critical know-how and experience in developing our unique biomarkers and the associated diagnostic platform, the Nexsen Platform; (c) trademarks for the launch and commercialisation of future products, including StrepSure® (for the GBS Rapid Sensor) and VetStrep® (for the Bovine Mastitis POU Test); and (d) intellectual property held by subsidiary Nexgen NanoSensors Pty Ltd, for the Bovine Mastitis diagnostic product.	Sections 6.1 and 6.2

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Item	Summary	Further information
What stage of commercialisation is the Company's technology at?	Nexsen's most advanced product – the GBS Rapid Sensor – is in the pre-commercialisation phase with development progressing towards clinical validation and submission to regulatory authorities. The product prototype has been tested in preclinical settings. The Company has received ethics approval for a human clinical trial from Melbourne Royal Children's Hospital's Human Research Ethics Committee. Manufacturing of devices for the clinical trial is underway for the planned clinical studies at Northern Hospital Epping (Victoria, Australia) in Q4 CY 2025. The data from this clinical trial will support the regulatory submissions for this product in various jurisdictions, including in the US through the chosen 510(k) pathway. Conduct of this clinical trial has been significantly funded under the CRC-P Grant. Underlying the GBS Rapid Sensor is a proprietary diagnostic platform developed in partnership with RMIT, which is expediting the development of the broader Nexsen diagnostic portfolio, including diagnostics targeting kidney disease and Bovine Mastitis, as well as biosecurity threats. These other projects are in differing early stage research and development phases with further investment planned over the next 24 months towards pre-commercialisation activities.	Sections 6.1 and 6.3.1
How is the Nexsen business marketed?	Nexsen's marketing approach is designed to build awareness, credibility, and commercial interest across globally significant unmet needs. Nexsen's ultra-sensitive, rapid, convenient POC Diagnostic products save time, save lives, and reduces economic burden of disease. By bringing lab-grade testing to the POC Diagnostics, Nexsen aims to displace pathology-based testing in existing indications as well as enabling clinical interventions not practically achievable with current technologies. As the Company moves toward commercialisation, the following key marketing objectives form its strategy. (a) Scientific and Clinical Engagement (b) Industry and Conference Presence (c) Targeted Stakeholder Outreach (d) Digital and Online Channels (e) Government and Public Health Alignment (f) Engaging commercial engagements Nexsen's marketing strategy will continue to evolve as products progress through regulatory approval, and the Company prepares for full commercial launch.	Section 6.8
What are the significant dependencies of the Company's business model?	Nexsen's business model is subject to several key dependencies that are critical to the successful development, approval, and commercialisation of its diagnostic technologies. These dependencies include: Regulatory Approvals The Company's ability to generate future revenue depends on securing regulatory approvals for its GBS Rapid Sensor and for the other diagnostic products under development in its pipeline. Delays or failure to achieve approval may materially impact commercialisation. Clinical Validation and Data Generation Successful clinical studies, and supporting data, are essential to regulatory submission, partner engagement, and market confidence.	Section 6.12

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Item	Summary	Further information
	Nexsen relies on third-party collaborators, such as Northern Health, to assist with clinical validation. Research and Development Partnerships The Company depends on key partnerships, including with RMIT University, CSIRO, and Australian Government Department of Agriculture Fisheries and Forestry (DAFF) for access to scientific expertise, facilities, and the technology rights critical to ongoing development. Manufacturing and Supply Chain Execution Nexsen's ability to scale commercially will rely on establishing reliable, cost-effective manufacturing and distribution channels that meet regulatory and market requirements. Grant and Capital Funding The Company is currently reliant on government grants, such as the CRC-P program, to progress product development. Ongoing advancement will require access to additional capital, or commercial income. Market Uptake and Strategic Partnerships Commercial success is also dependent on Nexsen's ability to form distribution, licensing, or channel partnerships, and to achieve early adoption by healthcare and veterinary stakeholders. Intellectual Property Protection The strength and defence of Nexsen's patent portfolio and trademarks is essential to protect its technology and market position. In addition to the above, there are many other commercial, operational, and strategic dependencies and risks associated with Nexsen's business model. A detailed summary of these is provided in Section 6.8, which should be reviewed in full by prospective investors and stakeholders.	
What is the Company's growth strategy?	Nexsen's growth strategy is focused on building a scalable, multi-product diagnostic business that delivers rapid, POC testing solutions across human and animal health markets. The Company's key growth strategies include: (a) Commercialisation of GBS Rapid Sensor: Progressing our most advanced diagnostic project, the GBS Rapid Sensor, through clinical validation, regulatory approval and commercial launch in our target markets. If successful, this will serve as the Company's initial revenue-generating product, and proof of the Company's capabilities with its proprietary biosensing technology. (b) Expansion of Product Pipeline: Advancing a portfolio of biosensing diagnostics for additional targets including kidney disease, Bovine Mastitis, and biosecurity threats, as well as broadening market reach and leveraging technological capabilities. (c) Strategic Partnerships and Distribution Agreements: Establishing agreements with distributors, healthcare providers, NGOs, consumer advocacy groups, veterinary networks, and public health agencies to drive adoption, scale market access, and reduce time to revenue. (d) Ongoing Investment in Intellectual Property and Innovation: Strengthening the Company's Intellectual Property through new patent filings, and expanding biomarker discovery capabilities (including Nexsen.AI), to support future diagnostic development.	Section 6.9

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Item	Summary	Further information
	(e) Operational Scale-Up: Preparing for manufacturing scale-up, regulatory and quality assurance, and logistics frameworks that enable reliable, and cost-effective delivery of diagnostic products to market. Nexsen aims to establish a long-term position as a global leader in point-of-care diagnostics, with scalable applications across clinical, community, in-home, veterinary, and rural or remote regions.	
D. Financial Information and Dividend Policy		
How has the Company been performing?	The audited historical financial information of the Company (including its subsidiaries) is set out in Section 7, including cash flow statements and profit and loss statements for the financial years ended 30 June 2023, 2024 and 2025, together with a statement of financial position as at 30 June 2025.	Section 7 and Annexure A
What is the key financial outlook for the Company?	Given the current status of the development of the Company's intellectual property and the speculative nature of its business, the Directors do not consider it appropriate to forecast future earnings. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.	Section 7 and Annexure A
What is the Company's Dividend Policy?	Payment of dividends by the Company is at the discretion of the Board. The Board anticipates that significant expenditure will be incurred in ongoing development of the Company's point-of-care diagnostic pipeline. These activities are expected to dominate at least, the first two-year period following the Company's Admission. Accordingly, the Directors have no current intention to declare and pay a dividend and no dividends are expected to be paid during the foreseeable future following the Company's Admission. In determining whether to declare future dividends, the Directors will consider the level of earnings of the Company, the operating results and overall financial condition of the Company, future capital requirements, capital management initiatives, general business outlook and other factors the Directors may consider relevant at the time of their decision. The Directors cannot and do not provide any assurances in relation to the future payment of dividends or the level of franking credits attaching to dividends.	Section 6.18
E. Key Advantages		
What are the key advantages of an investment in the Company?	Nexsen is advancing a robust multi-product pipeline specifically designed to address significant unmet clinical needs across both human and animal health. The Company's most advanced project is the GBS Rapid Sensor, delivering results in under 30 minutes and enabling timely intervention for expectant mothers and newborns. This technology is particularly impactful in low-resource and remote settings, where access to conventional laboratory infrastructure is limited. Nexsen's pipeline is underpinned by a proprietary nano-biotechnology platform developed through the GBS Rapid Sensor, ensuring high sensitivity, specificity, reliability, and scalability across diverse healthcare settings. Through a strategic collaboration with RMIT and a commitment to technological innovation, Nexsen is positioned to transform diagnostic accessibility on a global scale.	Section 6.11

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Item	Summary	Further information
	Nexsen's strategic vision is for every person, globally, to benefit from at least one of our tests across their lifetime. The Company's vision encompasses not only infectious diseases but also chronic illnesses, reflecting a comprehensive approach to improving health outcomes worldwide. In particular, key advantages include: Large and Expanding Market Opportunity The Nexsen Platform has a number of potential applications across med-tech, ag-tech and more. Nexsen will focus its efforts on areas of globally significant unmet needs. Nexsen's most advanced product – the GBS Rapid Sensor – targets such a significant unmet need. Future planed products span medtech and agtech sectors. GBS Rapid Sensor Nears Commercialisation The Company's first diagnostic for human GBS is well advanced, with a defined regulatory pathway. Clinical trials will commence in Q4 CY2025 with ethics approval and TGA registration having been completed earlier this year. Pipeline of High-Value Products Nexsen is progressing a multi-product pipeline that targets unmet clinical and medical needs. Strong Research and Clinical Partnerships Collaborations with institutions such as RMIT University and Northern Health provide access to cutting-edge research, clinical validation pathways, and reduced development risk. Nexsen's research has been predominantly funded by the Australian Commonwealth DISR with Nexsen's involvement in three research grants – (i) a CRC-P grant for the GBS Rapid Sensor, (ii) the ARC Research Hub for Molecular Biosensors for the Bovine Mastitis diagnostic, and (iii) a Nexsen-supported ARC Early Career Industry Fellowship for Dr Pabudi Weerathunge at RMIT to advance the biosecurity surveillance project. Further, Nexsen has secured a long term strategic relationship with RMIT governing future projects and Nexsen's ability to acquire intellectual property developed in partnership with RMIT on favourable terms.	
F. Key Risks		
What are the key risks of an investment in the Company?	The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free. The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks that have a direct influence on the Company, its industry and activities are set out in Section 8. Those key risks as well as other risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.	Section 8.1
Limited history	The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the medical technology and diagnostic devices sectors, which has a high level of inherent uncertainty. Having been incorporated on 9 November 2021, the Company has limited operating history and is generally loss making, although it	Section 8.2

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Item	Summary	Further information
	should be noted that the Directors have between them significant operational experience.	
Research and Development Risk	The Company is relying on research and development in relation to medical nano-diagnostic products and its ability to commercialise the technologies developed by the Company relating to the processing, production and applications of the GBS Rapid Sensor and associated diagnostics technologies. A failure to successfully develop and commercialise these technologies could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position.	Section 8.2
Commercialisation Risk	There can be no assurance that the Company will successfully commercialise its device technologies, or if the technology is commercialised, that it will generate ongoing interest from the market. The Company is seeking to commercially produce its lead GBS Rapid Sensor product. Successful commercialisation of nanoparticle diagnostic technology of this nature has been very limited and there can be no assurance of the commercialisation sought.	Section 8.2
Protection of intellectual property rights	The commercial value of the Company's intellectual property assets is dependent on any relevant legal protections. These legal mechanisms, however, do not guarantee that the intellectual property will be protected or that the Company's competitive position will be maintained. No assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. There can be no assurance that any intellectual property which the Company (or entities it deals with) may have an interest in now or in the future will afford the Company commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications. The Company is, to an extent, reliant on the RMIT Background IP for the identification an synthesizing of nanobiosensors for application within the Nexsen Platform into productions for commercialisation. The Company is party to various agreements with RMIT under which the Company has an exclusive right to commercialise the intellectual property developed, and is party to the RMIT MOU, which sets out a framework for commercialisation of future products through collaboration between RMIT and Nexsen. Notwithstanding this, there is a risk that the parties are unable to agree to the terms of commercialisation of future products, as well as any intellectual property and/or licensing arrangements.	Section 8.2
Manufacturing	The Company's ability to commercialise and supply its point-of-care diagnostic devices and point-of-use agricultural and biosecurity testing devices depends on the successful and reliable manufacture of these products to appropriate quality, safety, and regulatory standards. Manufacturing such devices involves complex processes, specialist equipment, and strict compliance with Good Manufacturing Practice (GMP) and other regulatory requirements. The Company does not currently have a commercial scale manufacturing agreement in place, with the manufacturing agreement for the GBS Rapid Sensor limited to the purpose of completing the clinical trial of that product. There is a risk that the Company is unable to agree terms on a commercial scale manufacturing agreement on reasonable commercial terms or terms that otherwise result in the GBS Rapid Test or any other products to being commercially viable.	Section 8.2

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Item	Summary	Further information
Competition	The Company operates in a competitive landscape in the medical diagnostic industry. Such competition includes well-funded and well-established corporations in Australia and worldwide, that have significantly greater resources and capital than the Company, as further described in Section 5.3.5. Further, competitors of the Company may use factors such as pricing, quality and innovation to set themselves apart and ahead of the Company.	Sections 8.2 and 5.3.5
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.	Section 8.2
Reimbursement Risk	A core focus of Nexsen's commercialisation strategy will be to register and then launch the GBS Rapid Sensor in major global markets. Once registered, the GBS Rapid Sensor may qualify for reimbursement. As such, the Company's financial performance is dependent, in part, on the availability, level, and sustainability of reimbursement for its products and services under public and private health schemes in Australia and other markets in which it operates. Reimbursement arrangements are subject to periodic review and may be reduced, withdrawn, or made subject to additional conditions by relevant government authorities or private health insurers. Any such changes may occur without notice and are outside the Company's control.	Section 8.2
Other risks	For additional specific risks please refer to Section 8.2. For other risks with respect to the industry in which the Company operates and general investment risks, many of which are largely beyond the control of the Company and its Directors, please refer to Sections 8.3 and 8.4.	Sections 8.2, 8.3 and 8.4
G. Board, Key Management and Advisory Board		
Who are the Directors and key management personnel involved in the Company?	The Board currently consists of: (a) Mr Reece O'Connell –Executive Chairman; (b) Mr Mark Muzzin – Managing Director; (c) Mr Grant Pestell – Independent Non-Exec Director; (d) Dr Martina Mariano – Independent Non-Exec Director. Key management personnel include: (a) Prof. Vipul Bansal – Chief Innovation Officer (b) Dr Sanje Mahasivam – Chief Technology Officer The profiles of each of the Directors and Key Management are set out in Sections 9.1and 9.2 respectively.	Section 9.1
Who are the members of Nexsen's Advisory Board.	Nexsen has established an advisory board comprising members with significant and active engagements across the MedTech, diagnostics, and healthcare sectors. The members of the Advisory Board are: (a) Prof. Vipul Bansal – Chairman	Section 9.4

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<table>
<tr><th>Item</th><th>Summary</th><th>Further information</th></tr>
<tr><td></td><td>(b) Prof. Shekhar Kumta
(c) Assoc. Prof. Prahlad Ho
(d) Mr Mark Muzzin</td><td></td></tr>
<tr><td colspan="3">H. Significant Interests of Key People and Related Party Transactions</td></tr>
<tr><td>What interests do the Directors have in the securities of the Company?</td><td>The table below sets out the direct and indirect interests of the Directors in the Securities of the Company both as at the date of this Prospectus and following completion of the Offers.
At Date of Prospectus
<table>
<tr><th>Director</th><th>Shares</th><th>% of Shares</th></tr>
<tr><td>Reece O'Connell</td><td>5,000,000</td><td>3.88%</td></tr>
<tr><td>Mark Muzzin</td><td>37,000,000</td><td>28.68%</td></tr>
<tr><td>Martina Mariano</td><td>Nil.</td><td>Nil</td></tr>
<tr><td>Grant Pestell</td><td>2,000,000</td><td>1.55%</td></tr>
</table>
At IPO (Minimum Subscription)
<table>
<tr><th>Director</th><th>Shares</th><th>% of Shares</th><th>Options</th><th>Performance Rights</th></tr>
<tr><td>Reece O'Connell</td><td>5,000,000</td><td>2.63</td><td>Nil</td><td>5,000,000</td></tr>
<tr><td>Mark Muzzin</td><td>37,000,000</td><td>19.45</td><td>Nil</td><td>1,000,000</td></tr>
<tr><td>Martina Mariano</td><td>Nil</td><td>Nil</td><td>250,000</td><td>Nil</td></tr>
<tr><td>Grant Pestell</td><td>2,000,000</td><td>1.05</td><td>1,000,000</td><td>Nil</td></tr>
</table>
At IPO (Maximum Subscription)
<table>
<tr><th>Director</th><th>Shares</th><th>% of Shares</th><th>Options</th><th>Performance Rights</th></tr>
<tr><td>Reece O'Connell</td><td>5,000,000</td><td>2.50</td><td>Nil</td><td>5,000,000</td></tr>
<tr><td>Mark Muzzin</td><td>37,000,000</td><td>18.48</td><td>Nil</td><td>1,000,000</td></tr>
<tr><td>Martina Mariano</td><td>Nil</td><td>0.00</td><td>250,000</td><td>Nil</td></tr>
<tr><td>Grant Pestell</td><td>2,000,000</td><td>0.99</td><td>1,000,000</td><td>Nil</td></tr>
</table>
Please refer to Sections 9.6, 11.3 and 11.4 for further information on the directors' interests in the Company, including the terms of the Options and Performance Rights held.
In addition, the Directors (and their spouses and associates) may apply for Shares under the Public Offer. If one or more of the Directors (or their associates) do apply for, and are allocated, Shares under the Public Offer, their relevant interest in the Company (as illustrated in the above table) will increase.</td><td>Sections 9.6, 11.3 and 11.4</td></tr>
<tr><td>What significant benefits are payable to the Directors in connection with the Company or the Offers?</td><td>The directors are entitled to remuneration and fees on commercial terms. The interest and remuneration of Directors and Key Management are set out in more detail in Section 9.6.</td><td>Section 9.6</td></tr>
</table>

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<table>
<tr><th>Item</th><th>Summary</th><th>Further information</th></tr>
<tr><td>Who are the Company's substantial Shareholders and what interest will they have after completion of the Offers and who will the Company's substantial shareholders be on completion of the Offers?</td><td>The following persons (together with their associates) have, or will have, a relevant interest in 5% or more of the Shares on issue.
As at the date of this Prospectus
<table>
<tr><th>Shareholder</th><th>Shares</th><th>% of Shares</th></tr>
<tr><td>Mark Muzzin</td><td>37,000,000</td><td>28.68%</td></tr>
<tr><td>Gavin Ball</td><td>12,206,700</td><td>9.46%</td></tr>
<tr><td>Winsome Mary Santa Maria</td><td>10,250,000</td><td>7.95%</td></tr>
<tr><td>Regal Emerging Companies Opportunity Fund</td><td>10,000,000</td><td>7.75%</td></tr>
</table>
At the Minimum Subscription
<table>
<tr><th>Shareholder</th><th>Shares</th><th>% of Shares</th></tr>
<tr><td>Mark Muzzin</td><td>37,000,000</td><td>19.45%</td></tr>
<tr><td>Gavin Ball</td><td>12,456,700</td><td>6.55%</td></tr>
<tr><td>Winsome Mary Santa Maria</td><td>10,250,000</td><td>5.39%</td></tr>
<tr><td>Regal Emerging Companies Opportunity Fund</td><td>10,000,000</td><td>5.26%</td></tr>
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At the Maximum Subscription
<table>
<tr><th>Shareholder</th><th>Shares</th><th>% of Shares</th></tr>
<tr><td>Mark Muzzin</td><td>37,000,000</td><td>18.48%</td></tr>
<tr><td>Gavin Ball</td><td>12,456,700</td><td>6.22%</td></tr>
<tr><td>Winsome Mary Santa Maria</td><td>10,250,000</td><td>5.12%</td></tr>
<tr><td>Regal Emerging Companies Opportunity Fund</td><td>10,000,000</td><td>5.00%</td></tr>
</table></td><td>Section 6.16</td></tr>
<tr><td>Who is the lead manager to the Public Offer?</td><td>The Company has appointed Alpine Capital (Lead Manager) as lead manager to the Public Offer.
The Lead Manager will receive the following fees:
(a) lead management fee of 2% of all funds raised under the Public Offer;
(b) capital raising fee of 4% of all funds raised under the Public Offer;
(c) between 4,116,486 and 5,488,648 Broker Options;
(d) monthly retainer fee of $10,000 plus GST which commenced on 1 December 2024 and ending on the date of termination of the Lead Manager Mandate, which expires on 1 November 2025 if not terminated earlier.</td><td>Section 4.6</td></tr>
<tr><td>What are the significant interests of advisers to the Company?</td><td>Certain directors, officers, and employees of the Lead Manager have an interest in the Company in their personal capacity, being:
(a) 255,000 Convertible Notes which will convert into 2,550,000 Shares; and
(b) 4,411,667 Shares (acquired outside any relationship between the Company and Alpine Capital)
No other advisors have a present equity interest in the Company.</td><td>Section 4.6</td></tr>
<tr><td>What Employee Incentive Plans</td><td>The Company has established an Employee Incentive Securities Plan (Plan) designed to incentivise employees and other eligible persons. As</td><td>Section 11.5</td></tr>
</table>

Item	Summary	Further information
does the Company have in place?	at the date of this Prospectus, no securities have been issued or are proposed to be issued under the Plan.	
Are there any related party transactions?	The Company acquired its two subsidiaries from parties including Directors or former directors of the Company, details of which are set out in Section 10.3.2. There are no other related party transactions being contemplated in parallel with the Company seeking admission to ASX.	Sections 9.7 and 10.3.2
I. Capital Structure		
What are the terms of the Securities offered under the Offers?	A summary of the material rights and liabilities attaching to: (a) the Shares offered under the Offer is set out in Section 11.2; (b) the Broker Options and Incentive Options is set out in Section 11.3; (c) the Performance Rights is set out in Section 11.4	Sections 11.2 to 11.4
Who are the existing Shareholders of the Company?	The existing Shareholders of the Company include seed capitalists and vendors of assets to the Company, certain Board members (and/or their associates). Additionally, the Company has raised $3.12 million through an issue of Convertible Note, which will convert at admission at an issue price of $0.10 per Share. Notable existing shareholders include founder and Managing Director, Mark Muzzin, RMIT University, and the Regal Emerging Companies Opportunities Fund. The current capital structure of the Company is detailed in Section 6.15.	Section 6.15
What will the Company's capital structure be on completion of the Offers and listing on ASX?	On completion of the Public Offer and the Company's listing on ASX, the Company will have between 190,196,200 Shares (at the Minimum Subscription) and 200,196,200 Shares (at the Maximum Subscription) on issue. Additionally, assuming the Maximum Subscription is met, the Company will have on issue: (a) 5,488,648 Broker Options exercisable at $0.30 expiring three years from their date of issue; (b) 5,000,000 Class A Incentive Options each exercisable at $0.30 expiring three years from their date of issue; (c) 3,500,000 Options Class B Incentive Options each exercisable at $0.50 expiring three years from their date of issue; and (d) 10,000,000 Performance Rights (comprising 2,000,000 Class A Performance Rights, 3,000,000 Class B Performance Rights, and 5,000,000 Class C Performance Rights). There are no other securities proposed to be on issue upon listing on ASX.	Section 6.15
J. Overview of the Offers		
What is the Public Offer?	The Public Offer is an offer of up to 30,000,000 Shares at an issue price of $0.20 per Share to raise $6,000,000 (before costs), with the ability for the Company to accept oversubscriptions of a further 10,000,000 Shares to raise a further $2,000,000 (before costs), taking the total amount raised to $8,000,000 (before costs).	Section 4.1
What are the Secondary Offers	The Prospectus also includes the following Secondary Offers: (a) a Cleansing Offer of 1,000 Shares at an issue price of $0.20 per Share to raise $200; (b) a Broker Offer of up to 5,488,648 Broker Options to the Lead Manager or its nominees; and	Section 4.7

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Item	Summary	Further information
	(c) an Incentive Offer of 8,500,000 Performance Rights and 10,000,000 Incentive Options to certain Directors and members of senior management of the Company. The Secondary Offers are separate offers to the Public Offer, which will enable the on-sale of any Shares issued on the conversion of the Convertible Notes and on exercise of any Broker Options or Incentive Options. The Company does not intend to issue any securities under the Cleansing Offer.	
Is there a minimum subscription under the Public Offer?	The Minimum Subscription to the Offer is 30,000,000 Shares or $6,000,000 (before costs).	Section 4.3
Why are the Offers being conducted?	The Public Offer is being conducted primarily to: (a) assist the Company to meet the admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules to facilitate the Company's an application by the Company for Admission; (b) provide the Company with funding for: (i) advancing the Company's suite of point-of-care diagnostic devices through to commercialisation; (ii) commercialisation of the Company's most advanced product, the GBS Rapid Sensor that has the potential to save newborn lives and reduce harm caused by life-long disabilities; (iii) the Company's working capital requirements while it is implementing its business strategies; (c) provide the Company with access to capital markets to improve capital management flexibility; (d) provide the Company with the benefits of an increased profile that arises from being a listed entity; (e) broaden the Company's shareholder base and provide a liquid market for the Shares; and (f) pay transaction costs associated with the Offers. The Secondary Offers are being undertaken to remove any on-sale restrictions applicable to the Shares to be issued on conversion of the Convertible Notes and on exercise of the Broker Options or Incentive Options.	Sections 4.2 and 4.7
What is the proposed use of funds raised under the Public Offer?	The Company intends to apply funds raised under the Public Offer together with existing cash reserves post-Admission as set out in Section 6.13 to advance the Company's main objectives upon Admission. The Board is satisfied that following completion of the Public Offer, the Company will have sufficient working capital to carry out its stated objectives as detailed in this Prospectus.	Section 6.13
What is the Offer Price?	The price payable under the Public Offer is $0.20 per Share.	Section 4.1
What rights and liabilities attach to the Shares being offered?	A summary of the material rights and liabilities attaching to the Shares offered under the Public Offer are set out in Section 11.2.	Section 11.2
Is the Public Offer underwritten?	The Public Offer is not underwritten.	Sections 4.5 and 10.1

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Item	Summary	Further information
Are there any conditions to the Offers?	The Offers are unconditional save for achievement of the Minimum Subscription and ASX approval for quotation of the Shares.	Section 4.8
Who is eligible to participate in the Public Offer?	This Prospectus does not, and is not intended to, constitute an offer or invitation in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or invitation or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.	Section 4.13
Who is eligible to participate in the Secondary Offers?	The Secondary Offers are open only to parties invited by the Company.	Section 4.7
How can I apply for Shares?	The process for applying for Shares in the Company is set out in Section 4.9. Applications for Shares under the Public Offer must be made by completing the Application Form attached to, or accompanying, this Prospectus in accordance with the instructions set out in Section 4.9 and the Application Form.	Section 4.9
What is the allocation policy?	The allocation of Shares under the Public Offer will be determined by the Company in consultation with the Lead Manager, having regard to the allocation policy set out in Section 4.10. No assurance can be given that any Applicant will be allocated all or any Shares applied for.	Section 4.10
Will any Shares be subject to escrow?	None of the Shares issued under the Public Offer will be subject to escrow. However, subject to the Company complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Public Offer, it is anticipated that: (a) 143,596,200 Shares for up to 24 months from quotation, being Shares issued to seed capitalists and vendors of classified assets to the Company, including half of the Shares to be issued on conversion of the Convertible Notes; (b) between 4,116,486 and 5,488,648 Broker Options for 24 months from quotation; (c) 8,500,000 Incentive Options; and (d) 10,000,000 Performance Rights. During the period in which restricted Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner. The Company will announce to ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX. The Company confirms its 'free float' (the percentage of the Shares that are not restricted and are held by shareholders who are not related parties (or their associates) of the Company at the time of Admission) will be not less than 20% in compliance with ASX Listing Rule 1.1 Condition 7.	Section 6.17
Will the Shares be quoted on ASX?	Application for quotation of all Shares to be issued under the Public Offer will be made to ASX no later than 7 days after the date of this Prospectus.	Section 4.11

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Item	Summary	Further information
What are the key dates of the Offers?	The key dates of the Offers are set out in the indicative timetable in Section 2.	Section 2
What is the minimum application size under the Public Offer?	Applications for Shares under the Public Offer must be for a minimum of $2,000 worth of Shares (10,000 Shares) and thereafter, in multiples of $500 worth of Shares (2,500 Shares) and payment for the Shares must be made in full at the Offer Price of $0.20 per Share.	Section 4.9
K. Additional information		
Is there any brokerage, commission or duty payable by applicants?	No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Public Offer. However, the Company will pay to the Lead Manager cash fees totalling 6% (ex GST) on all funds raised, as well as issue to the Broker Options calculated by reference to the amount of funds raised by the Company.	Section 10.1.1
Can the Offers be withdrawn?	Yes. The Company reserves the right not to proceed with the Offers at any time before the issue of Shares to successful applicants. If the Offers does do not proceed, application monies will be refunded (without interest).	Section 4.16
What are the tax implications of investing in Shares?	The acquisition and disposal of Shares will have consequences, which will differ depending on the individual financial affairs of each investor. Holders of Shares may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares subscribed for under this Prospectus. It is not possible to provide a comprehensive summary of the possible taxation positions of all potential applicants. As such, all potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.	Section 4.15
What are the corporate governance principles and policies of the Company?	To the extent applicable, in light of the Company's size and nature, the Company has adopted *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council (Recommendations). The Company's main corporate governance policies and practices and the Company's compliance and departures from the Recommendations as at the date of this Prospectus are outlined in Section 9.8. In addition, the Company's full Corporate Governance Plan is available from the Company's website (www.nexsen.bio).	Section 9.8
Can general meetings of shareholders be held using technology?	The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.	Section 11.2
Where can I find more information about this Prospectus or the Offers?	(a) By speaking to your accountant, financial adviser, stockbroker, lawyer or other professional adviser; (b) By contacting the Company Secretary, on +61 2 9174 5388 or NXN@reignadvisory.com; or (c) By contacting the Share Registry on 1300 288 664.	Important Notices Section

This Section is a summary only and is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

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4. DETAILS OF THE OFFERS

4.1 The Public Offer

The Public Offer is an initial public offering of 30,000,000 Shares at an issue price of $0.20 per Share to raise $6,000,000 (Minimum Subscription), with the ability to accept oversubscriptions at the Company's election of up to a further 10,000,000 Shares ($2,000,000) to raise up to a total of up to $8,000,000 by the issue of up to 40,000,000 Shares at $0.20 per Share (Maximum Subscription).

All Shares offered under the Public Offer will be fully paid and will rank equally with the existing Shares currently on issue. Please refer to Section 11.2 for a summary of the material rights and liabilities attaching to the Shares.

The Public Offer is made on the terms and is subject to the conditions set out in this Prospectus.

4.2 Purpose of the Public Offer

The primary purposes of the Public Offer are to:

(a) assist the Company to meet the admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules to facilitate the Company's application for Admission;

(b) provide the Company with funding for:

  (i) advancing the Company's suite of point-of-care diagnostic devices through to commercialisation;

  (ii) Commercialisation of the Company's lead product, a diagnostic for human GBS that has the potential to save newborn lives and reduce harm caused by life-long disabilities; and

  (iii) the Company's working capital requirements while it is implementing its business strategies.

(c) provide the Company with access to capital markets to improve capital management flexibility;

(d) provide the Company with the benefits of an increased profile that arises from being a listed entity;

(e) broaden the Company's shareholder base and provide a liquid market for the Shares; and

(f) pay transaction costs associated with the Offers.

The Company intends to apply the funds raised under the Public Offer together with its existing cash reserves in the manner detailed in Section 6.13.

4.3 Minimum subscription

The Minimum Subscription to the Public Offer is $6,000,000 (30,000,000 Shares).

If the Minimum Subscription has not been raised within four (4) months after the date of this Prospectus, or such period as varied by the ASIC, no Shares will be issued under the Public Offer and the Company will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

4.4 Oversubscriptions

Oversubscriptions of up to a further 10,000,000 Shares at an issue price of $0.20 per Share to raise up to a further $2,000,000 may be accepted at the Company's discretion to raise up to the Maximum Subscription.

4.5 No Underwriter

The Public Offer is not underwritten

4.6 Lead Manager

The Company has appointed Alpine Capital (Lead Manager) as lead manager to the Public Offer. In consideration for its services, the Company has agreed to pay the following fees to the Lead Manager:

(a) a lead management fee of 2% of all funds raised under the Public Offer;

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(b) a capital raise fee of 4% of all funds raised under the Public Offer; and

(c) a monthly retainer of AUD$10,000 plus GST per month commencing on 1 December 2024 and ceasing upon the effective date of any termination of the Lead Manager Mandate (the Lead Manager Mandate has a term of 12 months from its commencement on 1 December 2024); and

In addition to the above, the Lead Manager (or its nominees) will be granted such number of Broker Options as has a value of 6% of all funds raised under the Public Offer at a deemed issue price of $0.088 per Broker Option (refer to Section 7.4.6 for the Black & Scholes valuation undertaken to determine the price per Broker Option), which will be between 4,116,486 Broker Options (on Minimum Subscription) and 5,488,648 Options (on Maximum Subscription).

Refer to Section 10.1.1 for a more detailed summary of the Lead Manager Mandate.

Certain directors, officers, and employees of the Lead Manager have an interest in the Company in their personal capacity, being 255,000 Convertible Notes which will convert into 2,550,000 Shares immediately prior to Admission and 4,441,667 Shares (acquired outside any relationship between the Company and Alpine Capital).

4.7 Secondary Offers

This Prospectus also contains the following secondary offers:

(a) the offer of up to 1,000 Shares at an issue price of $0.20 per Share to raise up to $200 (Cleansing Offer);

(b) the offer of up to 5,488,648 Broker Options to the Lead Manager (or its nominees) (Broker Offer); and

(c) the offer of up to 8,500,000 Incentive Options and 10,000,000 Performance Rights to certain Directors and senior management of the Company (Incentive Offer),

(together, the Secondary Offers).

The terms and conditions of the Secondary Offers are detailed below.

4.7.1 Cleansing Offer

The Prospectus contains the Cleansing Offer, which is an offer of up to 1,000 Shares at an issue price of $0.20 per Share to raise a nominal amount of up to $200.

The Cleansing Offer is being undertaken for the purposes of section 708A(11) of the Corporations Act to remove any restrictions on the sale of Shares issued without disclosure under Chapter 6D of the Corporations Act prior to the closing date of the Cleansing Offer (including Shares issued on conversion of the Convertible Notes). The Cleansing Offer will otherwise have no impact on the Company. The Cleansing Offer will open on the opening date of the Public Offer and remain open until the Company's admission to the Official List, unless closed earlier by the Company, in its sole discretion.

The Cleansing Offer is only available for application by those persons invited to apply by the Company. Accordingly, applications for Shares under the Cleansing Offer should only be made if you are instructed to do so by the Company. Applications for Shares under the Cleansing Offer must only be made using the Application Form to be provided by the Company and attached to, or accompanying this, Prospectus. If issued, the Shares issued under the Cleansing Offer will be issued on the terms and conditions set out in Section 11.2 (being the same terms and conditions as the Shares currently on issue).

Prospective investors should note that the Cleansing Offer is only being undertaken for the specific purpose set out in this Section. Given the Cleansing Offer is not considered material, and as there is no intention to issue any Shares under the Cleansing Offer, the impacts of the Cleansing Offer on the Company's capital structure and its financial position have not been factored in or taken into account throughout this Prospectus (including to calculate diluted interests).

While the Shares offered under the Cleansing Offer are in the same class as the Shares to be issued under the Public Offer for which quotation will be sought, the Company will not apply for quotation of the Shares to be issued under the Cleansing Offer as there is no intention to issue any Shares under the Cleansing Offer. The Company reserves all discretions in relation to applications under the Cleansing Offer.

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4.7.2 Broker Offer and Incentive Offer

The purpose of the Broker Offer and Incentive Offer is to remove any trading restrictions attaching to Shares on exercise of the Broker Options, Incentive Options or Performance Rights to be issued under the relevant Offer, given that the Securities offered under those Offers are being issued with disclosure under this Prospectus. The Broker Offer and Incentive Offer will open on the opening date of the Public Offer and remain open until the Company's admission to the Official List, unless closed earlier by the Company, in its sole discretion.

The Broker Offer is only available for application by the Lead Manager (or its nominees) and the Incentive Offer is only available for application by the Directors and senior management of the Company (or their nominees), in each case where they have been invited to participate in the relevant Offer.

An Application Form and instructions on how to apply in relation to the Broker Offer and Incentive Offer will only be provided to the relevant parties by the Company. Applications for Securities under the Broker Offer and Incentive Offer must only be made using the Application Form to be provided by the Company and attached to, or accompanying this, Prospectus.

The Shares issued upon the future exercise of Broker Options, Incentive Options and Performance Rights issued under the Broker Offer and Incentive Offer will rank equally with the Shares on issue at the date of this Prospectus. A summary of the material rights and liabilities attaching to the Shares is set out in Section 11.2. The Broker Options and Incentive Options will be issued on the terms and conditions set out in Section 11.3 and the Performance Rights will be issued on the terms and conditions set out in Section 11.4.

No payment is required to subscribe for Securities under the Incentive Offer. Accordingly, no funds will be raised pursuant to the Incentive Offer. The Company will not apply for quotation of the Securities to be issued under the Incentive Offer.

The Company reserves all discretions in relation to applications under the Secondary Offers.

4.8 Conditions of the Offers

The Offers are conditional upon the following conditions being satisfied:

(a) the Minimum Subscription to the Public Offer being reached; and

(b) ASX granting conditional approval for the Company to be admitted to the Official List;

(together the Conditions).

If the Conditions are not satisfied then the Offers will not proceed and the Company will repay all application monies received under the Public Offer within the time prescribed under the Corporations Act, without interest.

4.9 Applications

Applications for Shares under the Public Offer must be made by using the relevant Application Form using an online Application Form at https://apply.automic.com.au/Nexsen and pay the application monies electronically.

Should you be unable to access the online Application Form, please contact the Company on corporate@nexsen.bio to arrange access to a paper-based application form. Similarly, payment via cheque will only be accepted on request to the Company.

By completing an Application Form, each applicant under the Public Offer will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Applications for Shares under the Public Offer must be for a minimum of $2,000 worth of Shares (10,000 Shares) and thereafter in multiples of $500 worth of Shares (2,500 Shares) and payment for the Shares must be made in full at the Offer Price of $0.20 per Share.

If paying by BPAY® or EFT (Electronic Funds Transfer), please follow the instructions on the Application Form. A unique reference number will be quoted upon completion of the online application. Your BPAY or EFT reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using BPAY or EFT should

be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the Closing Date. You do not need to return any documents if you have made payment by BPAY or EFT.

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

The Company reserves the right to close the Public Offer early.

4.10 Allocation policy under the Public Offer

The allocation of Shares under the Public Offer will be determined by the Company in consultation with the Lead Manager.

The Company, in consultation with the Lead Manager, retains an absolute discretion regarding the basis of allocation of Shares under the Public Offer and reserves the right, in its absolute discretion, to allot to any applicant a lesser number of Shares than the number for which the applicant applies for or to reject any application. If the number of Shares allotted is fewer than the number applied for, surplus application money will be refunded without interest as soon as practicable.

No applicant under the Public Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors (in consultation with the Lead Manager) will be influenced by the following factors:

(a) the number of Shares applied for by particular applicants;

(b) the overall level of demand under the Public Offer;

(c) the Company's desire for an informed and active trading market following its listing on ASX;

(d) the Company's desire to establish a wide spread of investors, including institutional investors;

(e) recognising the ongoing support of existing Shareholders;

(f) the likelihood that particular applicants will be long-term Shareholders;

(g) ensuring an appropriate Shareholder base for the Company going forward; and

(h) any other factors that the Company and the Lead Manager consider appropriate..

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for.

4.11 ASX listing

Application for Official Quotation by ASX of the Shares offered pursuant to the Public Offer will be made within 7 days after the date of this Prospectus. However, applicants should be aware that ASX will not grant Official Quotation of any Shares until the Company has complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be admitted to the Official List. Accordingly, the Shares may not be able to be traded for some time after the close of the Public Offer.

If the Shares are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares under the Public Offer and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription under this Prospectus.

The Company will not apply for quotation of any Securities offered under the Secondary Offers.

4.12 Issue

Subject to the Conditions set out in Section 4.6 being satisfied, issue of Securities offered by this Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies under the Public Offer will be held by the Company in trust for the applicants in a separate bank

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account as required by the Corporations Act. However, the Company will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

The Directors (in consultation with the Lead Manager) will determine the recipients of the Shares under the Public Offer in their sole discretion in accordance with the allocation policy detailed in Section 4.10). The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Holding statements for Shares allocated to the Company's sponsored subregister and confirmation of allocation for Clearing House Electronic Subregister System (CHESS) holders will be mailed to applicants being allocated Shares under the Public Offer as soon as practicable after their issue.

4.13 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions, including those outlined below. In particular, this Prospectus may not be distributed in the United States or elsewhere outside Australia, except to institutional and professional investors in Hong Kong and Singapore in transactions exempt from local prospectus or registration requirements. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that you have complied with these restrictions.

Further details in respect of participation by investors in New Zealand and institutional and professional investors in Hong Kong and Singapore are set out in the Important Notices Section.

4.14 Commissions payable

The Company reserves the right to pay commissions of up to 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensees in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

The Lead Manager will be responsible for paying all commission that they and the Company agree with any other licensed securities dealers or Australian financial services licensees out of the fees paid by the Company to the Lead Manager under the Lead Manager Mandate.

4.15 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. Holders of Shares may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Shares subscribed for under this Prospectus.

It is not possible to provide a comprehensive summary of the possible taxation positions of all prospective applicants. As such, all prospective investors in the Company are urged to obtain independent taxation and financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus or the reliance of any applicant on any part of the summary contained in this Section.

No brokerage, commission or duty is payable by applicants on the acquisition of Shares under the Public Offer.

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4.16 Discretion regarding the Offers

The Offers may be withdrawn at any time. If the Offers do not proceed, all relevant application monies will be refunded (without interest) in accordance with applicable laws.

The Company and the Lead Manager also reserve the right to close the Offers (or any part of them) early, extend the Offers (or any part of them), accept late applications either generally or in particular cases, reject any application or bid, or allocate to any applicant fewer Shares than applied for.

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5. FROST & SULLIVAN MARKET REPORT

5.1 The Global Point of Care/Point of Use Testing Market (August 2025)

This report on the global point of care/point of use testing market has been commissioned from Frost & Sullivan by Nexsen Limited (hereafter referred to as Nexsen or the Company) to support its initial public offering (IPO) process.

5.2 Background, Definitions, and Methodology

5.2.1 Background

Nexsen is an innovative Australian-based nano-biotech company active in developing products based on its diagnostic platform. Nexsen, supported by its research partnership with RMIT, can expedite the discovery of novel molecules (bioreceptors and biomarkers) which can integrate with Nexsen's rapid diagnostic technology platform and reduce the timelines for development of diagnostic products. Nexsen is focused on developing and commercialising products in two areas: medical technology (medtech) and agricultural technology (agtech)/biosecurity.

In medtech, the Company's most advanced product, the GBS Rapid Sensor, is aimed at testing for the presence of Group B *Streptococcus* (GBS) in pregnant mothers to reduce the incidence of invasive GBS disease principally in neonates and young infants, but which also has clinical utility in testing neonates, elderly or immunocompromised individuals. Additionally, the Company is developing a suite of diagnostic tests for kidney disease encompassing both acute kidney injury and chronic kidney disease.

In the agtech/biosecurity sector, Nexsen is developing a point of use test for bovine mastitis and tests to detect the presence of pathogens that cause diseases in plants, specifically Xylella (a bacterial disease that causes significant impact, including death, on over 700 plant species including native, commercial and ornamental plants),[1] and Huanglongbing (HLB) bacterial disease that causes yellowing, blotchy mottling, and unseasonal leaf flushing, leaf drop, and dieback on citrus.

5.2.2 Definitions

Key definitions used in this report are given below:

(a) Medtech Tests

Point of Care Testing

Point of care testing (POCT), sometimes referred to as near-patient testing, refers to diagnostic testing undertaken at or near the point of care. This provides a diagnostic test result much more quickly than when the sample is sent to a central laboratory for analysis and is likely to be more cost-effective and convenient for both the patient and the healthcare professional. POCT may be performed in a clinical setting (such as a GP surgery or hospital) or in alternate care settings (such as a retail pharmacy, mobile clinic or the patient's home). POCT is increasingly available for a widening range of medical conditions.

Most POCT involves in vitro diagnostics (IVD), based on the collection, preparation, and examination of samples, such as blood, urine, saliva, sweat, other bodily fluids and tissue that have been taken from the body. To date, the IVD market largely involves centralised laboratory testing, however the benefits offered by POCT are driving its increased adoption within the broader IVD market. As a broader range of point of care tests (POCTs) become available for clinical use, this is stimulating growth in the POCT market.

There are two main types of POCT technology: immunochemistry where an immunoassay-based diagnostic test is performed to detect the presence of a target analyte or antigen in a liquid sample; and molecular where genetic material is detected and characterised to detect specific sequences. Nexsen's POCTs are based on immunochemistry and involve taking a sample (such as urine, blood, body fluids or milk) and exposing it to a single-use test strip type device which delivers test results within a few minutes. This technology is referred to as lateral flow assay (LFA).

[1] Department of Agriculture, Fisheries and Forestry (DAFF), accessed from https://www.agriculture.gov.au/biosecurity-trade/pests-diseases-weeds/plant/identify/xylella
DAFF, accessed from https://www.agriculture.gov.au/biosecurity-trade/pests-diseases-weeds/plant/identify/huanglongbing

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Group B Streptococcal (GBS) Infection

GBS is an invasive pathogen often found in the gastrointestinal system. It is generally harmless to the host, however when passed to a newborn from a mother with rectovaginal GBS colonisation it is a significant risk factor for the infant in acquiring GBS infection, which is a major cause of death or serious illness among infants, as well as contributing to stillbirths and pre-term births. GBS infection is a significant cause of bacterial infection in infants, including sepsis, meningitis and pneumonia.

Diagnosis of pregnant women for GBS allows the administration of antibiotic prophylaxis which is largely successful in preventing peripartum acquisition of GBS by the foetus or newborn baby. In most developed markets, GBS screening of pregnant women is widely undertaken at weeks 36-37 of pregnancy which significantly reduces the incidence of GBS infection. However, in developing markets centralised screening programs are generally lacking, resulting in a high burden of GBS infection. Nexsen's GBS Rapid Sensor provides test results within a few minutes from a vaginal-rectal swab, significantly reducing the time required and increasing the efficiency of GBS testing, allowing testing at time of delivery, with GBS colonisation at the point of labour having the highest correlation with neonatal GBS infection.

As well as use with pregnant women, GBS testing also has clinical utility in testing immunocompromised or elderly patients, as well as neonates and young infants where GBS can lead to severe bacterial infection including sepsis.

In Australia, approximately 800,000 GBS tests are undertaken annually with 94% administered to women (of which 73% are of child-bearing age).[2]

Chronic Kidney Disease/Acute Kidney Injury

The other medtech products under development by Nexsen are tests for kidney function (chronic kidney disease (CKD) and acute kidney injury (AKI)).

CKD is a gradual loss of kidney function over time that if unaddressed can lead to kidney failure. AKI refers to a sudden loss of kidney function with similar symptoms to CKD. Both CKD and AKI, if undiagnosed, can lead to severe complications including death. Various biomarkers can be tested to allow monitoring of kidney function.

The Company's CKD test is being designed for home or point of care use by patients with CKD to allow ongoing monitoring of kidney function, providing the ability to offer early clinical intervention when required. The AKI test is designed for hospital use, particularly in intensive care units (ICUs) and similar facilities to test and monitor patients who are suspected of having incurred kidney injury. Rapid diagnosis and ongoing monitoring of kidney function supports medical staff in appropriate treatment of individuals.

(b) Agtech/Biosecurity Tests

In the agtech/biosecurity sector, Nexsen is focused on developing point of use tests, i.e., tests that can be undertaken in the field rather than requiring processing in a centralised laboratory. Testing locations can include dairy farms and international ports of entry.

Bovine Mastitis

Bovine mastitis is an inflammation of the mammary gland in cows caused by injury or infection. If untreated, it can cause economic loss in dairy herds through reduced milk yield and quality. When diagnosed, bovine mastitis can be successfully treated through antibiotics. Nexsen's Bovine Mastitis diagnostic offers the potential to replace current cow-side tests which have relatively low accuracy, or laboratory-based tests which require several days for test results.

Biosecurity

Nexsen's biosecurity tests are designed to provide point of use diagnostics of pathogens that cause plant diseases, including HLB and Xylella, and are likely to be mainly deployed in testing commercial imports at international ports of entry.

[2] Medicare Statistics 2023-24, based on Medicare services for item number 69312 (vaginal /anal swab/GBS)

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(c) Methodology

Data provided in this report is based on publicly available data sources, including governmental statistics and reports, company websites and presentations, articles and press reports, and analyst reports.

All financial data in the report is in US dollars ($) unless otherwise stated. Where required, values have been converted from other currencies based on the exchange rate as August 10, 2025.

5.3 The Global POCT Market

This section describes the global POCT market, including market drivers, types of POCTs, regulations, market size and growth, and main participants.

5.3.1 Market Drivers for POCT

(a) Enhanced Outcomes

The convenience and immediacy of being able to make timely clinical decisions based on POCT results lies at the core of its value proposition to the healthcare sector. Traditional centralised laboratory testing involves a multi-stage process including sample collection and storage, transport, processing, and preparation and communication of test outcomes. Elimination of sample transport and shorter turnaround times, leading to reduced waiting times and minimised bed occupation in emergency departments and hospital settings, are also significant benefits that positively impact patient outcomes and healthcare costs. Further, for hard-to-reach communities in rural and remote areas (that do not have the level of central laboratory resources or transportation infrastructure that exist in urban hubs), this reduced waiting time for time-critical tests becomes even more critical. In developing markets, where pathology laboratory networks are largely absent, POCT offers the opportunity to provide diagnostic tests that would otherwise be unavailable.

In addition, moving forward, POCT will gain further traction as precision medicine (also referred to as personalised medicine) becomes mainstream. Precision medicine is the tailoring of disease prevention and treatment that takes into account differences in people's genes, environments and lifestyles. The goal of precision medicine is to target the right treatments to the right patients at the right time. To enable personalised medicine, moving away from the result of the cause to the earlier detection of the cause is critical. This improves first-time-right outcomes and supports the shift to more patient-centric care. In this context, POCT, which can deliver rapid test results, is being viewed as a key enabler of personalised care.

(b) Reduced Costs

By simplifying and accelerating the process of administering diagnostic tests, as well as contributing to process efficiencies, POCT also helps to reduce healthcare costs. This results from lower testing costs, and from efficiencies in healthcare delivery such as reduced hospitalisation times, faster diagnosis and initiation of treatment, and reduced need for follow-up tests. Depending on the specific test, studies have indicated that implementing POCT can result in cost savings of between 8 and 25%.[3] Testing costs are a significant contributor to total healthcare expenditure. For example, total Medicare costs for pathology services in Australia in 2024 were A$3.73 billion ($2.36 billion), and this has grown at a compound annual growth rate of 4.2% over the previous five years (this excludes out-of-pocket expenditure by patients, health insurers or other parties).[4]

(c) Technological Advances and New Test Types

The COVID-19 pandemic accelerated healthcare digital transformation. While the need for a digital health economy with on-demand anytime, anywhere services already existed, the pandemic exposed healthcare delivery gaps and highlighted unmet patient needs. This accelerated the adoption of health technology and a 'digital-first' health experience, meeting the healthcare

[3] Select Science, Drive cost-efficiencies in healthcare pathways with POCT, accessed from https://www.selectscience.net/article/drive-cost-efficiencies-in-healthcare-pathways-with-poct

[4] Medicare Statistics, Pathology services, accessed from http://medicarestatistics.humanservices.gov.au/statistics/do.jsp?_PROGRAM=%2Fstatistics%2Fmbs_group_standard_report&DRILL=on&GROUP=6&VAR=benefit&STAT=count&RPT_FMT=by+time+period+and+state&PTYPE=finyear&START_DT=201807&END_DT=202406

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consumer demand for digitally enabled remote care and building momentum toward the creation of virtual care journeys within a smart health ecosystem. For example, in the US, video and telephone consultations nearly quadrupled and doubled, respectively, in 2020.

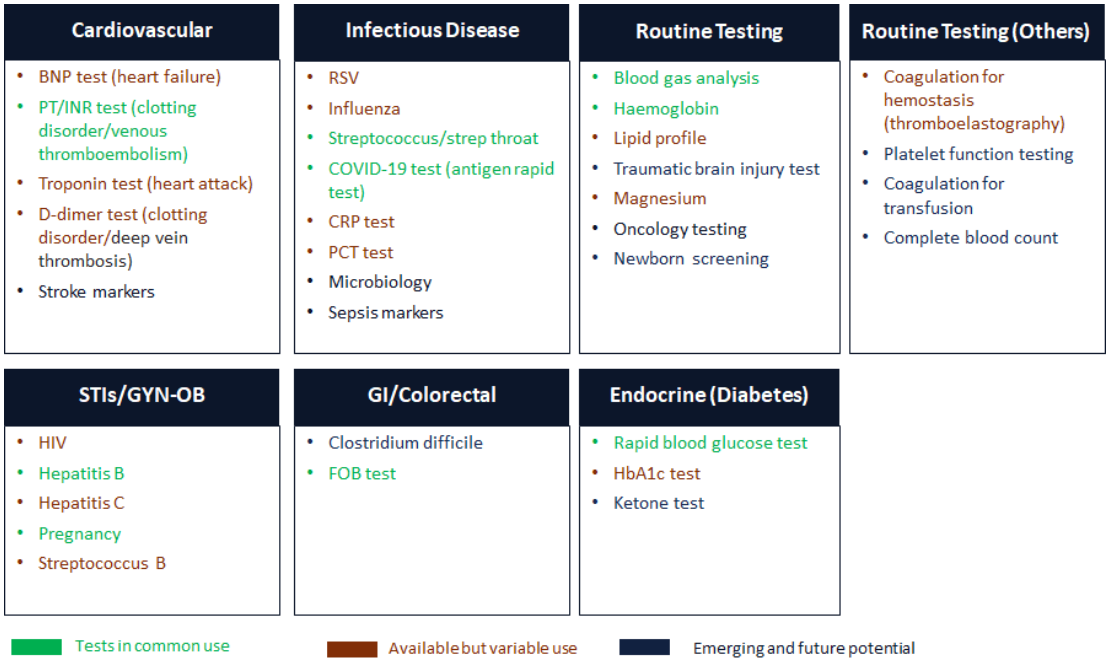
Developments in integrated lab-on-a-chip (LOC) devices, microfluidics, nanotechnology. biosensors and smartphone-based diagnostic solutions are emerging as key enablers of POCTs for the diagnosis of diseases via inexpensive, robust, miniaturised, and portable solutions. In addition, developing multiplex assays that integrate separate tests, enabling lower testing cost and supporting data generation has provided growth opportunities for existing POCT solution providers and the entry of new competitors.

As a result of these technological developments, consumers benefit from simpler and more convenient testing methods, with high specificity and sensitivity delivering more accurate results.

5.3.2 Main POCT Types

A range of test types are available for various therapy areas. The main types of tests in common or variable use or with future potential by major therapy area are summarised below.

Figure 1: Main POCT Types by Therapy Area, Global, 2024



Source: Frost & Sullivan

5.3.3 Regulations

For use in clinical settings, medical devices including diagnostic tests require regulatory approval from agencies such as the US Food and Drug Administration (FDA) to demonstrate that the device is safe and effective. POCT products are categorised as IVD devices, with comprehensive regulatory requirements to market these devices in developed markets such as the US, European Union (EU) and Australia.

In the US, the FDA's 510(k) pathway is the most common regulatory pathway used for medical devices. This is a pre-market submission used for low and moderate risk (class I and class II) medical devices. Devices in these categories can use a 510(k) premarket notification which gives a clearance to market. A successful submission under this pathway requires the applicant to demonstrate substantial equivalence between the new device and at least one legally marketed predicate device(s), for example in terms of intended use and technological characteristics. Regulatory approval allows the device to be used in clinical settings.

In the EU, medical devices such as diagnostic tests require a CE (Conformité Européenne) mark, with the regulatory process generally requiring a conformity assessment which normally includes assessment of the manufacturer's quality system and a review of technical documentation from the manufacturer on the safety and performance of the device.

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In Australia, devices are regulated by the Therapeutic Goods Administration (TGA) and are authorised via inclusion in the Australian Register of Therapeutic Goods (ARTG). This generally requires a conformity assessment by the manufacturer to demonstrate that both the device and the manufacturing process adhere to legislative requirements.

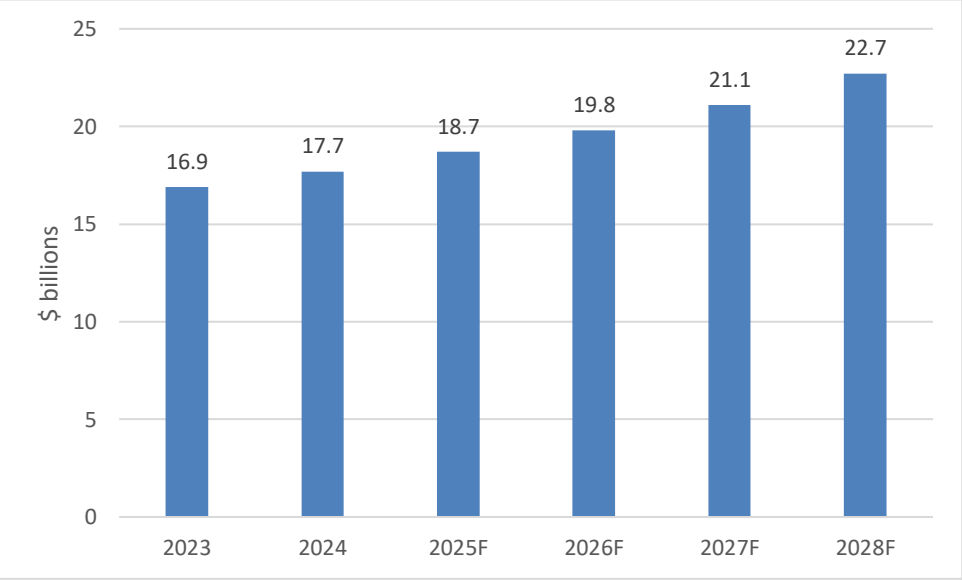
For agtech diagnostic products regulations are less stringent than for human products. In the US the FDA also has oversight over devices intended for animal use, however these do not require submission of a 510(k) or other approval pathway, with the responsibility on the manufacturer to assure that the device is devices are safe, effective, and properly labelled. In the EU, there is no harmonised legislation on veterinary POCT products, although manufacturers must comply with directives on product liability and general product safety. In Australia, POCT products with a biochemical reaction need to be registered with the Australian Pesticides and Veterinary Medicines Authority (APVMA) with registration requirements including labelling and demonstration that manufacturing premises adhere to the Code of Good Manufacturing Practice.

5.3.4 Market Size and Growth

The size of the POCT market is defined as total revenue from sales of instruments/devices and consumables (reagents, assays and kits) to administer POCT for humans and excludes revenue from the provision of testing and associated services to patients.

In 2024, the global POCT market was estimated at $17.7 billion, and this is forecast to grow to $22.7 billion by 2028, at a CAGR of 6.1% from 2023 to 2028. The US is the largest market for POCT, accounting for 40% of the global total in 2024, however the fastest growth is in Asia-Pacific, which is forecast to grow at 6.8% CAGR, from $3.3 billion in 2024 to $4.3 billion in 2028. Currently, clinical settings (such as GP surgeries and hospitals) account for 85% of the POCT market, however the fastest growth is occurring in alternate settings (such as retail pharmacies, mobile clinics and in-home) which are forecast to grow at 9.1% CAGR from 2023 to 2028.[5]

Figure 2: POCT Market Size, Global, 2023 to 2028F



Source: Frost & Sullivan

5.3.5 Main Market Participants

The global POCT industry is relatively fragmented, with at least 90 manufacturers active and with the top four POCT manufacturers (Abbott, Roche Diagnostics, QuidelOrtho and Danaher) having a combined market share of approximately 50%.[6] POCT industry participants include companies operating across a range of healthcare categories (e.g., Abbott, ThermoFisher Scientific, Danaher), diagnostics specialists with a broad portfolio of laboratory and POCT products (e.g., bioMérieux, Qiagen, Sysmex), and emerging companies focused on POCT with novel products/technologies, such as Nexsen.

[5] Frost & Sullivan, Global Point of care Testing Growth Opportunities, November 2023
[6] Frost & Sullivan, Global Point of care Testing Growth Opportunities, November 2023

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Leading POCT manufacturers are summarised below.

Table 1: Main POCT Manufacturers, Global, 2024 (ranked by total Diagnostics revenue)

Company	HQ	Description	Market Capitalisation	Revenue*
Roche	Switzerland	Provides POCTs across areas including diabetes, infectious diseases, oncology and others	CHF 278 billion ($310 billion)	CHF 14.3 billion ($15.9 billion) (2024) (Diagnostics division)
Abbott	US	Provides POCTs for conditions including cardiology, infectious disease, toxicology, traumatic brain injury	$234 billion	$10 billion (2023) (Diagnostics business unit)
Danaher Corporation	US	Cepheid and HemoCue subsidiaries provide molecular and immunoassay POCTs	$152 billion	$9.6 billion (2023) (Diagnostics business unit)
Siemens Healthineers	Germany	Provides a broad range of POCT products	€58.7 billion ($63.8 billion)	€4.4 billion ($4.8 billion) (2024) (Diagnostics segment)
ThermoFisher Scientific	US	Provides a range of POCT products focused on infectious diseases	$199 billion	$4.4 billion (2023) (Speciality Diagnostics business)
bioMérieux	France	Specialises in IVD principally for infectious diseases	€13.6 billion ($14.2 billion)	€3.7 billion ($3.9 billion) (2023)
Sysmex	Japan	Provides a range of analyser-based POCTs based on immunochemistry	JPY1.7 trillion ($11.5 billion)	JPY461 billion ($3.1 billion) (2024)
Qiagen	Germany	Provides immunoassay and molecular POCTs with a focus on TB and other infectious diseases	$8.6 billion	$1.98 billion (2023)
Revvity	US	Provides immunoassays, molecular assays, automation, and advanced software focused on immune system disorders	$15.4 billion	$1.5 billion (2024) (Diagnostics business unit)
QuidelOrtho	US	Provides immunoassay and molecular POCTs with a focus on respiratory and infectious diseases	$2.82 billion	$694 million (2024) (Point of Care business unit)

Source: company websites and presentations. Market capitalisation is at 25 February 2025 and is at group level

*revenue includes POCT and non-POCT diagnostics

5.4 The Medtech Market Opportunity

This section describes the market opportunity for Nexsen's medtech POCT products, specifically for GBS and kidney disease.

5.4.1 Global GBS Burden, Prevalence and Trends

There are varying estimates on the prevalence of GBS colonisation among adults, with prevalence varying widely by geographical location and population type. The worldwide pooled prevalence of GBS colonisation in pregnant women is estimated at 18%, with significant regional variations ranging from 11.1% in SE Asia to 22.4% in Africa.[7] This equates to approximately 20 million pregnant women annually

[7] Russell et al., Maternal Colonization with Group B Streptococcus and Serotype Distribution Worldwide: Systematic Review and Meta-analyses, Clin Infect Dis, 65 (2017), pp. S100-S111

colonised with GBS, with the highest numbers in sub-Saharan Africa and central and South Asia (based on 2020 estimates).[8]

The colonisation of GBS in pregnant women has been recognised for several decades as a cause of invasive GBS disease in infants, including early onset GBS (EOGBS) which presents within 0-6 days, and late onset GBS (LOGBS) (7-89 days). In the absence of intrapartum antibiotic prophylaxis, GBS colonisation in the mother is a significant risk factor for acquisition of EOGBS and LOGBS by neonates, as well as for stillbirths. In 2020, an estimated 232,000 neonates globally were estimated to have acquired invasive GBS disease, with a resultant 92,000 deaths and stillbirths globally. Of these, only 400 are estimated to occur in Europe and North America, with the majority (50,600) occurring in sub-Saharan Africa. Additionally, invasive GBS disease can lead to moderate and severe neurodevelopmental impairment among children, estimated to affect 37,000 infants annually.[9]

5.4.2 Current Approaches to GBS Testing

In most developed markets, pregnant women are routinely tested for GBS at the 36th or 37th week of pregnancy.[10] A positive test for GBS will generally result in the woman being administered antibiotics during labour (administration prior to labour is not preferred as the bacteria can grow back quickly). Routine screening and administration of antibiotics where required is extremely effective in protecting babies from GBS, accounting for the low prevalence in developed markets.

The current testing procedure for GBS mainly involves a laboratory-based test of a sample taken by swab from the vagina and rectum of the woman. The sample is cultured in a laboratory and examined for the presence of GBS. Test results are typically available within one to three days, although expedited results may be obtained, for example in cases where the woman has gone into premature labour. However, laboratory-based tests do require an 18-24 hour culture period, limiting the ability of culture-based testing to provide rapid test results.

Some POCT assays for GBS are commercially available, including QuickStripe™ Strep B commercialised by Savyon Diagnostics Ltd in Israel and the NADAL® strep B test commercialised by Natech Healthcare in France. These are believed to use the same technology and are promoted as offering results within 15 minutes, with sensitivity of 90.9% and specificity of 97.9%.[11] They detect the presence of strep B antigens and hence are not viable when antigen levels are very low, with lower sensitivity than laboratory-based assays. These tests have not received clearance or regulation from regulatory agencies and hence are not currently available for use in clinical settings.

Some molecular tests are also available for GBS. Polymerase chain reaction (PCR) is used in the GenomEra® GBS Assay Kit commercialised by Uniogen, and Meridian Bioscience offers GBS testing via its Alethia® platform. Whilst faster to deliver results than standard laboratory tests, these require incubation of swab specimens in selective enrichment broth media for at least four hours, after which test results can be ready in less than one hour, with a reported sensitivity of 96.4% and a specificity of 96.5% for GenomEra®[12] and 98.6% and 93.2% for Alethia®.[13]

Another PCR test available for GBS is the Xpert® Xpress GBS from Cepheid which delivers 93.5% sensitivity and 95.5% specificity within a testing time of 30-42 minutes.[14] This was cleared by the US FDA for qualitative intrapartum detection of GBS in May 2024.[15] Testing is undertaken using disposable cartridges into which swabs are placed, with the cartridge inserted into the GeneXpert® processing unit. GeneXpert® uses real-time PCR technology to monitor the amplification process. This allows for rapid detection of the target DNA sequence. GeneXpert® is also used for a range of other tests, including

[8] Goncalves et al., Group B streptococcus infection during pregnancy and infancy: estimates of regional and global burden, Lancet Glob Health 2022; 10: e807–19

[9] Goncalves et al., Group B streptococcus infection during pregnancy and infancy: estimates of regional and global burden, Lancet Glob Health 2022; 10: e807–19

[10] An exception is the UK, where women are generally only tested if they have experienced complications, or with other risk factors

[11] Sensitivity and specificity are measures of the true positive rate and true negative rates respectively.

[12] Uniogen, GenomEra GBS Assay Kit, accessed from https://uniogen.com/content/uploads/2024/02/Uniogen_GenomEra_GBS_Assay-Kit_Brochure_v1_web.pdf

[13] Accessed from https://www.meridianbioscience.com/uploads/480350_product_brochure.pdf?country=AU

[14] Xpert® GBS LB XC & Xpert® Xpress GBS data sheet, accessed from https://cepheid.widen.net/view/pdf/itgrvrj0sk/Cepheid-Xpert-GBS-LB-XC-Xpert-Xpress-GBS-GPM-Reference-Sheet-US-IVD-10086-English.pdf?

[15] PR Newswire, accessed from https://www.prnewswire.com/news-releases/cepheid-receives-fda-clearance-for-xpert-xpress-gbs-302084992.html

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tuberculosis (TB) and COVID-19. However, the relatively high cost of the instrument and cartridges may preclude its widespread use for GBS testing.

5.4.3 Market Opportunity for GBS POCT

The main market opportunity for GBS POCT (testing of pregnant women and neonates) is based on the number of pregnancies/births, with an assumed single test conducted per pregnant woman (although in practice, some women may receive more than one test). Additionally, to test for LOGBS, testing of all neonates would deliver an equivalent number of tests assuming one test per infant.

In 2024, there were an estimated 132 million births globally.[16] The number of births is forecast to display slight growth until the 2040s, after which a decline will commence.[17] By region, Africa and Asia account for 85% of births, with 23 million in India.[18] The US has approximately 3.7 million births annually.[19]

In addition, further market opportunity may be driven by additional use cases, including in the elderly and immunocompromised. In Australia, approximately 15% of GBS tests are performed on individuals aged over 55, with the total number of tests delivered approximating to one test per 33 people.[20] Based on research in the US, 6.6% of adults (or 17.1 million individuals) are immunosuppressed.[21] Data for other countries is variable or not available, due to differing definitions of immunosuppression, however data for the UK indicates a prevalence of approximately 4% of the population.[22]

Additionally, GBS testing may be used on elderly individuals (for example, in aged care facilities) when they present with potential symptoms.

5.4.4 Kidney Function

Chronic kidney disease (CKD) is characterised by a gradual loss of kidney function, which can present with a range of symptoms including nausea, fatigue, changes to urination and loss of appetite. CKD can lead to complete loss of kidney function, requiring a patient to undergo dialysis or transplant. CKD has five clinical stages based on the glomerular filtration rate (GFR), which measures how well the kidneys are filtering blood, ranging from stage 1 (kidney damage with normal or high GFR) to stage 5 (kidney failure with a GFR below 15 mL/min).

Acute kidney injury (AKI) refers to a sudden loss of kidney function with similar symptoms to CKD. Both CKD and AKI, if undiagnosed, can lead to severe complications including death. AKI has three clinical stages, defined by the change in serum creatinine level, the change in urine output or the need for renal replacement therapy. Nexsen's POCT products are designed for screening, detection, and ongoing monitoring of AKI and CKD.

5.4.5 Current Approaches to Testing

The current approach to monitoring CKD involves blood tests which test parameters including urinary albumin, estimated glomerular filtration rate (eGFR), glycated haemoglobin (HbA1c) (if the patient is diabetic) and fasting lipids, as well as other tests such as blood pressure. For individuals with CKD, the recommended frequency of blood testing ranges from one to four times per year, depending on the stage of the disease.[23]

For AKI, the current approach largely relies on identifying a rise in serum creatinine via a blood test and/or a decrease in urine output, both of which are considered relatively poor biomarkers. Serum creatinine is a non-specific biomarker of AKI, and a rise in serum creatinine is delayed in relation to the onset of AKI and does not correlate well with an improvement in kidney function.[24] Daily monitoring of serum creatinine has largely been the standard of care in intensive care settings, however more

[16] United Nations (UN), World Fertility Report 2024

[17] UN, World Population Prospects (2024), Medium scenario

[18] UNICEF, accessed from https://data.unicef.org/how-many/how-many-babies-are-born-in-india-each-year/

[19] Centers for Disease Control, accessed from https://www.cdc.gov/nchs/fastats/births.htm

[20] Medicare Statistics 2023-24, based on Medicare services for item number 69312 (vaginal /anal swab/GBS)

[21] Martinson et al., Prevalence of Immunosuppression Among US Adults, JAMA. 2024;331(10):880-882

[22] Evans et al., impact of COVID-19 on immunocompromised populations during the Omicron era: insights from the observational population-based INFORM study, The Lancet Regional Health – Europe, Volume 35, 100747

[23] American Diabetes Association, accessed from https://diabetesjournals.org/care/article/47/Supplement_1/S219/153938/11-Chronic-Kidney-Disease-and-Risk-Management

[24] National Library of Medicine, accessed from https://www.ncbi.nlm.nih.gov/books/NBK506803/#:~:text=Patients%20who%20develop%20severe%20AKI,in%20their%20risk%20of%20death.&text=The%20recognition%20of%20AKI%20currently,of%20AKI%20are%20urgently%20needed.

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frequent monitoring is recommended (every 3-4 hours) as likely to provide better outcomes for many patients.[25]

5.4.6 POCT Market Opportunity

Globally, the prevalence of kidney disease is estimated at >10%, with an estimated 850 million individuals of which approximately 700 million have CKD. A range of demographic, lifestyle and environmental factors are contributing to growing prevalence of CKD, which is reported as increasing by 33% between 1990 and 2017.[26] In the US, in 2022 there were 131,000 new cases of CKD and in total 14% of US adults (or 35 million people) are estimated to have CKD.[27] In Australia, 11% of adults (1.7 million individuals) are estimated to have CKD,[28] and more than 10% of the population (7.2 million individuals) in the UK.[29] In India, the number of individuals with CKD is estimated at 115 million, with a pooled prevalence of 13%.[30]

AKI has a number of causes including autoimmune diseases, infections, injuries, medications, sepsis, etc. All of these causes can place extra pressure on the kidneys, leading to AKI. AKI is particularly prevalent in hospitalised patients, seen in up to 7% of hospital admissions and 30% of ICU admissions.[31] In the US, there are approximately 5.7 million ICU admissions annually,[32] 220,000 in Australia and New Zealand,[33] and approximately 240,000 in England.[34] Patients who develop AKI have poor outcomes, with a mortality rate of >50%, which has remained unchanged for 30 years. Of the survivors, up to 10% will not recover sufficient kidney function and will rely on renal replacement therapy (RRT).[35]

The availability of POCTs for CKD and AKI would allow for more frequent monitoring of individuals undergoing treatment for kidney issues, and assist in earlier identification and initiation of treatment, including as part of routine health screening and during treatment in an ICU.

5.5 The Agtech/Biosecurity Market Opportunity

This section describes the market opportunity for Nexsen's suite of diagnostic products for agtech/biosecurity applications.

5.5.1 Bovine Mastitis - Overview

Nexsen's bovine mastitis test is designed to improve the efficiency and reduce the cost of testing for bovine mastitis in cows. Mastitis is a common condition within dairy herds, and is generally categorised into sub-clinical, clinical and chronic mastitis. Sub-clinical mastitis is particularly problematic due to the absence of any visible changes in milk and difficulty in detection. Mastitis is generally caused by pathogens entering the teat via the teat canal, with most infections caused by species of streptococci. Mastitis may be treated by the administration of anti-microbial drugs to affected cattle. Nexsen's test is designed to be extremely low-cost and easy to use, allowing regular use by the dairy farmer.

5.5.2 Prevalence and Economic Cost

The reported prevalence of mastitis varies widely by region and herd species, but available evidence indicates that mastitis is common, with a reported global pooled prevalence of 42% for sub-clinical mastitis and 15% for clinical mastitis.[36] Economic loss occurs as a result of reduced milk yield and quality,

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[25] Toh et al., Incidence, characteristics outcomes and association of small short term point of care creatinine increases in critically ill patients. J Critical Care 2019; 52: 227-232

[26] Francis et al., Chronic kidney disease and the global public health agenda: an international consensus, Nature Reviews Nephrology volume 20, pages 473–485 (2024)

[27] Centers for Disease Control, accessed from https://www.cdc.gov/kidney-disease/media/pdfs/CKD-Factsheet-H.pdf

[28] Australian Institute of Health and Welfare (AIHW), Chronic kidney disease: Australian facts

[29] Kidney Research UK, Kidney disease: A UK public health emergency, 2023

[30] Talukdar et al., Chronic Kidney Disease Prevalence in India: A Systematic Review and Meta-Analysis From Community-Based Representative Evidence Between 2011 to 2023, Nephrology, Vol. 30, Issue 1

[31] Goyal et al., Acute Kidney Injury, accessed from https://www.ncbi.nlm.nih.gov/books/NBK441896/#:~:text=Epidemiology,Go%20to:

[32] Viglianti et al., Toward the Ideal Ratio of Patients to Intensivists, JAMA Intern Med. 2017 Mar 1;177(3):396–398

[33] Australia and New Zealand Intensive Care Resources and Activity Report, 2022/23

[34] NHS England, accessed from https://digital.nhs.uk/data-and-information/publications/statistical/hospital-admitted-patient-care-activity/2023-24

[35] National Library of Medicine, accessed from https://www.ncbi.nlm.nih.gov/books/NBK506803/#:~:text=Patients%20who%20develop%20severe%20AKI,in%20their%20risk%20of%20death.&text=The%20recognition%20of%20AKI%20currently,of%20AKI%20are%20urgently%20needed.

[36] Krishnamoorthy et al., Global and countrywide prevalence of subclinical and clinical mastitis in dairy cattle and buffaloes by systematic review and meta-analysis, Res Vet Sci. 2021 May:136:561-586. doi: 10.1016/j.rvsc.2021.04.021

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with the annual loss to the US dairy industry estimated at $2 billion per year and up to $32 billion globally.[37] In Australia, the annual cost to the dairy industry of udder health issues, of which mastitis is a key component, is estimated at A$150 million ($96 million) annually.[38]

5.5.3 Current Diagnostic Approaches

Bovine mastitis is currently diagnosed using cow-side and laboratory-based tests. The principal cow-side test is the California mastitis test (CMT) in which milk samples are collected from each quarter of a cow's mammary gland, CMT reagent is added to each sample, mixed with the sample and an observation made of the gel-like reaction occurring, with the likelihood of mastitis increasing the more gel-like the reaction as mastitic milk tends to gel when tested. However, CMT can only show changes in cell counts above approximately 400,000 cells/ml and requires a subjective judgement on the degree of gelling. Hence it can give a relatively high number of false positives or negatives and cannot indicate the individual pathogen(s). Given the judgement required to assess the test, it is generally unsuited to use by the farmer and is administered by a vet.

The principal laboratory test for bovine mastitis is based on microbiological culture of milk wherein cultures are isolated, and pathogens identified. Typically, this requires 48-72 hours to generate test results. Molecular testing via PCR can also be used to identify mastitis pathogens with real-time PCR tests reported as giving results in 2.5-3 hours.[39]

5.5.4 Market Opportunity

The market opportunity for bovine mastitis testing is driven by the size of dairy herds and the frequency of testing of individual animals.

The US has 9.4 million dairy cows[40] and Australia 2.1 million[41], with approximately 270 million dairy cows globally.[42] Outside the US, the largest dairy herds are in India (61 million)[43] and Brazil (17 million).[44] An easy to use and low-cost POCT device would allow frequent testing of animals (for example, monthly) by the farmer, allowing earlier identification of mastitis and administration of antibiotics to minimise yield, reduce spread of infection across the herd, and quality losses.

5.5.5 Biosecurity Testing - Overview

Nexsen's proposed point of use tests for Xylella and HLB are intended to allow rapid and efficient identification of the relevant pathogens in commercial imports of plant material. As an island economy, Australia is exposed to incursion of a wide range of biosecurity threats with the potential to cause significant economic damage to industries which cumulatively generated A$73.5 billion ($47.7 billion) in gross production value in 2020-21.[45] Both Xylella and HLB, if allowed entry into Australia, have the potential to cause significant damage to Australia's agriculture industry. For example, it is estimated that an incursion of Xylella could cost the Australian horticultural industries between A$1.2 billion ($0.78 billion) and A$11.1 billion ($7.2 billion) in 2017–18 dollars, with the most significant impact on the wine, table grapes and almond industries.[46] Similarly HLB has the potential to cause significant economic damage to Australia's citrus industry, similar to that which has occurred over the past 20 years in Florida where

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[37] The Cattle Site, accessed from https://www.thecattlesite.com/focus/thermo-fisher-scientific/2335/bovine-diagnostics-how-much-does-mastitis-cost-dairy-producers-annually

[38] Dyson et al., A survey of mastitis pathogens including antimicrobial susceptibility in southeastern Australian dairy herds, Journal of Dairy Science, Volume 105, Issue 2, February 2022

[39] ThemoFisher, accessed from https://www.thermofisher.com/blog/behindthebench/diagnosing-bovine-mastitis-real-time-pcr-for-fast-results/#:~:text=When%20mastitis%20is%20circulating%20in,may%20need%20to%20be%20culled.

[40] US Department of Agriculture (USDA), accessed from https://www.nass.usda.gov/Charts_and_Maps/Milk_Production_and_Milk_Cows/milkcows.php

[41] Australian Bureau of Statistics (ABS), Australian Agriculture: Livestock, 2022-23

[42] World Wildlife Organisation, accessed from https://www.worldwildlife.org/industries/dairy#:~:text=Despite%20its%20local%20focus%2C%20dairy,place%20all%20around%20the%20world.

[43] USDA, accessed from https://apps.fas.usda.gov/newgainapi/api/Report/DownloadReportByFileName?fileName=Dairy%20and%20Products%20Annual_New%20Delhi_India_IN2023-0072.pdf

[44] USDA, accessed from https://apps.fas.usda.gov/newgainapi/api/Report/DownloadReportByFileName?fileName=Dairy%20and%20Products%20Annual_Brasilia_Brazil_BR2023-0026.pdf

[45] National Biosecurity Strategy, 2022-32

[46] DAFF, accessed from https://www.agriculture.gov.au/abares/research-topics/biosecurity/biosecurity-economics/impacts-of-xylella-fastidiosa

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citrus production dropped from 300 million boxes in 2003-4 to fewer than 20 million in 2022-23 due to a lack of effective HLB control measures.[47]

5.5.6 Current Diagnostic Approaches

Currently, biosecurity approaches to prevent the incursion of bacterial plant diseases include offshore testing using prescribed molecular methods to provide a phytosanitary certificate, visual inspection and screening at onshore post-entry quarantine (PEQ) facilities. However, current testing approaches have a range of issues including high-cost and time sensitivity, driving a need for point of use tests that can provide more rapid and low-cost diagnostic results.

5.5.7 Market Opportunity

The market opportunity for biosecurity testing involves the development and commercialisation of tests that allow point of use testing of potential vectors for pathogens such as Xylella and HLB. The availability of these tests would increase Australia's resilience to phytosanitary risks by allowing more extensive, efficient and lower-cost testing of plant material that presents a phytosanitary risk. Australia's National Biosecurity Strategy 2022-32 identified use of technology as a key priority area, including the investment in and roll out of transformative technologies to digitise and automate processes, and support rapid and accurate detection, identification, traceability and response.[48]

5.6 Addressable Market

The total addressable market (by volume of tests) for each test type is based on the total testing population and frequency of testing. The addressable market opportunity for each test and use case is summarised below, for the US, Australian, UK and India markets. For GBS testing, additional major markets which routinely screen for GBS in pregnant women are also included. Biosecurity testing has not been included in the calculation due to uncertainty about the testing approach and frequency of testing.

Table 2: Addressable Market for Nexsen by Test Type, US, Australia, UK, India and Others, 2024

Test Type	Use Case	Testing Population (millions)[49]						Tests/ Year or Tests/ Admission [50]	Total Tests/ Year (millions)
		US	Australia	UK	India	Others*	Total		
GBS	Pregnant women	3.7	0.3	0.6	23.2	4.1	31.9	1	31.9
	Neonates	3.7	0.3	0.6	23.2		27.8	1	27.8
	Immunocompromised	17	0.8	1.6	N/A	10.9	30.3	2	60.6
CKD	Individuals with CKD	35	1.7	7.2	115		158.9	4	635.6
AKI	Individuals admitted to ICU	5.7	0.2	0.3	N/A		6.2	24**	148.8
Bovine Mastitis	Dairy cows	9	2.1	2.6			13.7	12	164.4

Source: Frost & Sullivan, based on data sources as cited

[47] NSW Dept of Primary Industries and Regional Development, Citrus Huanglongbing, 2024
[48] Australia's National Biosecurity Strategy 2022-32
[49] Frost & Sullivan estimates based on government and other sources
[50] Frost & Sullivan estimates based on clinical guidelines

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*others includes additional major countries that routinely screen GBS in pregnant women (Canada, Japan, Germany, France, Spain, Scandinavia, Italy, Poland)

** assumes an average ICU stay of 4 days and a test frequency of 6 per day

The total addressable market for the medtech tests in these countries is estimated at 120 million tests per year for GBS, 636 million for CKD and 149 million for AKI (excluding India, for which ICU admission data is not available). In the agtech sector, the addressable market for the bovine mastitis test is estimated at 164 million tests per year.[51]

5.7 Summary

Nexsen is focused on the POCT market with a range of IVD tests that are aimed at improving the efficiency and cost-effectiveness of testing for a range of conditions, which are currently mainly delivered by centralised laboratory tests. Globally, the POCT market is estimated at $17.7 billion in 2024, and is growing at 6.1% CAGR driven by the advantages that POCT offers over laboratory testing and by the availability of new test types.

Nexsen's GBS test will improve the efficiency and cost-effectiveness of testing for GBS in pregnant women and neonates, offering significantly improved test times and an ability to undertake testing in developing markets where centralised laboratory facilities, and hence routine screening, are absent. Invasive GBS is one of the major causes of infant mortality, especially in developing countries, with approximately 92,000 deaths annually.[52] Additionally, the test is likely to have clinical utility in use cases including screening immunocompromised individuals and the elderly.

The other test types under development by Nexsen, including a suite of kidney disease diagnostics, and bovine mastitis, are also likely to improve the ability to screen for and monitor these conditions, allowing more frequent and cost-effective testing and more rapid initiation of treatment. The proposed biosecurity tests are likely to improve the ability of biosecurity agencies to screen and monitor potential phytosanitary disease vectors and limit the incursion of plant disease pathogens.

5.8 Disclosure

This is an independent report prepared by Frost & Sullivan. Save for the preparation of this report and services rendered in connection with this report for which normal professional fees will be received, Frost & Sullivan has no interest in Nexsen Limited. and no interest in the outcome of the IPO or transaction. Payment of these fees to Frost & Sullivan is not contingent on the outcome of the IPO or transaction. Frost & Sullivan has not and will not receive any other benefits (including any commissions) and there are no factors which may reasonably be assumed to have influenced the contents of this report nor which may be assumed to have provided bias or influence. Frost & Sullivan consents to the inclusion of this report in the Prospectus in the form and context in which it is included. As at the date of this report, this consent has not been withdrawn. Frost & Sullivan does not hold a dealer's license or Financial Services License. This report does not constitute advice in respect of the IPO or transaction.

[51] Frost & Sullivan estimate

[52] Goncalves et al., Group B streptococcus infection during pregnancy and infancy: estimates of regional and global burden, Lancet Glob Health 2022; 10: e807–19

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6. COMPANY OVERVIEW

6.1 Background

Nexsen is a nanobiotechnology company, first incorporated in 2021, dedicated to the development of proprietary biosensing platforms for rapid, high-precision point-of-care (POC) medical diagnostics (POC Diagnostics) and point-of-use (POU) sensing for veterinary, agricultural and biosecurity applications.

Since its inception, Nexsen has placed a strong emphasis on the establishment of a long-term collaborative partnership with the Royal Melbourne Institute of Technology (RMIT) – one of Australia's preeminent research institutions and a global university of technology, design and enterprise. This partnership is focussed on engineering innovative solutions that fundamentally transform diagnostics for some of the worlds most pressing healthcare and food-security challenges.

RMIT has developed a proprietary method for identifying and synthesising nanobiosensors with a high degree of specificity and affinity that have the potential to be applied in the development of POC Diagnostics and POU tests in other applications (RMIT Background IP, refer to Section 6.2.1). Through its collaboration with RMIT, Nexsen has developed a platform (Nexsen Platform, refer to Section 6.2.1) for the translation of these identified nanobiosensors into POC and POU tests.

In March 2022, Nexsen formalised its partnership with RMIT by entering into a research agreement with the team led by the internationally renowned Professor Vipul Bansal, a Fellow of the Royal Society of Chemistry, UK (FRSC) and the founding director of RMIT's Sir Ian Potter NanoBioSensing Facility. Nexsen and RMIT's first focus was the development of a Group B Streptococcus (GBS) Rapid Sensor – intended to be Nexsen's first product (the GBS Rapid Sensor, refer to Section 6.3.1 for further details).

RMIT filed an Australian provisional patent application to secure the underlying intellectual property as it relates to GBS (GBS IP) in December 2023, which was subsequently converted to an international PCT filing in December 2024 (refer to Section 6.2.2). Nexsen acquired the GBS IP from RMIT in February 2025 (refer to Section 10.3.1).

The potential of the innovative GBS Rapid Sensor has prompted Nexsen to engage with RMIT and execute research contracts in multiple projects in the medical technology (MedTech) and agricultural technology (AgTech) sectors over the past year. These include:

(a) rapid diagnosis of various human kidney diseases at POC (AKI/CKD POC Tests, refer to Sections 6.3.2 and 10.2.2);

(b) on-farm detection of bovine mastitis at POU (Bovine Mastitis POU Test, refer to Sections 6.4.1 and 0);

(c) in-field detection and surveillance of biosecurity threats at POU (Biosecurity POU Tests, refer to Section 6.4.2); and

(d) application of artificial intelligence and machine learning to expedite biosensor identification and sensor development (Nexsen.AI refer to Sections 6.5 and 10.2.5).

Nexsen has been awarded a $3 million grant from the Commonwealth Government Co-operative Research Centres Projects (CRC-P) for the collaborative development of the GBS Rapid Sensor (refer to Sections 6.3.1(c) and 10.2.1).

In addition to the CRC-P grant, Nexsen acquired Nexgen, which has been awarded a $450,000 grant from the ARC Research Hub (ARC) for Molecular Biosensors at Point-of-Use (MOBIUS) for the collaborative development of the Bovine Mastitis POC Test (refer to Sections 6.4.1(c) and 0) and has a right (conditional on Commonwealth Government approval) to be awarded a $450,000 grant from the ARC Early Career Industry Fellowship Scheme for the collaborative development of the Biosecurity POU Tests (refer to Section 6.4.2).

In June 2025, Nexsen entered into a Memorandum of Understanding with RMIT (RMIT MOU), governing all future collaborative research activities in POC Diagnostics (refer to Section 10.2.5) relating to the RMIT Background IP. This strategic alignment ensures the continuity of ongoing collaboration and innovation, positioning Nexsen at the forefront of diagnostic technology development in Australia and beyond.

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Nexsen is also working with RMIT on development of a proprietary artificial intelligence (AI) platform engineered to accelerate the discovery of bioreceptor molecules for high-impact disease targets and biomarkers (Nexsen-AI, refer to Sections 6.5 and 10.2.5.).

6.2 Intellectual Property

6.2.1 RMIT Background IP and the Nexsen Platfom

Led by Professor Vipul Bansal at the Sir Ian Potter NanoBioSensing Facility, RMIT has developed a proprietary method for identifying and synthesising nanobiosensors with a high degree of specificity and affinity that have the potential to be applied in the development of POC Diagnostics and POU tests in other applications.

The Nexsen Platform concerns the combining of these unique nanobiosensors and ultra-bright nanoparticles, and modular lateral flow architecture to deliver lab-quality diagnostics in a low-cost, paper-based format. The Nexsen Platform is a scalable platform technology that unlocks rapid development of multiple POC Diagnostics and POU tests with a level of accuracy and speed that surpasses existing traditional methods.

Nexsen and RMIT have a strong relationship enabling close collaboration on the continued iteration upon the RMIT Background IP and the Nexsen Platform. Professor Bansal is also deeply involved with Nexsen as its Chief Innovation Officer and Chairman of the Nexsen Advisory Board.

The Nexsen Platform underpins the GBS Rapid Sensor and all other products in Nexsen's product suite.

6.2.2 GBS IP

The research undertaken in development of the GBS Rapid Sensor involved RMIT's application of the RMIT Background IP for the identification and development of proprietary nanoparticles that produce bright indicators for GBS, together with the discovery and production of proprietary bioreceptor molecules capable of selectively binding to the GBS bacteria with high affinity and specificity (the GBS IP). Through application of the Nexsen Platform, Nexsen has developed a lateral flow device (LFD) incorporating the GBS IP, making up the GBS Rapid Sensor.

In December 2023, RMIT filed an Australian provisional patent application to secure the GBS IP (Australian Provisional Patent Application No. 2023904008), which was subsequently converted to an international PCT filing in December 2024 (International Patent Application No. PCT/AU2024/051336).

This filing provides formal protection for the innovative aspects of the GBS sensor technology and establishes a priority date for subsequent patent applications, thereby safeguarding the proprietary technology developed through the collaboration between Nexsen and RMIT University. Refer to the Intellectual Property Report set out in Annexure B and Section 10.3.1 for further details with respect to the intellectual property interests in the GBS IP.

Nexsen formally acquired the GBS IP from RMIT in February 2025. Through this agreement, the GBS IP has become an important Nexsen asset, further strengthening its position as a leader in the subsequent development and commercialisation of advanced diagnostic solutions. This strategic acquisition ensures that all future advancements and applications arising from this technology remain under the exclusive control of the Company. A summary of the terms on which Nexsen acquired this intellectual property is set out in Section 10.3.1.

6.3 MedTech Products and Product Development

Nexsen's MedTech product portfolio currently includes two projects, the first focussed on developing a POC test for GBS, the Rapid GBS Test, and the other a suite of POC tests for acute kidney injury (AKI) and chronic kidney disease (CKD), the AKI/CKD POC Tests.

6.3.1 The GBS Rapid Sensor

The GBS Rapid Sensor product utilises innovative nano-biotechnology to enable timely diagnostics of important pathogenic bacteria in expectant mothers. This innovation represents a substantial advancement in primary healthcare, offering a rapid alternative to the conventional, pathology-based diagnostic processes currently in use at Weeks 36-37 of pregnancy for this critical healthcare need. Additionally, this rapid and ultrasensitive product allows for the diagnosis of GBS bacteria immediately before labour, which is currently not achievable due to the lengthy and cumbersome pathology-based testing.

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This innovation constitutes a significant advancement in the clinical management of GBS in expectant mothers, as the colonisation status of GBS may change from Weeks 36-37 of pregnancy to the time of labour, and it is the latter that is most accurately correlated with the transfer of bacteria from mothers to babies and subsequent infection.

The GBS Rapid Sensor is a simple LFD that is intended to detect the presence of GBS bacteria in vaginal-rectal swabs of expectant mothers without the need for specialised and costly equipment. Some well-known examples of LFDs are pregnancy strips and COVID-19 Rapid Antigen Tests. A key distinguishing feature of Nexsen's proprietary LFD technology over those of competitors is higher sensitivity, specificity, accuracy and precision, bringing lab-grade diagnostics to a portable device that is easy to manufacture and use.

(a) About GBS

The World Health Organization estimated that, in 2015, 21.7 million pregnant women worldwide were colonised with GBS bacteria, with the majority remaining unidentified and untreated. This widespread prevalence underscores a significant global health challenge, as undetected GBS carriage in pregnancy can result in severe outcomes for both mothers and infants, including stillbirths, preterm births, and neonatal infections. Systematic screening and treatment for GBS remain limited throughout the globe, particularly in low- and middle-income countries, contributing to the ongoing burden of GBS-related disease worldwide. GBS is a leading contributor to adverse maternal and newborn outcomes.

Maternal colonisation with GBS is a significant contributor to adverse pregnancy outcomes globally, with recent estimates indicating approximately 46,000 (range: 20,000–111,000) GBS-associated stillbirths and 518,000 (range: 36,000–1,142,000) excess preterm births annually. This burden reflects the pathogen's role in severe complications during pregnancy and childbirth.

Importantly, the current standard of care is to test for GBS colonisation using traditional pathology-based methods at Week 36-37 of the pregnancy, however, research shows that there is higher correlation between transfer of GBS from mother to baby when GBS is present at the point of labour vs GBS at Week 36-37. Nexsen's point-of-care rapid testing solution, enabling testing for GBS on presentation for delivery, addresses this concern.

If a mother who is a carrier of GBS does not receive antibiotic treatment during labour, the risk of her baby becoming colonised with GBS is approximately 50%. This signifies the importance of accurate GBS diagnosis at the time of labour.

The treatment for GBS when identified in an expectant mother in a timely manner, preferably just before the labour, is simple. Penicillin – an incredibly common and easy to access drug in even the most remote of regions in the world – can be used as an intrapartum antibiotic prophylaxis in expectant mothers to avoid transmission of GBS from mothers to unborn babies.

Babies colonised with GBS at birth have a 1-2% risk of developing a serious, life-threatening infection which most commonly presents as sepsis (infection of the blood), meningitis (infection of the fluid and lining of the brain), and pneumonia (infection of the lungs). Survivors of severe GBS infections may experience long-term disabilities, including blindness, deafness, developmental delays, and/or cerebral palsy.

The innovation underpinning the Nexsen's GBS Rapid Sensor constitutes a significant advancement in primary healthcare, providing not only a rapid and efficient alternative to the conventional, pathology-based diagnostic methods at Weeks 36-37 of pregnancy, but also providing a new opportunity to detect GBS at the point of labour where it is needed the most. This innovation has the potential to significantly influence the prevailing standard-of-care and clinical practices in GBS management. This technology for GBS has significant potential to improve health outcomes for expectant mothers and their babies, where timely and accurate diagnosis is paramount.

The number of births per year in Nexsen's initial target markets – the United States, the European Union, India, and Southeast Asia – exceeds 40.7 million, with the number of pregnancies being higher.

(b) Development of GBS IP and GBS Rapid Sensor

Development of the GBS Rapid Sensor commenced in late 2021, with a formal research agreement being entered into between the Company and RMIT in March 2022 (refer to Section 10.2.1 for a

summary of the material terms of the research agreement) under which the Company and RMIT co-invested in the identification and development of biosensors for GBS detection built on an application of the Nexsen Platform to the RMIT Background IP.

(c) CRC-P Grant

Nexsen applied to the Australian Commonwealth Department of Industry, Science and Resources (DISR), through Cooperative Research Australia (CRA), to receive support for the GBS Rapid Sensor under the Cooperative Research Centres Projects (CRC-P) grants program in September 2023 in partnership with RMIT (as research partner), Northern Health (as health industry partner) and Design & Industry Pty Ltd (D&I, as product development partner), with Nexsen in the role of lead participant (CRC-P Partnership).

In round 15 of CRC-P grants, in February 2024, Nexsen was successfully awarded a grant of $3 million in non-dilutive funding for clinical validation, development and manufacturing of the GBS Rapid Sensor (CRC-P Grant). The CRC-P Grant is titled "StrepSure™: An ultrasensitive biosensor for protecting newborns from GBS".

The total financing under the CRC-P Grant comprised $3 million in direct Commonwealth government support, a $1.34 million in-kind funding commitment from RMIT, a $2.12 million cash commitment from Nexsen, a $0.34 million in kind contribution from Nexsen, a $0.56 million in-kind commitment from Northern Health and a $0.33 million in-kind commitment from D&I, for an aggregate value of $7.7 million.

(d) About the CRC-P grants program

The CRC-P grants program is a prestigious, industry-led funding initiative administered by CRA to support high-impact research and development collaborations between academia, industry and government. It is awarded only to projects demonstrating strong commercial potential, ensuring that breakthrough scientific innovations translate into real-world applications.

The application process requires that an industry participant acts as lead participant, which must form a collaboration with at least one other industry partner and an Australian research partner. Applications are initially evaluated for eligibility, with only eligible applications proceeding to merit assessment. Applications are then assessed based on four criteria: (i) alignment with program objectives; (ii) project quality; (iii) capacity to deliver; and (iv) the impact of grant funding. Applications must score highly on all criteria to be recommended for funding. The final decision on grant approval is made by the Minister, considering the committee's recommendations and available grant funds.

Receiving a CRC-P grant via a highly competitive process reflects the project's significance and the confidence of the Australian Government in its potential to address a critical healthcare challenge.

Upon announcement of the CRC-P Grant, the Hon. Ed Husic, the Minister for Industry and Science, said "the development of this 'Aussie know-how' would give doctors a fighting chance against one of the leading causes of death and disability for newborn babies. The fact this technology also offers the potential to free up tens of millions of dollars within our healthcare system to help other Australians in need is just cherry on the cake."

(e) Clinical Trial

The CRC-P Partnership, through the RMIT team, has successfully completed all requisite research and development activities pertaining to Nexsen's LFD, which is intended to detect even a small population of GBS bacteria in expectant mothers.

The CRC-P Partnership received ethics approval from The Royal Children's Hospital Melbourne Human Research Ethics Committee (HREC) in April 2025. This approval ensures that the research complies with the National Statement on Ethical Conduct in Human Research and meets all relevant regulatory and ethical standards required for clinical studies involving human participants.

The GBS Rapid Sensor has been optimised for use in the planned clinical trial, which is being conducted by the CRC-P Partnership, through Northern Health. Northern Health is a key Victorian Government public health service and the CRC-P Partnership's designated clinical partner for the clinical trial. Manufacturing of devices for the clinical trial is underway and the trial is to be

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completed at Northern Hospital, Epping (Victoria, Australia), in Q4 CY 2025, shortly following the Company's listing. The data from this clinical trial will support the regulatory submissions for the GBS Rapid Sensor in various jurisdictions, including in the US through the chosen 510(k) pathway described in Section 6.7.1 below.

The milestones achieved to date represent significant achievements in the progression of the GBS Rapid Sensor project, facilitating the transition from laboratory research to clinical validation in a real-world healthcare setting.

(f) Commercialisation Strategy for the GBS Rapid Sensor

Nexsen's GBS Rapid Sensor falls within highly regulated in-vitro diagnostics (IVD) and MedTech sectors, where products must meet the requirements of national and international health authorities before they can be commercialised. Nexsen has had a clear focus on regulatory compliance, which underpins its commercialisation and growth strategy, operating in a highly regulated sector. Further discussion with respect to the regulatory process for the GBS Rapid Sensor, in particular the 510(k) regulatory process in the US, is set out in Section 6.7.1.

Nexsen's go-to-market strategy for the GBS Rapid Sensor – its most advanced product – focuses on the US, India, Malaysia, European Union (EU) and Australia as initial target markets, with subsequent expansion into secondary jurisdictions, subject to compliance with regional regulatory frameworks. This approach leverages regulatory synergies, strategic partnerships, and phased commercialisation to maximise capital efficiency and global impact.

Nexsen has identified these five jurisdictions as its key markets, as (i) the US provides amongst the largest market size in the developed world, (ii) India offers the single largest market size with a rapidly expanding middle class supported by strong economic growth, (iii) Malaysia offers the entry point for the South-east Asian market, (iv) the EU offers access to large developed markets, and (v) Australia offers a familiarised local ecosystem with an established base for Nexsen.

Nexsen expects to engage experts in the field of medical device commercialisation in the markets in which it will sell its medical devices. An indicative progressive rollout may see the Company target:

(i) In the US, after approval through the 510(k) regulatory process, forging distribution and product implementation partnerships with established MedTech distributors specialising in obstetrics, ensuring penetration into birthing centres and maternity wards nationwide.

(ii) In India, after approval from the Central Drugs Standard Control Organisation (CDSCO), adopting a tiered penetration model. Indicative initial launches may be in metropolitan hospitals via national distributors, such as large pathology groups operating nation-wide, followed by expansion into second tier cities.

(iii) In Malaysia, after registration with the Medical Device Authority (MDA), commercial efforts will prioritise integration with public healthcare infrastructure via Ministry of Health tenders, aligning with Malaysia's MedTech growth trajectory. Major hospitals in Kuala Lumpur and Penang are likely to be our initial focus.

(iv) In the EU, after obtaining the approval for Conformité Européenne (CE) mark, it would be used to expedite the product approval across different EU member states. Following this, distribution and product implementation partnerships will be forged with established local MedTech distributors.

(v) In Australia, leveraging TGA's recognition of the FDA and CE approvals, Nexsen will expedite ARTG inclusion of the GBS Rapid Sensor and liaise with public and private hospitals and other distribution networks to launch the product in Australia.

The Company's focus is to expedite pathways for early revenue generation. To achieve this, multiple markets are intended to be pursued in parallel, as the regulatory approval timelines vary across the Company's targeted markets. Post-market data from the first jurisdiction that obtains regulatory approval will accelerate the regulatory approval pathway in other primary jurisdictions, and subsequent expansion into secondary jurisdictions.

The Company's key goal is to obtain regulatory approval in the US – a key market for the GBS Rapid Sensor – with a significant majority of efforts and investment directed toward this market. Nexsen

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is also targeting India, Malaysia, EU and Australia with a particular focus on opportunities for early revenues, which can then be re-invested into expanding the rollout strategy.

Since GBS infections in newborn infants and young children lead to early onset GBS disease, late onset GBS disease and sepsis, there is a scope for expanding the current GBS Rapid Sensor for detection of GBS in mothers to those in children. Similarly, elderly and immunocompromised individuals pose high risk of GBS infection. These additional groups offer substantive opportunities for Nexsen to develop new tests to expand the market opportunities and address unmet clinical needs in new areas.

6.3.2 Kidney Disease Diagnostics

Due to the success to date of development of the GBS Rapid Sensor, Nexsen and RMIT have identified kidney disease as another potential application of the Nexsen Platform in the POC Diagnostic market.

Nexsen and RMIT have entered into a research agreement under which they have been jointly developing a second series of products, with the aim of being able to provide near immediate kidney function assessment with biosensors for certain markers of kidney disease progression. It is intended that, once completed, these will form the basis of a rapid finger prick blood test for patients suffering from a range of conditions, including type 2 diabetes, to manage their medication for effective kidney function without the need to visit a doctor or clinic.

(a) About Kidney Disease

Kidney diseases are generally categorised into two main types: acute kidney injury (AKI) and chronic kidney disease (CKD).

AKI refers to the sudden onset of kidney damage occurring over a period of hours to days, and while it is typically a reversible condition, failure to manage it promptly can result in severe health complications, including sudden death, or its eventual progression to CKD.

Conversely, CKD develops gradually over months or years, characterised by a continuous and irreversible decline in kidney function, and is associated with other poorly managed metabolic disorders, such as diabetes. A significant challenge with CKD is its asymptomatic nature in the early stages, often leading to late detection when the disease has already advanced beyond the point of reversibility.

The incidence of AKI among hospital inpatients varies considerably across the globe, ranging from 0.7% to 31%, with rates in intensive care unit (ICU) patients exceeding 50%. The mortality rate associated with AKI is approximately 23%. Furthermore, it is estimated that between 20% and 50% of patients who experience AKI will go on to develop CKD. Chronic kidney disease itself affects an estimated 13.4% of the global population and continues to be a leading cause of mortality worldwide.

Notably, CKD is among the few non-communicable diseases that have demonstrated an increase in associated deaths over the past two decades. Projections indicate that by 2040, CKD will become the fifth most common cause of years of life lost globally, underscoring the urgent need for improved detection, management, and prevention strategies for both AKI and CKD.

(b) The need for POC diagnostics for AKI and CKD

The rapid onset of AKI presents a significant clinical challenge, compounded by the absence of reliable diagnostic tools for timely intervention. A highly sensitive POC test for AKI would address a critical unmet need in healthcare. Given that AKI incidence exceeds 50% among ICU patients, such a test—once available—would likely become standard for all hospital inpatients, representing a substantial market opportunity. The ability to detect AKI promptly may enable earlier therapeutic interventions, potentially reducing progression to CKD and improving patient outcomes.

CKD, characterised by its progressive nature, necessitates regular monitoring of kidney function. Current methods rely on pathology laboratories, 24-hour urine collection, and delayed results, creating barriers to effective management. A low-cost POC diagnostic technology for at-home or community-based monitoring would make a significant difference to the current CKD care, particularly in decentralised or resource-limited settings, and for ongoing kidney health surveillance. This innovation could empower patients and clinicians with real-time data, facilitating proactive disease management and reducing healthcare system burdens.

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The demand for a rapid diagnostic test for CKD is intensifying, primarily due to the sharply increasing prevalence of diabetes, which is known to adversely affect kidney function. This trend is further compounded by the growing incidence of CKD within ageing populations, as well as a rise in the number of patients diagnosed with kidney cancer, glomerulonephritis, and renal failure, among other related conditions. According to the US Centers for Disease Control and Prevention (CDC), kidney disease now ranks as a leading cause of death in the United States, with approximately 15% of adults affected by CKD. Notably, a significant proportion of individuals with CKD remain unaware of their condition, highlighting a critical gap in early detection and intervention.

On a global scale, it is estimated that between 10% and 13% of the population, equating to around 700 million people, are living with CKD. This substantial and largely underdiagnosed burden underscores the urgent need for accessible, rapid diagnostic solutions to facilitate early identification and effective management of kidney disease worldwide.

(c) Development of AKI/CKD POC Tests

Nexsen is initially focussing on two tests for the POC diagnosis of kidney diseases, one each for AKI and CKD, the AKI/CKD POC Tests, pursuant to a research services agreement with RMIT, as summarised in Section 10.2.2.

The broad classes of AKI and CKD are further divided into multiple categories based on the underlying cause, and it is Nexsen's intention to expand its kidney diagnosis portfolio into multiple products and technologies that can specifically pinpoint the root cause.

Nexsen's and RMIT have identified promising kidney disease biomarkers, and the development of proprietary kidney bioreceptors in a Nexsen funded project is underway at RMIT University. Nexsen intends to apply the Nexsen Platform to these bioreceptors in development of a LFD to produce a suite of POC Diagnostic products that will address the unmet clinical needs of kidney diseases.

The regulatory path for AKI/CKD POC Tests is similar to that used for the GBS Rapid Sensor, as described in Section 6.7.1. The first targeted market will be the USA, followed by nearly parallel approvals in all other key markets of Nexsen, including India, Malayasia, EU and Australia.

6.4 AgTech Products and Product Development

Nexsen's AgTech product portfolio currently includes two projects, the first focussed on developing a field-deployable sensor for on-farm detection of mastitis in cattle (Bovine Mastitis POU Test), and the other developing surveillance and detection tools that enable biosecurity officers to detect emerging biosecurity threats at POU (Biosecurity POU Tests).

6.4.1 Bovine Mastitis POU Test

Nexsen is developing a rapid Bovine Mastitis POU Test to meet the pressing need for farmers and corporations engaged in milk production enterprises. Nexsen is developing a diagnostic device that will be both low-cost and user-friendly, designed for the early detection of bovine mastitis. The product will offer a practical and effective solution to support this vital sector of the food and agriculture industry.

By facilitating timely intervention, the device aims to enhance animal health, control disease spread, improve milk quality, and reduce the reliance on broad-spectrum antibiotic treatments that transfer from milk to humans and cause long-term problems of antimicrobial resistance.

(a) About Bovine Mastitis

Clinical mastitis is an inflammatory condition of the mammary gland and ranks among the most prevalent diseases affecting dairy cows. It is a significant concern within the industry, accounting for approximately 60% to 70% of all antimicrobials administered on dairy farms.

Dairy is a vital component of the agricultural sector in every country, with the industry worldwide facing a broadly similar set of challenges and threats. The incidence of clinical mastitis can result in substantial direct and indirect economic losses, impacting not only individual dairy farmers but also the broader industry. Early diagnosis and effective management are therefore essential to mitigate these losses and to promote sustainable practices within the dairy sector.

The following statistics reflect the importance of a point-of-use Bovine Mastitis POU Test:

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(i) The global population of dairy cows is estimated at 271 million.

(ii) Bovine mastitis rates are typically estimated as between 30% – 50% of all dairy herds annually.

(iii) Economic losses are calculated at ~A$220 per animal per year.

(iv) The current cost of mastitis to the global dairy industry is estimated at A$26.9bn – A$45.5bn per annum.

(v) The bovine diagnostics market size is expected to reach ~A$3.3bn by 2030 (up from ~A$1.8bn in 2022)

(vi) CAGR of 7.2% is estimated from 2022 to 2030.

Through the food chain, these antibiotics administered in cattle end-up into our body. The overuse of antibiotics is responsible for rapidly emerging antimicrobial resistance, which is considered as a major global health threat faced by humanity.

At present, many milk production enterprises conduct testing for mastitis only intermittently, with a significant number of dairy farmers opting to respond solely when clinical symptoms become apparent. In some cases, farmers may choose not to test at all, instead relying on the pre-emptive administration of antibiotics across the entire herd as a means of controlling the spread of infection. The need for improved management of GBS and related bacteria in dairy cattle has been recognised internationally for some time, with particular emphasis on moving away from the widespread prophylactic use of antibiotics.

A cow afflicted with mastitis will inevitably produce milk of inferior quality, typically characterised by an elevated somatic cell count, and may transmit the infection to other cows within the herd. The likelihood of complete recovery of the udder in an infected animal is limited, often resulting in diminished milk production for the remainder of the current lactation period and in subsequent lactations. Mastitis not only reduces overall milk yield and alters the composition of the milk, but also shortens the productive lifespan of affected cows. The economic impact on dairy farmers is substantial, affecting all cost metrics associated with milk production.

The losses in total milk production attributable to mastitis typically range from 5% to 25%; however, there have been instances where losses have been significantly higher. These figures underscore the critical importance of early detection, effective management, and the adoption of best practices in herd health to safeguard both the productivity and sustainability of the dairy industry.

The Gram-positive bacterium Streptococcus is the primary causative agent of clinical mastitis in dairy cattle, leading to the manifestation of illness behaviours that significantly compromise animal welfare. The severity of mastitis extends beyond a mere reduction in milk production; it can adversely affect fertility, impair milk quality, increase the rate of culling within dairy herds, and, in severe cases, result in mortality. These wide-ranging impacts are considerable and have a direct and detrimental effect on farm profitability, underscoring the critical need for effective detection, management, and prevention strategies within the dairy industry.

(b) Development of Bovine Mastitis POU Test

Development of the Bovine Mastitis POU Test commenced in late 2024, with a formal research agreement being entered into between the Company's wholly owned subsidiary, Nexgen Nanosensors Pty Ltd (Nexgen) and RMIT in early 2025 (refer to Section 0 for a material summary of the terms of the research agreement) under which Nexgen and RMIT co-invested in the identification and development of biosensors for GBS detection in cows.

As the Bovine Mastitis POU Test is intended to test for the incidence of the Streptococcus bacterium, development of the Bovine Mastitis POU Test will leverage off the research and development undertaken during the development of the Rapid GBS Test. The Bovine Mastitis POU Test will have a less stringent regulatory pathway than as will be required for the MedTech products, with further details set out in Section 6.7.2.

(c) ARC Grant

The ARC is a Commonwealth entity established as an independent body, reporting to the Minister for Education, which administers the 'Linkage Program - Industrial Transformation Research

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Program' (ITRP). The ARC's purpose is to help shape Australian research for the nation's economic, social, environmental and cultural benefit by enabling excellent research; evaluating the excellence, impact and depth of Australian research; providing expert advice and research grants services; supporting research integrity and promoting ethical research.

La Trobe University (La Trobe) was awarded an ITRP grant (ARC Grant), the terms of which are governed by the research funding agreement with the Commonwealth, represented by and acting through the ARC. The ARC Grant was awarded to establish the ARC industrial transformation research hub (ARC Research Hub) titled 'ARC Research Hub for Molecular Biosensors at Point-of Use (MOBIUS).

The ARC Research Hub's primary goal is to accelerate the growth of Australia's emerging biosensing industry, with a stated aims of bridging the gap between university research and industry. Establishing the ARC Research Hub evidences the importance of point-of-need biosensing technologies, traditionally limited to healthcare, in agriculture, food production, defence, biosecurity, and environmental protection.

Nexgen is the recipient of a grant under the MOBIUS ARC Research Hub, through which, Nexgen is developing a low-cost sensor for on-farm detection of bovine mastitis in partnership with RMIT and CSIRO. The total value of this project is $1.75 million, further details of which are set out in Section 0.

(d) Commercialisation of the Bovine Mastitis POU Test

The initial phase of market entry will focus on regions with advanced dairy industries and established regulatory frameworks, including Australia, New Zealand, the US, and EU.

In Australia and New Zealand, Nexsen will either register the product or appropriate exemptions will be sought, while seeking partnerships with leading industry organisations for pilot deployments. In the US, the company plans to engage with major veterinary distributors to ensure broad market reach. For the EU, Nexsen aims to pursue the self-declared CE marking process.

Demonstration projects and pilot programs will be conducted in collaboration with high-yield farms to generate robust field data, illustrating the test's capacity to detect bovine mastitis in its early stage before the clinical symptoms of mastitis start to appear. Sales channels will be tailored to the needs of the market, with direct sales to large corporate dairy farms and distribution through veterinary clinics.

Following successful entry into these primary markets, Nexsen will aim to expand globally by forming strategic partnerships with key players in Asia, Latin America, and Africa. In Asia, the company will work with established dairy cooperatives and processors to facilitate bulk procurement, while in Latin America, joint ventures with local animal health companies will be pursued to access large-scale dairy operations. In Africa, Nexsen will participate in internationally backed programs to introduce its technology to emerging dairy industries. Significant global efforts and investments both by the Governments and not-for-profit agencies in reducing the use of antibiotics to combat rapidly emerging antimicrobial resistance is likely to create opportunities for Nexsen in forming substantial partnerships for the product roll-out and market access.

6.4.2 Biosecurity POU Tests

Australia has a unique biodiversity that not only supports our environment, but also significantly contributes to the economy through agricultural exports. Preventing the introduction of invasive species, pests and diseases that pose biosecurity threats to Australia is critical to retain our competitive edge. These aspects are not restricted to Australia, and biosecurity remains a critical issue globally.

Current biosecurity surveillance tools are lab-based, time-consuming and resource-intensive, making them unsuitable for quick on-site use by biosecurity officers. This drives the demand for fast, accurate, and portable sensors that require minimal expertise to operate.

To address these global biosecurity surveillance challenges, Nexsen is working with RMIT University and the Commonwealth Department of Agriculture, Fisheries and Forestry (DAFF) to develop point-of-use nanosensors for rapid detection of high-priority biosecurity threats (ARC Biosecurity Grant). This project, valued at $1.6 million recently received funding from the Australian Research Council to support the ARC Early Career Industry Fellowship of Dr Pabudi Weeranthunge, one of RMIT's key researchers involved in the development of the GBS Rapid Sensor.

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The application for the ARC Biosecurity Grant was made by jointly by RMIT, as administering organisation, and Process Capital Pty Ltd (Process Capital), as key industry partner. Process Capital is a company controlled by Nexesen's Managing Director, Mark Muzzin, which has assigned the right to be key industry participant under the ARC Biosecurity Grant to Nexsen for nil consideration. While this assignment is subject to Commonwealth Government approval and partnership agreements being entered, given Mark Muzzin's involvement in the application process and Nexsen's technical, financial and operational credentials, Nexsen is not aware of any reason that the assignment will not be approved.

The project will develop sensors for the detection of two priority biosecurity pests, including Xylella fastidiosa (Australia's top priority plant pathogen) and Candidatus liberibacter (#6 on priority list, and #1 for citrus industry). Both these pathogens can cause significant losses, particularly to the grape and citrus industries.

The Australian Bureau of Agricultural and Resource Economics and Sciences estimates that the economic impact of Xylella could reach between $2.8-$7.9 billion over 50 years in the grape and wine sector. With over 300 plant species at risk, the potential for widespread infection of this pathogen is significant. Similarly, the Huanglongbing disease caused by C. liberibacter in citrus plants has resulted in losses in Asia and its establishment in Brazil resulted in 3 million infected trees from 2004 to 2008.

Once these sensors are developed, these will benefit local government agencies, farmers, agricultural cooperatives, and biosecurity officers by introducing an enhanced on-site biosecurity monitoring system for high priority agents. The involvement of the key Commonwealth biosecurity regulatory agency (DAFF) in this project is likely to expedite the approval and end-user uptake of these biosecurity diagnostics products. Nexsen's products are also likely to assist policymakers in developing evidence-based strategies to reduce risks from invasive species.

This new technology has the potential to transform Australian biosecurity by enabling early detection of threats offshore, at our borders, and onshore. This project is poised to reduce economic losses linked to pest establishment and management, ultimately fortifying agriculture, protecting the environment, and enhancing the societal well-being. Additionally, it will pave the way for future innovations in sensor technologies.

6.5 Nexsen.AI

Nexsen intends to redefine diagnostic capabilities through the development of Nexsen.AI, a proprietary artificial intelligence (AI) platform engineered to accelerate the discovery of bioreceptor molecules for high-impact disease targets and biomarkers. This advanced platform is intended to facilitate faster, more intelligent, and scalable diagnostic solutions, thereby transforming conventional diagnostic processes.

By harnessing machine learning and computational biology, Nexsen.AI aims to streamline selection of bioreceptors (including, artificial antibodies, DNA aptamers and small peptides), enhance their target binding affinity, and reduce development timelines—ultimately enabling next-generation POC Diagnostics for critical health conditions. This innovation aligns with Nexsen's commitment to advancing precision medicine and addressing unmet clinical needs through cutting-edge emerging technologies.

For instance, DNA aptamers represent a highly sensitive and cost-effective alternative to antibodies for use in diagnostic devices. Traditionally, the identification of aptamers with strong binding affinity to bacterial or viral targets has been a protracted and labour-intensive process, requiring 12 to 24 months of extensive manual scientific data analysis and laboratory validation.

This conventional approach was successfully employed for Nexsen's first-generation diagnostic; however, the Company now embraces the future with Nexsen.AI, a proprietary AI platform designed to revolutionise this process. By integrating advanced AI-driven data mining, molecular modelling, and machine learning, Nexsen aims to reduce aptamer discovery timelines to six months or less. This acceleration enables rapid development of diagnostic tools, enhances cost efficiency, and unlocks scalability across multiple disease targets, positioning Nexsen at the forefront of next-generation diagnostic innovation.

Nexsen.AI will leverage AI and biophysical simulation techniques to access and analyse vast global biomedical datasets to identify potential bioreceptor-binding sites on target pathogens, apply computational structural modelling to predict molecular targets (epitopes) for bioreceptors with high binding potential, train machine learning models to prioritise bioreceptor candidates with the strongest likelihood of success, based on predictive biophysical characteristics and deliver a pre-screened

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shortlist of high-confidence candidates for human researchers to validate in the laboratory, dramatically reducing time, cost, and complexity.

There are a number of strategic benefits for Nexsen in creating an AI basis for its research and development. These include:

(a) Acceleration of Development Timelines: Reduces the traditional 12 to 24-month aptamer development cycle to one within 6 months, enabling faster market readiness, and quicker response to emerging diagnostic needs.

(b) Cost Efficiency and Increased R&D Throughput: Cuts costs by reducing manual research and trial phases. Allows more aptamer projects to be developed in parallel, without requiring a proportionate increase in laboratory or staff resources.

(c) Scalable Platform for Future Expansion: Once validated, the AI platform can be applied to other bacterial, viral, or protein targets, creating a repeatable discovery engine for a full pipeline of diagnostic solutions.

(d) First-Mover and IP Advantage: Nexsen gains early leadership in AI-assisted aptamer development, with the potential to build proprietary datasets, models, and methods that are commercially defensible and licensable.

(e) Strengthened Scientific and Institutional Partnerships: Deepens collaboration with RMIT and other Nexsen partners, enhancing access to leading research infrastructure, as well as increasing opportunities for future joint initiatives and funding success.

(f) Commercial Competitive Edge: Delivers high-quality aptamer candidates with improved specificity and sensitivity, supported by robust datasets for regulatory and clinical confidence, which are essential for commercial adoption.

(g) Lower Development Risk: By narrowing the focus to candidates with the highest predicted success, Nexsen reduces the risk of clinical or technical failure, improving pipeline quality and capital efficiency.

(h) Enhanced Investor and Market Appeal: Positions Nexsen as a platform-based biotech innovator (not just a diagnostics developer), thereby increasing valuation and strategic interest from investors, acquirers, and global partners.

6.6 Indicative Future Indications

The Nexsen Platform is built to respond quickly to global diagnostic challenges - using a modular sensor architecture and in-house AI to rapidly identify disease-specific biomarkers and develop targeted tests. It's this lean and scalable approach that allows will allow us to move fast, adapt to emerging needs, and create commercial value wherever fast, rapid diagnosis and sensors are needed most.

Other high potential future indications that Nexsen may look to target include;

(a) Dengue Fever: Dengue fever is critically active in roughly ninety countries with 7.6 million reported cases.

(b) Gonorrhoea: There are 82.4 million new infections in 2020 with many cases asymptomatic.

(c) MRSA: A global health-threatening organism in healthcare settings resistant to antibiotic treatment.

(d) Hand, Foot & Mouth Disease: A common infection with outbreaks in Asia infecting millions of children.

Nexsen has no present commitments towards research into these future indications however they are indicative of the global unmet needs that the Nexsen Platform could be applied towards.

6.7 Regulatory Pathway

6.7.1 MedTech Regulatory Pathway

The Company's first focus for achieving regulatory approvals of its GBS Rapid Sensor is the US Food and Drug Administration (FDA) as the prime global regulator for medical devices.

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To access the lucrative US market, the generally accepted pathway for most moderate-to-low risk medical devices is US FDA 510(k) pathway. The 510(k) process requires a manufacturer to demonstrate that its device is "substantially equivalent" to a legally marketed predicate device.

The 510(k) submission itself is a comprehensive dossier. It includes a detailed device description, technical schematics, and a summary of the analytical and clinical performance characteristics of the device. Labelling materials, such as the instructions for use, packaging and promotional claims, must comply with FDA labelling regulations. A thorough risk analysis, following ISO 14971, must be included to address potential hazards such as false negatives and detail the risk mitigation strategies in place.

The regulatory timeline for a 510(k) submission begins with a pre-submission meeting (Q-Sub) with the FDA, which is recommended to align on the clinical protocol and address any anticipated regulatory questions. Analytical and clinical testing may take six to twelve months, after which the 510(k) dossier will be filed with the FDA. The FDA review period is typically ninety days, although this may be extended if the agency requests additional information. Following clearance, Nexsen must maintain robust quality systems, including design history files and implement a post-market surveillance plan.

Nexsen's GBS Rapid Sensor is being developed as a low-to-moderate risk medical device to be compliant with the US FDA regulations. Such products generally undergo an expedited regulatory clearance pathway through the US FDA 510(k) process, which results in a streamlined and cost-effective pathway to market entry as compared to higher-risk devices. It is anticipated that the AKI/CKD POC Tests will follow a similar pathway.

The US FDA 510(k) submission dossier requires pre-clinical and clinical data to support the regulatory approval process. Most of the pre-clinical analytical studies have been completed, with a human clinical trial planned to begin in Q4 CY2025 to support the 510(k) application.

The low-to-moderate risk classification of GBS Rapid Sensor is typically consistent across other major regulators, meaning the Company can pursue parallel, or harmonised submissions, in multiple jurisdictions. Nexsen aims to concurrently advance regulatory pathways in India, Malaysia, EU and Australia. Upon securing the product clearance in the first jurisdiction, when appropriate, the company aims to leverage international recognition to expedite market entry in other secondary jurisdictions. This approach balances global expansion with efficient resource allocation.

Nexsen is actively working with expert regulatory consultants to map and execute its global submission strategy, ensuring that all products meet the appropriate standards for safety, effectiveness, and quality in the POC diagnostics category. Nexsen has commenced the establishment of its Quality Management System (QMS) to comply with global regulatory requirements as a medical device manufacturer. Nexsen also ensures that third party manufacturers and contractors that it engages are also regulatory-compliant.

Nexsen intends to pursue registration of its medical devices in Australia through the Therapeutic Goods Administration (TGA), in accordance with the country's rigorous regulatory framework. The TGA is responsible for ensuring that all medical devices supplied in Australia meet stringent standards of safety, quality, and efficacy.

Before any Nexsen device can be legally marketed or distributed in Australia, it must be included in the Australian Register of Therapeutic Goods (ARTG). This process is governed by the Therapeutic Goods (Medical Devices) Regulations 2002 and is closely aligned with international standards, particularly those of the European Union, which facilitates global harmonisation and recognition of prior approvals.

FDA approval significantly streamlines subsequent regulatory registrations in Australia and other international markets by leveraging the principle of international recognition. By prioritising the United States market initially, Nexsen capitalises on the size and maturity of its diagnostics sector, while simultaneously engaging with Asian markets to diversify regulatory risk and broaden its commercial footprint. Australia's Therapeutic Goods Administration (TGA) further enhances this strategy by recognising FDA data, thereby accelerating the domestic product launch and eliminating the need for duplicative clinical trials. This tiered and strategic approach positions Nexsen for scalable global deployment, with FDA approval serving as the foundational milestone that facilitates expedited access to markets worldwide.

6.7.2 AgTech Regulatory Pathway

For AgTech diagnostic products regulations are less stringent than for human products.

In the US the FDA also has oversight over devices intended for animal use, however these do not require submission of a 510(k) or other approval pathway, with the responsibility on the manufacturer to assure that the device is safe, effective and properly labelled. In the EU, there is no harmonised legislation on veterinary POU products, although manufacturers must comply with directives on product liability and general product safety. In Australia, POU testing products with a biochemical reaction need to be registered with the Australian Pesticides and Veterinary Medicines Authority (APVMA) with registration requirements including labelling and demonstration that manufacturing premises adhere to the Code of Good Manufacturing Practice.

The Biosecurity POU test is early in development and as such Nexsen has not yet commenced its analysis of the regulatory requirements for this product. It is expected that the Biosecurity POU test will be required to be manufactured in a manner that adheres to the Code of Good Manufacturing Practice and that Federal Government approvals will be required in key jurisdictions before being approved for use as a monitor for biosecurity threats.

6.8 Marketing of Nexsen

Nexsen's marketing approach is designed to build awareness, credibility, and commercial interest across globally significant unmet needs. Nexsen's ultra-sensitive, rapid, convenient POC Diagnostic products save time, save lives, and reduces economic burden of disease.

By bringing lab-grade testing to the POC Diagnostics, Nexsen aims to displace pathology-based testing in existing indications as well as enabling clinical interventions not practically achievable with current technologies.

As the Company moves toward commercialisation, the following key marketing objectives form its strategy.

(a) Scientific and Clinical Engagement: Partnering with healthcare providers and research institutions to support clinical validation and early adoption, particularly through pilot programs and demonstration projects.

(b) Industry and Conference Presence: Participating in healthcare, biotech, and diagnostics industry conferences, (both domestically and internationally), to showcase the technology, engage with potential distributors, and build relationships with key industry leaders.

(c) Targeted Stakeholder Outreach: Engaging with hospitals, clinics, aged care providers, consumer advocacy groups, and veterinary networks through direct outreach, educational materials, and relationship-building with early adopters.

(d) Digital and Online Channels: Establishing a professional online presence through website, and industry-focused digital content, aimed at educating target markets about the benefits of POC diagnostics in targeted indications. Additionally, with respect to the GBS Rapid Sensor, the Company has launched gbsaware.com, a platform designed to increase awareness of GBS globally.

(e) Government and Public Health Alignment: Aligning with public health priorities and funding programs to position the technology as a solution to urgent clinical and system-wide needs.

(f) Engaging commercial engagements: Partnering with healthcare providers and research institutions to support clinical validation and early adoption, particularly through pilot programs and demonstration projects.

Nexsen's marketing strategy will continue to evolve as products progress through regulatory approval, and the Company prepares for full commercial launch.

6.9 Growth Strategy

Nexsen's growth strategy is focused on building a scalable, multi-product diagnostic business that delivers rapid, POC testing solutions across human and animal health markets. The Company's key growth strategies include:

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(a) Commercialisation of GBS Rapid Sensor: Progressing our most advanced diagnostic project, the GBS Rapid Sensor, through clinical validation, regulatory approval (i.e. FDA, CDSCO, MDA, EU Mark, and TGA.), and commercial launch in our target markets. If successful, this will serve as the Company's initial revenue-generating product, and proof of the Company's capabilities with its proprietary biosensing technology.

(b) Expansion of Product Pipeline: Advancing a portfolio of biosensing diagnostics for additional targets including kidney disease, Bovine Mastitis, and biosecurity threats, as well as broadening market reach and leveraging technological capabilities.

(c) Strategic Partnerships and Distribution Agreements Establishing agreements with distributors, healthcare providers, NGOs, consumer advocacy groups, veterinary networks, and public health agencies to drive adoption, scale market access, and reduce time to revenue.

(d) Ongoing Investment in Intellectual Property and Innovation" Strengthening the Company's Intellectual Property through new patent filings, and expanding biomarker discovery capabilities (including Nexsen.AI), to support future diagnostic development.

(e) Operational Scale-Up: Preparing for manufacturing scale-up, regulatory and quality assurance, and logistics frameworks that enable reliable, and cost-effective delivery of diagnostic products to market.

Nexsen aims to establish a long-term position as a global leader in point-of-care diagnostics, with scalable applications across clinical, community, in-home, veterinary, and rural or remote regions.

6.10 Key Objectives

The Company's key objectives following completion of the Public Offer and successful listing on ASX include;

(a) completion of clinical trial for its GBS Rapid Sensor and commercialisation of the product;

(b) continuing research and development into the kidney disease diagnostic tests and preparing for clinical trials and commercialisation;

(c) continuing development of its Bovine Mastitis test and commercialising the product;

(d) continuing development of its Biosecurity surveillance and detection products and planning for field-testing studies;

(e) continuing the Nexsen.AI development program to fast track the development of future novel biosensors;

In addition to the above, a successful Public Offer and ASX listing will:

(a) enhance Nexsen's public profile in the MedTech and AgTech industries, with a focus on innovative early diagnostics as a result of becoming an ASX listed entity;

(b) provide Shareholders with access to a liquid market for Shares;

(c) provide the Company with access to equity capital markets for potential future capital raising; and

(d) provide working capital for the Company.

6.11 Key Advantages

Nexsen is advancing a robust multi-product pipeline specifically designed to address significant unmet clinical needs across both human and animal health. The Company's most advanced project is the GBS Rapid Sensor, delivering results in under 30 minutes and enabling timely intervention for expectant mothers and newborns. This technology is particularly impactful in low-resource and remote settings, where access to conventional laboratory infrastructure is limited.

Nexsen's pipeline is underpinned by a proprietary nano-biotechnology platform developed through the GBS Rapid Sensor, ensuring high sensitivity, specificity, reliability, and scalability across diverse healthcare settings. Through a strategic collaboration with RMIT and a commitment to technological innovation, Nexsen is positioned to transform diagnostic accessibility on a global scale.

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Nexsen's strategic vision is for every person, globally, to benefit from at least one of our tests across their lifetime. The Company's vision encompasses not only infectious diseases but also chronic illnesses, reflecting a comprehensive approach to improving health outcomes worldwide.

Key advantages include:

(a) Large and Expanding Market Opportunity: The Nexsen platform has a number of potential applications across MedTech, AgTech and potentially other applications. Nexsen will focus its efforts on areas of globally significant unmet needs. Nexsen's most advanced product – the GBS Rapid Sensor – targets such a significant unmet need, with future planed products spanning the MedTech and AgTech sectors.

(b) GBS Rapid Sensor Nears Commercialisation: The Company's first diagnostic for human GBS is well advanced, with a defined regulatory pathway. Clinical trials will commence in Q4 CY2025 with ethics approval and TGA registration having been completed earlier this year.

(c) Pipeline of High-Value Products: Nexsen is progressing a multi-product pipeline that targets unmet clinical and medical needs, as well as unmet agricultural and biosecurity needs.

(d) Strong Research and Clinical Partnerships: Collaborations with institutions such as RMIT and Northern Health provide access to cutting-edge research, clinical validation pathways, and reduced development risk.

(e) Grant Funding: Nexsen's research has been partly funded by the Australian Commonwealth Government, with Nexsen's involvement in three research grants – (i) the GBS CRC-P Grant for the GBS Rapid Sensor, (ii) the ARC MOBIUS grant for the Bovine Mastitis POU Test, and (iii) a Nexsen-supported ARC Early Career Industry Fellowship for Dr Pabudi Weerathunge at RMIT to advance development of the Biosecurity POU Tests.

(f) RMIT Relationship: Nexsen has secured a long term strategic relationship with RMIT governing future projects and Nexsen's ability to acquire intellectual property developed in partnership with RMIT on favourable terms.

6.12 Key dependencies of the Company's business model

The key dependencies influencing the viability of the Company's business model are:

(a) Regulatory Approvals: The Company's ability to generate future revenue depends on securing regulatory approvals (i.e. TGA, FDA, MHRA, EMA, etc.) for its lead human GBS product and for the other diagnostic products under development in its pipeline. Delays or failure to achieve approval may materially impact commercialisation.

(b) Clinical Validation and Data Generation: Successful clinical studies, and supporting data, are essential to regulatory submission, partner engagement, and market confidence. Nexsen relies on third-party collaborators, such as Northern Health, to assist with clinical validation.

(c) Research and Development Partnerships: The Company depends on key partnerships, including with RMIT, for access to scientific expertise, facilities, and the technology rights critical to ongoing development, including negotiating and executing agreements for the acquisition or commercialisation of intellectual property, primarily with respect to the RMIT Background IP.

(d) Manufacturing and Supply Chain Execution: Nexsen's ability to scale commercially will rely on establishing reliable, cost-effective manufacturing and distribution channels that meet regulatory and market requirements.

(e) Grant and Capital Funding :The Company is currently partly reliant on government grants, such as the CRC-P program, to progress product development. Ongoing advancement will require access to additional capital, or commercial income, to be sought through future grants and capital raising activities post-listing.

(f) Market Uptake and Strategic Partnerships: Commercial success is also dependent on Nexsen's ability to form manufacturing, distribution, licensing, or channel partnerships, and to achieve early adoption by healthcare, veterinary and government stakeholders.

(g) Intellectual Property Protection: The strength and defence of Nexsen's patent portfolio and trademarks is essential to protect its technology and market position.

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6.13 Use of funds

The Company intends to apply funds raised from the Public Offer, together with existing cash reserves post-Admission, over the first two years following Admission as follows:

Funds available	Minimum Subscription ($6,000,000)	Percentage of Funds (%)	Maximum Subscription ($8,000,000)	Percentage of Funds (%)
Existing cash reserves[1]	$200,000	3.23%	$200,000	2.44%
Funds raised from the Public Offer	$6,000,000	96.77%	$8,000,000	97.56%
Total	$6,500,000	100.00%	$8,500,000	100.00%
Allocation of funds				
GBS Rapid Sensor: Product development, clinical validation, and regulatory approvals	$1,080,000	17.42%	$1,350,000	16.46%
GBS Rapid Sensor: Manufacturing, marketing, and commercialisation	$585,000	9.44%	$720,000	8.78%
Kidney Disease Diagnostic: Product development, clinical validation, and regulatory approval	$1,350,000	21.77%	$1,800,000	21.95%
Bovine Mastitis Diagnostic: Development, field testing, and regulatory	$135,000	2.18%	$180,000	2.20%
Nexsen.AI Bioreceptor Development Platform	$45,000	0.73%	$70,000	0.85%
New Projects and R&D	$900,000	14.52%	$1,250,000	15.24%
Corporate, Administrative, Marketing, IR	$900,000	14.52%	$1,210,000	14.76%
Expenses of the Offer[3]	$500,000	8.06%	$620,000	7.56%
Additional Working Capital and Contingency	$705,000	11.37%	$1,000,000	12.20%
Total	$6,200,000	100.00%	$8,200,000	100.00%

Notes:

1. Refer to the Financial Information set out in Section 7 for further details. The Company intends to apply these funds towards the purposes set out in this table, including the payment of the expenses of the Offers of which various amounts will be payable prior to completion of the Offers. Since 30 June 2025, the Company has expended approximately $223,104 in progressing the pre-commercialisation phases of the Company's lead diagnostic project for human GBS and preparing the Prospectus.
2. Corporate and administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees, corporate marketing, investor relations and other associated costs.
3. Further information on the costs of the Offers are set out in Section 11.10. Expenses of the Offers included in the above table reflect expenses not already expended prior to the Prospectus date.

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As such, this value does not directly reflect the full costs of the offer set out in Section 11.10, which includes amounts already paid.

The above table is a statement of current intentions as of the date of this Prospectus. Prospective investors should note that, as with any budget, the allocation of the funds may change depending on various intervening events and new circumstances, including the availability of future grants, research and development success, regulatory developments and market and general economic conditions. Accordingly, the Board reserves the right to alter the way funds are applied on this basis. It is anticipated that the funds raised under the Public Offer will enable two years of full operations (if the Minimum Subscription is raised). It should be noted that the Company may not be fully self-funding through its own operational cash flow at the end of this period. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding. Future capital needs will also depend on the success or failure of the Company's commercialisation activities for its diagnostic products.

In the event the Company raises more than the Minimum Subscription of $6,000,000 under the Public Offer but less than the Maximum Subscription, the additional funds raised will be first applied towards the expenses of the Offers and then proportionally to the other line items in the above table.

The Directors consider that following completion of the Public Offer, the Company will have sufficient working capital to carry out its stated objectives. However, it should be noted that an investment in the Company is highly speculative and prospective investors are encouraged to read the risk factors outlined in Section 8.

6.14 Nexsen corporate structure

Nexsen has two wholly owned subsidiaries, being Nexgen Nanosenors Pty Ltd (holding company for the Bovine Mastitis POU Test project) and Nexsen Biotech Pty UK Limited (a dormant entity domiciled in the United Kingdom). Further information on these acquisitions is set out in Section 10.3.2.

The parent entity, Nexsen Limited, is the primary operating company.

6.15 Capital structure

The capital structure of the Company as at the date of this Prospectus and following completion of the Offers (assuming both Minimum Subscription and Maximum Subscription under the Offer) is set out in the tables below:

Shares[1]	Minimum Subscription	Maximum Subscription
Shares currently on issue[2]	128,996,200	128,996,200
Shares to be issued pursuant to the Public Offer[3]	30,000,000	40,000,000
Shares to be issued on conversion of Convertible Notes[4]	31,200,000	31,200,000
Total Shares on completion of the Offers	190,196,200	200,196,200

Notes:

1. The material rights and liabilities attaching to the Shares are summarised in Section 11.2.
2. The existing Shares on issue comprises an original issue to various founders at incorporation, and a series of financing rounds including a $0.001 per Share pre-seed in June 2022, a conversion of seed convertible notes in January 2024 ($0.04558 per Share), a series A raising in January 2024 ($0.10 per Share), and an issue to RMIT in January 2025 ($0.20 per Share) pursuant to the IP Assignment Agreement further described in Section 10.3.1.
3. The Company is raising a minimum of $6,000,000 through the issue of 30,000,000 Shares, with the ability to accept oversubscriptions to raise up to $8,000,000 through the issue of 40,000,000 Shares.
4. The Company has Convertible Notes with an aggregate face value of $3.12 million on issue, which will convert into Shares immediately prior to the Company's listing at $0.10 per Share.

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Options/Performance Rights	Minimum Subscription	Maximum Subscription
Options/Performance Rights currently on issue	Nil	Nil
Broker Options to be issued[1]	4,116,486	5,488,648
Incentive Options to be issued[2]	8,500,000	8,500,000
Performance Rights to be issued[3]	10,000,000	10,000,000
Total Options/Performance Rights on completion of the Offers	22,616,486	23,988,648

Notes:

1. Broker Options (exercisable at $0.30 within 3 years following the date of issue) to be issued to the Lead Manager (or its nominees) pursuant to the terms of the Lead Manager Mandate (refer to Section 10.1.1), being such number of Broker Options as has a value equivalent to 6% of funds raised under the Public Offer. Refer to Section 11.3 for a summary of the terms of the Broker Options.
2. Incentive Options to be issued to the Company's Directors and Senior Management, including 5 million Class A Incentive Options (exercisable at $0.30 within 3 years of issue) and 3.5 million Class B Incentive Options (exercisable at $0.50 within 3 years of issue).
3. Performance Rights to be issued to the Company's Directors and Senior Management, including:

Class	Number	Milestone
A	2,000,000	The Company securing HREC approval for a second clinical trial site for its GBS Rapid Sensor and collection of at least 100 clinical trial samples from at least two clinical trial sites for the GBS Rapid Sensor.
B	3,000,000	The Company either (i) completing the commercial sale of at least five thousand tests under a Nexsen diagnostic brand or (ii) securing at least $2 million in direct financial contribution from a grant funding body.
C	5,000,000	The Company receiving HREC approval for a clinical study for a Nexsen diagnostic for kidney disease or kidney function screening.

6.16 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Offers are set out in the respective tables below.

As at the date of the Prospectus

Shareholder	Shares	% of Shares
Mark Muzzin[1]	37,000,000	28.68%
Gavin Ball[2]	12,206,700	9.46%
Winsome Santa Maria[3]	10,250,000	7.95%
Regal Emerging Companies Opportunities Fund[4]	10,000,000	7.75%

Notes:

1. Mark Muzzin's interest in the Company is held either directly or as joint registered holder with his spouse.
2. Gavin Ball's interest in the Company includes the following associated entities Capital Corporation (Holdings) Pty Ltd, Vorian Investment (Holdings) Pty Ltd.
3. Winsome Mary Santa Maria's interest in the Company is held directly.
4. Held by Apex Fund Services Pty Ltd as custodian for the Regal Emerging Companies Opportunities Fund.

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As at completion of the Offers

Based on information known to the Company as at the date of this Prospectus on completion of the issue of Shares under the Public Offer (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Public Offer), the following persons (together with their associates) will have a relevant interest in 5% or more of the Shares on issue:

Shareholder	Shares	% of Shares Minimum Subscription	% of Shares Maximum Subscription
Mark Muzzin[1]	37,000,000	19.45%	18.48%
Gavin Ball	12,456,700	6.55%	6.22%
Winsome Santa Maria	10,250,000	5.39%	5.12%
Regal Opportunities[2]	10,000,000	5.26%	5.00%

Notes:

1. As further set out in Section 9.6, Mark Muzzin will be issued 200,000 Class A Performance Rights, 300,000 Class B Performance Rights and 500,000 Class C Performance Rights prior to admission of the Company to the Official List of ASX. Refer to Section 11.4 for the terms of the Performance Rights.
2. Gavin Ball's interest in the Company includes the following associated entities Capital Corporation (Holdings) Pty Ltd, Vorian Investment (Holdings) Pty Ltd and Kaelis Flinn Ball.
3. Winsome Mary Santa Maria's interest in the Company is held directly.
4. Held by Apex Fund Services Pty Ltd as custodian for the Regal Emerging Companies Opportunities Fund

The Company will announce to the ASX details of its top twenty Shareholders following completion of the Public Offer prior to the Shares commencing trading on ASX.

6.17 Restricted Securities

Subject to the Company being admitted to the Official List and completing the Offers, certain Shares will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of Shares in a timely manner.

None of the Shares issued under the Public Offer will be subject to escrow.

While the ASX has not yet confirmed the final escrow position, the Company anticipates that the following Securities will be subject to escrow:

(a) 143,596,200 Shares for up to 24 months from quotation, being Shares issued to seed capitalists and vendors of classified assets to the Company, including half of the Shares to be issued on conversion of the Convertible Notes;

(b) between 4,116,486 and 5,488,648 Broker Options for 24 months from quotation;

(c) 8,500,000 Incentive Options; and

(d) 10,000,000 Performance Rights.

The number of Securities that are subject to ASX imposed escrow are at ASX's discretion in accordance with the ASX Listing Rules and underlying policy. The above is a good faith estimate of the Shares that are expected to be subject to ASX imposed escrow.

The Company will announce to the ASX full details (quantity and duration) of the Shares required to be held in escrow prior to the Shares commencing trading on ASX (which admission is subject to ASX's discretion and approval).

The Company's 'free float' (being the percentage of Shares not subject to escrow and held by Shareholders that are not related parties of the Company (or their associates) at the time of Admission) will be approximately 24.50% (on Minimum Subscription) and 28.27% (on Maximum Subscription) comprising all Shares issued following completion of the Offers other than Shares subject to ASX imposed escrow or held by Directors or promoters.

6.18 Dividend policy

Payment of dividends by the Company is at the discretion of the Board. Given the stage of development of the Company, the Board anticipates that significant expenditure will be incurred in the development and commercialisation of the Company's intellectual property. These activities are expected to dominate at least the first two-year period following the Company's Admission. Accordingly, Directors have no current intention to declare and pay a dividend and no dividends are expected to be paid during the foreseeable future following the Company's listing on the ASX.

In determining whether to declare future dividends the Directors and will consider the level of earnings of the Company, the operating results and overall financial condition of the Company, future capital requirements, capital management initiatives, general business outlook and other factors the Directors may consider relevant at the time of their decision.

The Directors cannot and do not provide any assurances in relation to the future payment of dividends or the level of franking credits attaching to dividends can be given by the Company.

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7. FINANCIAL INFORMATION

7.1 Introduction

7.1.1 Financial Information

The financial information in this Section includes:

(a) Historical Financial Information, being the:

(i) Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025;

(ii) Historical Consolidated Statements of Cash Flows of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025; and

(iii) Historical Consolidated Statement of Financial Position of Nexsen as at 30 June 2025.

(b) Pro Forma Historical Financial Information, being the Pro forma Historical Consolidated Statement of Financial Position of Nexsen as at 30 June 2025.

The Historical Financial Information and the Pro Forma Historical Financial Information are collectively referred to as the Financial Information.

No forecast financial information has been provided for the Company.

Also summarised in this Section are:

(a) the basis of preparation and presentation of the Financial Information (see Section 7.2);

(b) the pro forma adjustments to the Historical Statement of Financial Position as at 30 June 2025 and reconciliations to the Pro Forma Historical Statement of Financial Position as at 30 June 2025 (see Section 7.4)

(c) management's discussion and analysis in respect of the Historical Financial Information (see Section 7.5).

The Financial Information has been reviewed and reported on by Moore Australia Corporate Finance (WA) Pty Ltd whose Independent Limited Assurance Report is contained in Annexure A. The Independent Limited Assurance Report has been prepared in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagement Involving Fundraising and/or Prospective Financial Information. Investors should note the scope and limitations of the Independent Limited Assurance Report.

The information in this Section should also be read in conjunction with other information contained in this Prospectus including:

(a) management's discussion and analysis set out in this Section;

(b) the risk factors described in Section 8;

(c) material accounting policies and critical areas of accounting judgements and estimates set out in Section 7.6;

(d) the Independent Limited Assurance Report on the Historical and Pro Forma Financial Information set out in Annexure A; and

(e) other information contained in the Prospectus.

Investors should also note that historical results are not a guarantee of future performance. All amounts disclosed in the tables are presented in Australian dollars unless otherwise stated.

7.1.2 Dividend Policy

The Company does not expect to pay any dividends in the near future, as its focus will primarily be on using its cash reserves to progress its Projects.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Board and will depend on the availability of distributable earnings and operating results and financial

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condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

7.1.3 Forecast Financial Information

Given the current status of the Company and the speculative nature of the Company's business, the Directors do not consider it appropriate to forecast future earnings. Any forecast information or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.

There are significant uncertainties associated with forecasting future revenues and expenses of Nexsen. Given uncertainty as to timing and outcome of Nexsen's growth strategies and the nature of the industry in which Nexsen operates, as well as uncertain macro market and economic conditions, Nexsen's performance in any future period cannot be reliably estimated. Given this and after consideration of ASIC Regulatory Guide 170, the Directors do not believe they have a reasonable basis to reliably forecast future earnings and accordingly forecast results have not been included in the Prospectus.

7.2 Basis of Preparation and Presentation of the Financial Information

7.2.1 Overview

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the historical financial performance, cash flows and financial position of Nexsen.

The Historical Financial Information has been prepared in accordance with all applicable International Financial Reporting Standards (IFRSs), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (IAS) and related Interpretations, promulgated by the International Accounting Standards Board (IASB). Compliance with IFRS has ensured compliance with Australian Accounting Standards.

The Company has applied all the new and revised IFRSs which are effective for the Company's accounting period beginning on 1 July 2024 consistently throughout the years/period presented to the extent required or allowed by transitional provisions in the IFRSs.

The impact of new and revised IFRS, which have been adopted during the years presented and effective as at the current date, to the results for each year presented is not significant.

The Pro Forma Historical Financial Information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards (AAS), other than that it includes certain adjustments which have been prepared in a manner consistent with AAS, which reflect the impact of certain transactions which are planned to or have taken place subsequent to 30 June 2025, as if they had occurred on or before 30 June 2025.

The Pro Forma Historical Financial Information does not reflect the actual Statement of Financial Position of Nexsen as at 30 June 2025. Nexsen believes that it provides useful information as it illustrates the financial position of the Company as at 30 June 2025 on the basis that the Capital Raising and other related pro forma transactions were completed as at that date.

The Financial Information is presented in an abbreviated form and does not include all of the disclosures, statements or comparative information required by AAS applicable to annual financial reports prepared in accordance with the Corporations Act.

Accounting policies have been consistently applied throughout the periods presented. Material accounting policies of Nexsen, relevant to the Financial Information are set out in Section 7.6.

7.2.2 Preparation of Financial Information

The Historical Financial Information for Nexsen has been derived from the audited general purpose historical financial reports of Nexsen for the years ended 30 June 2023, 30 June 2024 and 2025.

The financial statements of Nexsen were audited by Moore Australia Audit (WA), which issued unmodified audit opinions for each of the periods specified. For the year ended 30 June 2025, Moore

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Australia Audit (WA) raised an emphasis of matter in respect of a material uncertainty related to going concern.

The Pro Forma Historical Financial Information has been prepared for the purposes of inclusion in this Prospectus. The Pro Forma Historical Financial Information has been derived from the Historical Statement of Financial Position as at 30 June 2025, adjusted to reflect proposed transactions as set out in Section 7.4.2.

The Pro forma Historical Financial Information presented in this Prospectus has been reviewed by Moore Australia Corporate Finance (WA) Pty Ltd, whose Independent Limited Assurance Report is contained in Annexure A. Investors should note the scope and limitations of that report.

7.3 Historical Financial Information

7.3.1 Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income

The table below sets out the Historical Consolidated Statements of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2023, 30 June 2024 and 30 June 2025.

	Audited Year ended 30 June 2025 $	Audited Year ended 30 June 2024 $	Audited Year ended 30 June 2023 $
Income			
Grant income	931,605	625,925	-
Other income	-	5,938	-
Expenses			
Employee benefit expense	(472,810)	(67,458)	-
Project expenses	(2,122,613)	(177,284)	-
Marketing expense	(35,903)	(25,122)	-
Finance expense	(2,342,407)	(66,846)	(137,579)
Other expenses	(979,714)	(277,263)	(3,233)
Profit/(Loss) before income tax	(5,021,842)	17,890	(140,812)
Income tax expense	-	(17,063)	-
Profit/(Loss) for the year	(5,021,842)	827	(140,812)
Other comprehensive income	-	-	-
Total comprehensive Income/(Loss) for the year	(5,021,842)	827	(140,812)

7.3.2 Historical Consolidated Statements of Cash Flows

The table below sets out the Historical Consolidated Statements of Cash Flows for the years ended 30 June 2023, 30 June 2024 and 30 June 2025.

	Audited Year ended 30 June 2025 $	Audited Year ended 30 June 2024 $	Audited Year ended 30 June 2023 $
Cash flows from operating activities			

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	Audited Year ended 30 June 2025 $	Audited Year ended 30 June 2024 $	Audited Year ended 30 June 2023 $
Receipts from grants	1,133,352	771,268	-
Other receipts	-	-	193,247
Payments to suppliers and employees	(4,340,651)	(797,753)	(151,391)
Taxes paid	-	(17,063)	-
Net cash flows provided by/(used in) operating activities	(3,207,299)	(43,548)	41,856
Cash flows from investing activities			
Purchase of intangible assets	(81,119)	(262,624)	(56,270)
Net cash flows used in investing activities	(81,119)	(262,624)	(56,270)
Cash flows from financing activities			
Proceeds from the issue of equity	-	1,048,060	4,727
Proceeds from borrowings	3,120,000	-	-
Repayment of borrowings	-	(164,180)	-
Net cash flows provided by financing activities	3,120,000	883,880	4,727
Net increase/(decrease) in cash and cash equivalents	(168,418)	577,708	(9,687)
Cash and cash equivalents at beginning of the year	591,522	13,814	23,501
Cash and cash equivalents at the end of the year	423,104	591,522	13,814

7.3.3 Historical Consolidated Statements of Financial Position

The table below sets out the Historical Consolidated Statement of Financial Position as 30 June 2025.

	Audited 30 June 2025 $
Assets	
Current assets	
Cash and cash equivalents	423,104
GST receivable	230,284
Current tax receivable	639,668
Total current assets	1,293,056
Non-current assets	
Intangible assets	1,964,629
Total non-current assets	1,964,629

	Audited 30 June 2025 $
Total assets	3,257,685
Liabilities	
Current liabilities	
Trade and other payables	253,929
Convertible notes	3,120,000
Total current liabilities	3,373,929
Non-current liabilities	
Total non-current liabilities	-
Total liabilities	3,373,929
Net liabilities	(116,244)
Shareholders' equity	
Issued capital	2,521,561
General reserve	2,592,310
Accumulated losses	(5,230,115)
Total equity	(116,244)

7.4 Pro Forma Historical Financial Information

7.4.1 Pro Forma Historical Consolidated Statement of Financial Position

The table below set out the Pro Forma Historical Statement of Financial Position of the Company as at 30 June 2025. The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

	Ref	Audited 30 June 2025 $	MIN Unaudited Pro Forma Adjustments $	MIN Unaudited Pro Forma 30 June 2025 $	MAX Unaudited Pro Forma Adjustments $	MAX Unaudited Pro Forma 30 June 2025 $
Assets						
Current assets						
Cash and cash equivalents	7.4.3	423,104	5,270,611	5,693,715	7,148,044	7,571,148
GST receivables		230,284	-	230,284	-	230,284
Current tax receivable		639,668	-	639,668	-	639,668
Total current assets		1,293,056		6,563,667		8,441,100
Non-current assets						
Intangible assets		1,964,629	-	1,964,629	-	1,964,629
Total non-current assets		1,964,629		1,964,629		1,964,629
Total assets		3,257,685		8,528,296		10,405,729

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Liabilities						
Current liabilities						
Trade and other payables		253,929	-	253,929	-	253,929
Convertible Notes	7.4.4	3,120,000	(3,120,000)	-	(3,120,000)	-
Total current liabilities		3,373,929		253,929		253,929
Non-current liabilities						
Total non-current liabilities		-		-		-
Total liabilities		3,373,929		253,929		253,929
Net assets/(liabilities)		(116,244)		8,274,367		10,151,800
Equity						
Issued capital	7.4.5	2,521,561	11,491,932	14,013,493	13,244,445	15,766,006
General reserve		2,592,310	(2,592,310)	-	(2,592,310)	-
Share based payment reserve	7.4.6	-	1,018,000	1,018,000	1,138,000	1,138,000
Accumulated losses	7.4.7	(5,230,115)	(1,527,011)	(6,757,126)	(1,522,091)	(6,752,206)
Total Equity		(116,244)		8,274,367		10,151,800

7.4.2 Notes on the Pro Forma Historical Consolidated Statement of Financial Position

The Pro Forma Consolidated Statement of Financial Position as at 30 June 2025 is based on the Historical Consolidated Statement of Financial Position of Nexsen as at 30 June 2025 incorporating the following adjustments which have either taken place subsequent to 30 June 2025, or are expected to take place on or around the time the Company lists on the ASX:

(a) The conversion of convertible notes with a face value of $3,120,000 into 31,200,000 shares upon listing at a conversion price of $0.10 per share and the recognition of the discount on conversion of $3,120,000 in accumulated losses;

(b) Subscription of between 30,000,000 shares at $0.20 each to raise $6,000,000 (the Minimum Subscription) and 40,000,000 shares at $0.20 each to raise $8,000,000 (the Maximum Subscription) under the Public Offer;

(c) Direct expenses of the Public Offer totaling $388,068 under the Minimum Subscription and $515,555 under the Maximum Subscription (including broker fees of $360,000 and $480,000 respectively), which have been deducted from cash and debited to share capital;

(d) The payment out of cash of estimated other listing costs of $341,321 under the Minimum Subscription and $336,401 under the Maximum Subscription and the expensing of this amount to accumulated losses;

(e) The issue of Broker Options to Alpine Capital exercisable at $0.30 per option over three years from issue date. The number of Broker Options to be issued is calculated by reference to 6% of the final Public Offer raised, therefore a value of $360,000 under the Minimum Subscription and $480,000 under the Maximum Subscription. This expense has been debited to share capital;

(f) The issue of 8,500,000 Incentive Options as follows:

  (i) 5,000,000 Class A Incentive Options exercisable at $0.30 per option over three years from the issue date, vesting on IPO. A value of $437,000 has been recognised as an expense has been debited to accumulated losses;

  (ii) 3,500,000 Class B Incentive Options exercisable at $0.50 per option over three years from the issue date, vesting on IPO. $221,000 has been recognised as an expense has been debited to accumulated losses; and

(g) The issue of 10,000,000 Performance Rights which entitle the holder to subscribe for one share for every Performance Right held for nil consideration. The Performance Rights convert on the

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achievement of milestones as detailed in Section 11.4 of this Prospectus. No expense has been recognised for the Performance Rights as they include milestone conditions and do not vest until subsequent to the listing.

7.4.3 Pro Forma Cash Reconciliation

The table below details the reconciliation of the pro forma cash balance of Nexsen as 30 June 2025, reflecting the actual cash at bank at that date and reflecting the impact of the pro forma adjustments as set out in Section 7.4.2.

	MIN Pro Forma $	MAX Pro Forma $
Cash at 30 June 2025	423,104	423,104
Proceeds from the Public Offer (before costs)	6,000,000	8,000,000
Direct cash costs of the Public Offer	(388,068)	(515,555)
Other cash costs of listing	(341,321)	(336,401)
Pro forma balance	5,693,715	7,571,148

7.4.4 Pro Forma Convertible Notes

The table below details the reconciliation of the pro forma convertible notes balance of Nexsen as 30 June 2025, reflecting the actual convertible notes at that date and reflecting the impact of the pro forma adjustments as set out in Section 7.4.2.

	MIN Pro Forma $	MAX Pro Forma $
Convertible Notes at 30 June 2025	3,120,000	3,120,000
Conversion of Convertible Notes into shares	(3,120,000)	(3,120,000)
Pro forma balance	-	-

[1]Convertible Notes convert into Nexsen shares on IPO at a 50% discount to the IPO price. The discount on conversion has been recognised as an expense in accumulated losses.

7.4.5 Pro forma Share Capital Reconciliation

The table below details the reconciliation of the pro forma share capital balance of Nexsen as at 30 June 2025 reflecting the actual share capital balance at that date and reflecting the impact of the pro forma adjustments as set out in Section 7.4.2:

	MIN Pro Forma No.	MIN Pro Forma $	MAX Pro Forma No.	MAX Pro Forma $
Ordinary issued and paid up share capital				
Share capital as at 30 June 2025	128,996,200	2,521,561	128,996,200	2,521,561
Convertible Note conversion	31,200,000	6,240,000	31,200,000	6,240,000
Public Offer	30,000,000	6,000,000	40,000,000	8,000,000
Broker Options	-	(360,000)	-	(480,000)
Direct cash costs of the Public Offer	-	(388,068)	-	(515,555)

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Pro forma balance	190,196,200	14,013,493	200,196,200	15,766,006

7.4.6 Pro forma Share Based Payment Reserve Reconciliation

The table below details the reconciliation of the pro forma share based payment reserve balance of Nexsen as at 30 June 2025, reflecting the actual share based payment reserve balance at that date and the impact of the pro forma adjustments as set out in Section 7.4.2:

	MIN Pro Forma No.	MIN Pro Forma $	MAX Pro Forma No.	MAX Pro Forma $
Ordinary issued and paid-up share options				
Options and Performance Rights as at 30 June 2025	-	-	-	-
Broker Options	4,116,486	360,000	5,488,648	480,000
Incentive Options	8,500,000	658,000	8,500,000	658,000
Performance rights[1]	10,000,000	-	10,000,000	-
Pro forma balance	22,616,486	1,018,000	23,988,648	1,138,000

[1] Performance Rights do not vest until subsequent to the listing.

Broker and Incentive Options have been valued using a Black & Scholes valuation with the following inputs: Share price: $0.20; Exercise Price: $0.30 (for Broker Options and Class A Incentive Options) or $0.50 (for Class B Incentive Options); Exercise Period: 3 years; Risk free rate: 3.39%; Volatility: 80%. for a value per Option of approximately $0.0875 for the Broker Options and Class A Incentive Options and $0.0774 for the Class B Incentive Options..

7.4.7 Pro forma Accumulated Losses Reconciliation

The table below details the reconciliation of the pro forma accumulated losses balance of Nexsen as at 30 June 2025, reflecting the actual accumulated losses balance at that date and the impact of the pro forma adjustments as set out in Section 7.4.2:

	MIN Pro Forma $	MAX Pro Forma $
Accumulated losses at 30 June 2025	(5,230,115)	(5,230,115)
Discount on conversion of Convertible Notes	(527,690)	(527,690)
Incentive Options	(658,000)	(658,000)
Other costs of listing	(341,321)	(336,401)
Pro forma balance	(6,757,126)	(6,752,206)

7.4.8 Subsequent Events

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 June 2025 not otherwise disclosed in this report or the Prospectus that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

7.5 Management Discussion and Analysis of the Historical Financial Information

General Overview

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The section below is a discussion of Nexsen's operating and financial performance during the period of the Historical Financial Information, and which may impact on future operating and financial performance.

The general matters discussed below are a summary only, do not represent all events and factors that affected the Company's historical operating and financial performance, nor everything that may affect the Company's operating and financial performance in future periods.

The information in this section should also be read in conjunction with the risk factors set out in Section 8 and the other information set out in this Prospectus.

Revenue

Due to Nexsen being in the early stages of product development, it is not yet generating revenue from the sale of products. Grant income relating to expensed costs are matched to related expenses and recognised as revenue in the P&L as appropriate.

Expenses

The fluctuations in expenses during the years presented are primarily driven by project development and the availability of grant income to fund related operations.

Tax

Nexsen has incurred tax losses to date. Nexsen has not recognised a deferred tax asset as at 30 June 2025.

Key Factors Affecting Historical Statement of Cashflows

Due to the early stages of the Company's operating activities and product development, cash generated from operations, including grant income, is not sufficient to sustain operations. The principal source of funding for the Company during the years presented has been capital raised through the issue of shares and convertible notes.

Working Capital

Subsequent to the proposed Minimum Subscription, as illustrated in the Pro Forma Historical Statement of Financial Position, the pro forma net current assets of Nexsen as at 30 June 2025 would be approximately $6.3 million, based on the Minimum Subscription before costs of $6 million.

Funding

Nexsen is aiming to raise a minimum $6 million from the Public Offer in order to fund its working capital and the development and commercialisation of its products over the next two years.

7.6 Key Accounting Policies

7.6.1 Material Accounting Policies

The principal accounting policies adopted in the preparation of the Financial Information are set out below. These policies have been consistently applied during the periods presented, unless otherwise stated.

7.6.2 General

The financial information includes that attributable to Nexsen and its controlled entity being Nexgen Nanosensors Pty Ltd. During August 2025 Nexsen acquired the subsidiary Nexsen Biotech Pty UK Limited for £1. Nexsen Biotech Pty UK Limited is a dormant entity. Nexsen Limited (the Company) is incorporated and domiciled in Australia. The financial information is presented in Australian dollars ($), which is the functional currency of the Company.

7.6.3 Going Concern

The Financial Information has been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct

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further exploration and development of its exploration and evaluation projects. These material uncertainties may cast a significant doubt on the validity of the going concern assumption.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the funding or financing necessary, from either shareholders or new investors, including pursuant to the proposed capital raising via this Prospectus, to continue operations.

If the going concern assumption was to no longer be appropriate then adjustments may be necessary to the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications adopted in this Financial Information. Such adjustments could be material.

7.6.4 Basis of Preparation

Statement of Compliance

The Financial Information has been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and interpretations of the IFRS Interpretations Committee (IFRIC). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, this consolidated Financial Information has been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all years and periods presented.

Critical Accounting Estimates and Judgements

The directors make estimates and judgements during the preparation of these consolidated financial statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates. The significant estimates and judgements made have been described below.

Key estimates - Impairment of Intangible Assets

The Group assesses impairment of intangible assets at the end of each reporting period by evaluating the conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

(a) Basis of consolidation

The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

All controlled entities have the same financial year end as the parent.

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the parent has control. Control is established when the parent is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

(b) Revenue

Grant revenue

Government grants are recognised at fair value where there is reasonable assurance that the grant will be

received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating. Grants relating to assets are credited to deferred income at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

(c) Income Tax

The tax expense recognised in the consolidated statement of profit or loss and other comprehensive income comprises current income tax expense plus deferred tax expense.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised.

(d) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

(e) Intangible assets

Research and development

Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project will deliver future economic benefits, and these benefits can be measured reliably.

The expenditure capitalised includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development costs are measured at cost less accumulated amortisation and accumulated impairment losses.

(f) Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

(g) Share based payments

Share based compensation benefits are provided to employees via the Company's Employee Option plan.

The fair value of options granted under the Company's Employee Option Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognized over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using an appropriate option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and risk-free interest rate for the term of the option.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Company revises its estimate of the number of options that are expected to vest. The employee benefit expense recognised each period takes into account the most recent estimate. Upon the exercise of options, the balance of the share-based payments reserve relating to those options is transferred to share capital.

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(h) Financial Instruments

Financial instruments are recognised initially on the date that the Group becomes party to the contractual provisions of the instrument. On initial recognition, all financial instruments are measured at fair value plus transaction costs (except for instruments measured at fair value through profit or loss where transaction costs are expensed as incurred).

Financial assets

Amortised cost

The Group's financial assets measured at amortised cost comprise cash and cash equivalents, trade and other receivables and other financial assets in the consolidated statement of financial position.

Trade receivables

Impairment of trade receivables and contract assets have been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses. The amount of the impairment is recorded in a separate allowance account with the loss being recognised in finance expense. Once the receivable is determined to be uncollectable then the gross carrying amount is written off against the associated allowance.

Where the Group renegotiates the terms of trade receivables due from certain customers, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss.

Financial liabilities

The financial liabilities of the Group comprise trade payables and convertible notes.

Convertible Notes

Convertible notes are initially recognised as financial liabilities at their fair value, net of transaction costs. Interest expense is recognized using the effective interest rate method. The liability component is measured at amortised cost. Upon conversion, the carrying amount of the liability is reclassified to equity. Any difference between the carrying amount and the fair value of the equity issued is recognised in equity.

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8. RISK FACTORS

8.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks that have a direct influence on the Company, its industry and activities are set out in Section 8. Those key risks as well as other risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 8, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 8 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 8, together with all other information contained in this Prospectus.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 8 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

8.2 Company specific risks

Risk Category	Risk
Limited history	The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the medical technology and diagnostic devices sectors, which has a high level of inherent uncertainty. Having been incorporated on 9 November 2021, the Company has limited operating history and is generally loss making, although it should be noted that the Directors have between them significant operational experience. The Company is relying upon raising funds under the Public Offer to continue to fund its operations in the development and commercialisation of the GBS Rapid Sensor and other activities. Refer to Section 6.12 for further information on the Company's key dependencies. Given that the Company has limited operating history, no assurance can be given that the Company will achieve commercial viability through the successful development, regulatory approval and commercialisation of its GBS Rapid Sensor. Until the Company is able to commercialise any of its developments, it is likely to incur ongoing operating losses.
Research and Development Risk	The Company is relying on research and development in relation to medical nano-diagnostic products and its ability to commercialise the technologies developed by the Company relating to the processing, production and applications of the GBS Rapid Sensor and associated diagnostics technologies. A failure to successfully develop and commercialise these technologies could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position. The Company is yet to commercialise any of its technologies or generated any revenue (excluding government grants). The Company's technologies

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Risk Category	Risk
	currently span research, development and pilot stages. Continued research and development are required to achieve successful commercial production. There is a risk with new technology that development will not progress as planned and may encounter delays. A significant risk is whether the Company can develop its technologies, including the GBS Rapid Sensor and move to commercial licensing and/or production. The Company can make no representation that any of its research into or development of the Technologies will be successful, that the development milestones will be achieved within the timeframes targeted or at all, or that the Technologies will be developed into products that are commercially exploitable. This includes successful technology development and commercial development such as customer engagement and marketing. Developmental problems or delays may have an adverse impact on the Company's business model, operating results and financial position.
Commercialisation Risk	There can be no assurance that the Company will successfully commercialise its device technologies, or if the technology is commercialised, that it will generate ongoing interest from the market. The Company is seeking to commercially produce its lead GBS Rapid Sensor product. Successful commercialisation of nanoparticle diagnostic technology of this nature has been very limited and there can be no assurance of the commercialisation sought. A specific risk for the Technologies that are successfully commercialised is the need to be commercially competitive in the global markets it targets as a rapid diagnostic point-of-care device. This risk to be commercially competitive may limit and restrict the global markets size and or applications particularly in the industrial segment.
Protection of intellectual property rights	The commercial value of the Company's intellectual property assets is dependent on any relevant legal protections. These legal mechanisms, however, do not guarantee that the intellectual property will be protected or that the Company's competitive position will be maintained. No assurance can be given that employees or third parties will not breach confidentiality agreements, infringe or misappropriate the Company's intellectual property or commercially sensitive information, or that competitors will not be able to produce non-infringing competitive products. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. There can be no assurance that any intellectual property which the Company (or entities it deals with) may have an interest in now or in the future will afford the Company commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications. It is possible that third parties may assert intellectual property infringement, unfair competition or like claims against the Company under copyright, trade secret, patent, or other laws. While the Company is not aware of any claims of this nature in relation to any of the intellectual property rights in which it has or will acquire an interest, such claims, if made, may harm, directly or indirectly, the Company's business. If the Company is forced to defend claims of intellectual property infringement, whether they are with or without merit or are determined in the Company's favour, the costs of such litigation may be potentially significant and may divert management's attention from normal commercial operations. The Company is, to an extent, reliant on the RMIT Background IP for the identification an synthesizing of nanobiosensors for application within the

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Risk Category	Risk
	Nexsent Platform into productions for commercialization. The Company is party to various agreements with RMIT under which the Company has an exclusive right to commercialise the AKI/CKD POC Test and Bovine Mastitis POU Test. It is expected that the partner agreements to be entered into in relation to the Biosecurity POU Tests will contain corresponding exclusivity with respect to commercialization by the Company. In addition to these arrangement, Nexsen and RMIT are party to the RMIT MOU, which sets out a framework for commercialisation of future products through collaboration between RMIT and Nexsen. Notwithstanding this, there is a risk that the parties are unable to agree to the terms of commercialisation of future products, as well as any intellectual property and/or licensing arrangements. It is noted that Nexsen owns the GBS IP and no further intellectual property acquisitions are required for commercialisation of the GBS Rapid Sensor.
Manufacturing	The Company's ability to commercialise and supply its point-of-care diagnostic devices and point-of-use agricultural and biosecurity testing devices depends on the successful and reliable manufacture of these products to appropriate quality, safety, and regulatory standards. Manufacturing such devices involves complex processes, specialist equipment, and strict compliance with Good Manufacturing Practice (GMP) and other regulatory requirements. The Company does not currently have a commercial scale manufacturing agreement in place, with the manufacturing agreement for the GBS Rapid Sensor limited to the purpose of completing the clinical trial of that product. There is a risk that the Company is unable to agree terms on a commercial scale manufacturing agreement on reasonable commercial terms or terms that otherwise result in the GBS Rapid Test or any other products to being commercially viable. There is also a risk that the Company may encounter delays, quality issues, supply interruptions, equipment failures, or other operational difficulties that could impair its ability to meet demand or deliver products on time and to specification. The Company is also reliant on third-party manufacturers and suppliers for certain critical components and consumables. Disruptions in their operations, whether due to shortages of raw materials, regulatory non-compliance, geopolitical developments, transportation constraints, or financial distress, could materially impact the Company's manufacturing capacity. In addition, scaling up production to meet increased demand, or adapting manufacturing processes for new products or markets, may involve technical challenges, significant capital investment, and time. Failure to effectively manage these risks may result in increased costs, reduced margins, product shortages, reputational damage, or regulatory enforcement actions, each of which could have a material adverse effect on the Company's business, financial performance, and prospects.
Competition	The Company operates in a competitive landscape in the medical diagnostic industry. Such competition includes well-funded and well-established corporations in Australia and worldwide, that have significantly greater resources and capital than the Company, as further described in Section 5.3.5. Further, competitors of the Company may use factors such as pricing, quality and innovation to set themselves apart and ahead of the Company. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may,

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Risk Category	Risk
	positively or negatively, affect the operating and financial performance of the Company's business. The development of a new or superior technology by a competitor could affect the Company's ability to commercialise its Technologies. There is a risk that existing competitors or new entrants to the market may develop a superior or more effective rapid diagnostic point-of-care device, testing for GBS, which would render the Technologies obsolete and/or otherwise uncompetitive and have an adverse effect on the Company's business and financial position. If the Company is significantly slower than its competitors to progress research and development, market the GBS Rapid Sensor and commercialisation it could lead to a materially adverse effect on the Company's financial performance and ability to gain market acceptance.
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.
Reimbursement Risk	A core focus of Nexsen's commercialisation strategy will be to register and then launch the GBS Rapid Sensor in major global markets. Once registered, the GBS Rapid Sensor may qualify for reimbursement. As such, the Company's financial performance is dependent, in part, on the availability, level, and sustainability of reimbursement for its products and services under public and private health schemes in Australia and other markets in which it operates. Reimbursement arrangements are subject to periodic review and may be reduced, withdrawn, or made subject to additional conditions by relevant government authorities or private health insurers. Any such changes may occur without notice and are outside the Company's control. There is also a risk that applications for new reimbursement listings may not be successful, may be delayed, or may result in reimbursement at lower-than-expected levels. In addition, reimbursement frameworks are increasingly influenced by assessments of cost-effectiveness, comparative clinical benefit, and budget impact, which may impose further constraints on the Company's ability to achieve or maintain reimbursement. If adequate reimbursement is not available, is delayed, reduced, or withdrawn, demand for the Company's products and services may be adversely affected, which could have a material negative impact on the Company's revenue, profitability, and overall financial position. This risk will apply equally to other MedTech products developed, including the AKI/CKD POC Tests, if successfully developed.
Additional Requirements for Capital and	The Company's future capital requirements depend on numerous factors. The Company currently has no operating revenue and it is unlikely that the Company will generate any revenue until the GBS Rapid Test is registered with

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Risk Category	Risk
Expenditure Exceeding Budget	regulators (respective to the jurisdiction) and commercialised. Depending on the Company's ability to maintain its funds and/or generate revenue from its operations, the Company may require further capital in the future. Any additional equity financing will dilute shareholdings. If the Company is unable to obtain additional financing as and when needed, the Company may be required to reduce the scope of its operations. Additionally, expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.
Third party reliance	The Company relies on a number of third-party research and development providers, to maintain and support its operations and business. Any material changes in the trading terms, relationship or supply from such third parties, or the inability to enter into new agreements for research and development with such third parties, may impact the Company's ability to carry on its operations and business, as well as undertake any future research.
Trade risk	The Company's operations and commercialisation strategy are inherently cross-border, involving research, manufacturing, regulatory submissions, and sales across Australia, the United States, Europe and Asia. As such, the Company is exposed to risks associated with international trade and geopolitical developments. These risks include changes to tariffs, duties, customs requirements, and trade policies that may affect the import or export of medical devices, component parts, or raw materials. In particular, future changes to US tariff policy or trade arrangements could increase the cost of goods sold, restrict supply chains, or reduce the competitiveness of the Company's products in key markets. The Company may also be adversely impacted by sanctions, export controls, or other restrictions on the transfer of technology, intellectual property, or critical materials. Trade tensions, changes to bilateral or multilateral trade agreements, or broader geopolitical instability could further affect the Company's ability to secure reliable supply chains, manufacture cost-effectively or access target markets. As these risks are largely outside the Company's control, any such events may result in increased costs, delays, loss of market access, or reduced profitability, each of which could have a material adverse effect on the Company's business and financial position.

8.3 Industry specific risks

Risk Category	Risk
Product liability	As with all products, there is no assurance that unforeseen adverse events or defects will not arise in the Company's products. Adverse events could expose the Company to product liability claims or litigation, resulting in the removal of regulatory approval for the relevant products and/or monetary damages being awarded against the Company. In such event, the Company's liability may exceed the Company's insurance coverage, if any. The Company does not presently have product liability insurance although it is in the process of exploring coverage pportunities.
Disputes	The activities of the Company may result in disputes with third parties, including, without limitation, the Company's investors, competitors, regulators, partners, distributors, customers, directors, officers and employees, and

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Risk Category	Risk
	service providers. The Company may incur substantial costs in connection with such disputes. Further, a change in strategy may involve material and as yet unanticipated risks, as well as a high degree of risk, including a higher degree of risk than the Company's strategy in place as of the date of this Prospectus.
Loss of customers	The Company has established important relationships through development of its business to date. The loss of one or more customers through termination or expiry of contracts may adversely affect the operating results of the Company.
Litigation	The Company is exposed to possible litigation risks including, but not limited to, intellectual property ownership disputes, contractual claims, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.
Data loss, theft or corruption	The Company will store data in its own systems and networks and also with a variety of third party service providers. Exploitation or hacking of any of the Company's systems or networks could lead to corruption, theft or loss of the data which could have a material adverse effect on the Company's business, financial condition and results. Further, if the Company's systems, networks or technology are subject to any type of 'cyber' crime, its technology may be perceived as unsecure which may lead to a decrease in the number of customers. The Company has not been hacked, but it is possible that the Company may experience negative publicity if their systems are able to be hacked at some point in the future.
Foreign exchange	The Company will be operating in a variety of jurisdictions, including initially in the US, India, Malaysia and the EU, and as such, expects to generate revenue and incur costs and expenses in various international currencies. Consequently, movements in currency exchange rates may adversely or beneficially affect the Company's results or operations and cash flows. For example, the appreciation or depreciation of the US dollar relative to the Australian dollar would result in a foreign currency loss or gain. Any depreciation of currencies in foreign jurisdictions in which the Company operates may result in lower than anticipated revenue, profit and earnings of the Company.
Insurance coverage	The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Company proposes to arrange and maintain insurance coverage for its employees, as well as directors and officers liability insurance, however it does not currently propose to arrange and maintain business interruption insurance or insurance against claims for certain property damage. The Company will need to review its insurance requirements periodically. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected. The Company considers that it has sufficient insurance policies in place in respect of its business and assets. However, the occurrence of an event that is not covered or fully covered by insurance could have a material adverse

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Risk Category	Risk
	effect on the business, financial condition and results of the Company.

8.4 General risks

Risk Category	Risk
Future funding requirements for capital	The Company's capital requirements depend on numerous factors and the Company may require further additional debt or equity financing in the future to maintain or grow its business in addition to funds raised under the Public Offer. There can be no assurance that the Company will be able to secure additional capital from debt or equity financing on favourable terms or at all. If the Company is unable to raise additional capital if and when required, this could delay, suspend or reduce the scope of the Company's business operations and could have a material adverse effect on the Company's operating and financial performance. Any additional equity financing may result in dilution for some or all shareholders, and debt financing, if available, may involve restrictive covenants which limit operations and business strategy.
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance.
Currently no market	There is currently no public market for the Company's Shares, the price of its Shares is subject to uncertainty and there can be no assurance that an active market for the Company's Shares will develop or continue after the Offers. The price at which the Company's Shares trade on ASX after listing may be higher or lower than the issue price of Shares offered under this Prospectus and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors. There can be no guarantee that an active market in the Company's Shares will develop or that the price of the Shares will increase. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholders paid.
Market conditions	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) global health epidemics or pandemics; (e) currency fluctuations;

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Risk Category	Risk
	(f) changes in investor sentiment toward particular market sectors; (g) the demand for, and supply of, capital; (h) political tension; and (i) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology or defence stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. The value of the Shares may fluctuate more sharply than that of other securities, given the low per Share pricing of the Shares under the Prospectus, and the fact that investment in the Company is highly speculative. Further, after the end of the relevant escrow periods affecting Shares in the Company, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the Company's Share price. Please refer to Section 6.17 for further details on the Shares likely to be classified by the ASX as restricted securities.
Taxation	The acquisition and disposal of Shares will have tax consequences for investors, which will vary depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent professional taxation and financial advice about the consequences of acquiring and disposing of Securities from a taxation viewpoint and generally.
Economic conditions and other global or national issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.
Global Conflicts	The current evolving conflict between Ukraine and Russia and Israel and Palestine (Ukraine and Gaza Conflicts) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Gaza Conflicts. The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine and Gaza Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial

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Risk Category	Risk
	performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. Any further escalation of the Ukraine and Gaza Conflicts, including other countries' involvement in those conflicts increasing, could have an adverse impact on the Company's operations, as could any other global conflicts in the future.
COVID-19	The outbreak of the coronavirus disease (SARS-CoV-2 (severe acute respiratory syndrome coronavirus 2), coronavirus disease 2019 or COVID 19, including any future resurgence or evolutions or mutations thereof or any related or associated epidemic, pandemic or disease outbreak) (COVID-19) may continue to impact global economic markets. While COVID-19 is not currently materially affecting the Company's operations, with the potential for further outbreaks and new strains of the virus, the ongoing nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by further outbreaks and new strains of COVID-19. Further, any new governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. In addition, the effects of COVID-19 on the market price of the Shares and global financial markets generally may also affect the Company's ability to raise equity or debt if and when required or require the Company to issue capital at a discount, which may result in dilution for some or all Shareholders.

8.5 Investment speculative

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares.

Prospective investors should consider that an investment in the Company is highly speculative.

The Securities offered under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on the ASX.

Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

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9. BOARD AND KEY MANAGEMENT, CORPORATE GOVERNANCE

9.1 Board of Directors

The Board of the Company consists of:

(a) Reece O'Connell –*Executive Chairman*

Mr O'Connell is a seasoned financial professional and accomplished fund manager with over a decade of experience in capital markets, specialising in high-growth sectors including biotechnology. He is the founding Fund Manager of the Summit Biotech Fund, recognised as one of Australia's best-performing small-cap biotech funds, consistently delivering annualised returns exceeding 30% and raising over $100 million in investor capital. Mr O'Connell's expertise spans equity trading, portfolio construction, capital raising, and strategic corporate advisory, underpinned by a BA in Finance and an MBA in Innovation and Leadership.

Mr O'Connell brings a unique perspective at the intersection of finance and innovation strategy, with deep networks in institutional investment and biotech commercialisation.

Mr O'Connell is also a director of RooLife Group (ASX:RLG) and in the past three years has also been a director of Identitii Limited (ASX:ID8).

The Board considers that Mr O'Connell is not an independent Director.

(b) Mark Muzzin – *Managing Director*

Mr Muzzin is an accomplished executive with over 30 years of commercial leadership experience across Australian and international public and private companies, including extensive tenures as Managing Director and CEO. He has led multiple ASX-listed entities across the energy, resources, and advanced technology sectors, driving growth through strategic pivots, capital raisings, and successful demergers.

Mr Muzzin brings deep expertise in commercialising university-developed intellectual property, particularly in medical sensors and 2D materials, having worked with institutions such as Monash University, RMIT, and the CSIRO. Mr Muzzin has a long-standing interest in bridging the gap between academia and market-driven innovation. With proven strengths in governance, investor engagement, and regulatory compliance.

Mr Muzzin is also an Adjunct Industry Associate Professor of RMIT University, and a member of RMIT University's Biology Industry Advisory Committee. Mr Muzzin's roles are honorary positions and. He is not remunerated for his services to RMIT University. He is not considered by the Company to be conflicted in relation to any matters relating to RMIT University.

Mr Muzzin was the founder of Nexsen Limited, and Nexgen Nanosensors Pty Ltd.

Mr Muzzin is not, and has not in the last three years, been a director of any other ASX listed entities..

The Board considers that Mr Muzzin is not an independent Director.

(c) Martina Mariano – *Non-Executive Director*

Dr Martina Mariano is a biotechnology executive and researcher with over a decade of experience spanning academic, clinical, and commercial environments. She currently serves as Chief Operating Officer of ASX-listed Singular Health Group

With a PhD in Medicine and Pharmacology from the University of Western Australia, Dr Mariano has held leadership roles in research commercialisation, global partnerships, and software innovation. Her background includes hands-on expertise in molecular diagnostics, forensic genetics, and medical device commercialisation, supported by previous roles at Eurofins Genoma, the Harry Perkins Institute, and the Carabinieri Scientific Investigation Department.

As a Non-Executive Director, Dr Mariano brings a deep understanding of the life sciences sector, regulatory pathways, and translational strategy, with a strong focus on patient-centric innovation and equitable healthcare access.

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Dr Mariano is not, and has not in the last three years, been a director of any other ASX listed entities.

The Board considers that Dr Mariano is an independent Director.

(d) Grant Pestell – *Non-Executive Director*

Mr Pestell is a commercial and corporate lawyer with extensive experience advising high-net-worth clients at both listed and private companies in the information technology, automation and robotics, biotechnology, resources, energy, and construction industries.

Grant advises public companies and directors on mergers and acquisitions, corporate governance, risk management, and strategic contract negotiations.

As a Non-Executive Director, Mr Pestell brings significant expertise to the Company across corporate governance, commercialisation, and in contractual negotiations.

Mr Pestell is Non-Executive Chair of Roolife Group Ltd (ASX.RLG) and in the past three years has also been a director of Cosol Ltd (ASX:COS).

The Board considers that Mr Pestell is an independent Director.

The Board has considered the Company's immediate requirements as it transitions to an ASX-listed company and is satisfied that the composition of the Board represents an appropriate range of experience, qualifications and skills at this time.

9.2 Key management

The Company's key management team, other than the Managing Director, includes the following persons, whose profile is set out below:

(a) Vipul Bansal – *Chief Innovation Officer*

Prof. Vipul Bansal is a globally recognised nanotechnology expert, Fellow of the Royal Society of Chemistry, and Australian Future Fellow with over two decades advancing diagnostics and biosensor innovation. He serves as Head of Research & Infrastructure at RMIT University and Director of the Sir Ian Potter Nano Biosensing Lab, leading pioneering work in nanomaterials, biosensing, and scalable manufacturing.

Vipul has built a global reputation for translating nanoscale science into practical solutions for health, agriculture, and environmental challenges.

Mr Bansal will be issued 800,000 Class A Performance Rights, 1,200,000 Class B Performance Rights, 2,000,000 Class C Performance Rights and 5,000,000 Class A Incentive Options prior to the Company's listing on ASX. Refer to Sections 11.3 and 11.4 for the terms of these Securities.

(b) Sanje Mahasivam – *Chief Technology Officer*

Dr Mahasivam is an accomplished multidisciplinary professional with over a decade of experience spanning research, innovation, product development, and commercialisation across the MedTech, energy, and advanced materials sectors. With a PhD in Applied Chemistry from RMIT University and an MBA from Cardiff Metropolitan University, Dr Mahasivam combines scientific depth with strategic business acumen. He has led industry-scale R&D collaborations, including with Monash University and Woodside Energy, and holds multiple patents in MedTech and materials science. His leadership has driven the successful transition of patented concepts into commercially viable products and high-impact industrial innovations.

As Chief Technology Officer, Dr Mahasivam brings a proven track record in scaling emerging technologies, stakeholder engagement, and delivering commercially aligned research outcomes.

Dr Mahasivam will be issued 1,250,000 Class B Incentive Options prior to the Company's listing on ASX. Refer to Section 11.3 for the terms of these Securities.

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The Company is aware of the need to have sufficient management to properly supervise its operational expansion beyond research and development and into commercialisation pending the success of its products. The Board will continually monitor the management roles in the Company. The Board will look to appoint additional management and/or consultants as the Company progresses from pre-commercialisation into commercialisation phase on its diagnostic products.

9.3 Company Secretary

The Company has appointed Mr Sonny Didugu as its Company Secretary. Mr Didugu is a corporate lawyer and advisor with significant corporate advisory, company secretarial, and listed entity compliance experience. He has previously held several senior executive and governance roles across a broad range of industry sectors and has acted for many listed and unlisted entities providing investor relations support, strategic management consulting, equity market transaction advisory as well as corporate compliance and governance advice. Mr Didugu is the Managing Director and founder of Reign Advisory which provides corporate advisory, governance, and investor relations services with a focus on the ASX listed micro-cap sector.

Sonny holds a Bachelor of Laws (Honours) and is a Member of the Australian Institute of Company Directors and will be issued 500,000 Class B Incentive Options prior to the Company's listing on ASX.

9.4 Advisory Board

Nexsen has established an advisory board comprising the persons set out below:

(a) Professor Vipul Bansal – *Chairman*

Refer to Section 9.2 above for Mr Bansal's background. Mr Bansal will receive a fee of $60,000 per annum (inclusive of superannuation, if applicable) in consideration for his role on the advisory board.

(b) Professor Shekhar Kumta – *Member*

Prof. Kumta is a globally recognised surgical oncologist & educator. He has 40 years+ of experience in orthopaedics, trauma, and musculoskeletal oncology. He pioneered joint-sparing surgery techniques in children and helped establish Hong Kong's Tissue Bank. A former Professor at The Chinese University of Hong Kong, he is now Professor of Surgery at the University of Melbourne, where he leads research and medical education initiatives.

Prof. Kumta will receive a fee of $30,000 per annum (inclusive of superannuation, if applicable) in consideration for his role on the advisory board.

(c) Associate Professor Prahlad Ho – *Member*

Assoc. Prof. Ho is Chief Medical Officer at Northern Health and a senior clinical and laboratory haematologist with over 18 years of service. He has held key leadership roles across pathology, diagnostics and cancer services, and established Northern Health's thrombosis and clinical trials programs. A PhD recipient and Adjunct Professor at RMIT, he leads research in thrombosis and cardiovascular disease and serves as Principal Investigator on multiple clinical trials.

Assoc. Prof. Ho will receive a fee of $30,000 per annum (inclusive of superannuation, if applicable) in consideration for his role on the advisory board.

(d) Mark Muzzin – *Company Representative*

Refer to Section 9.1 above for Mr Muzzin's background. Mr Muzzin will not receive a fee in consideration for his role on the advisory board.

9.5 Directors' Disclosures

No Director has been the subject of (or was a director of a company that has been subject to) any legal or disciplinary action in Australia or elsewhere in the last ten years which is relevant or material to the performance of their role with the Company or which is relevant to an investor's decision as to whether to subscribe for Shares under the Public Offer.

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No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that they were an officer or within a 12 month period after they ceased to be an officer.

9.6 Directors' Remuneration and interests in Securities

Remuneration

Details of the Directors' remuneration (including superannuation) for the previous two completed and the current financial year (on an annualised basis) are set out in the table below:

Director	Remuneration for the year ended 30 June 2024	Remuneration for the year ended 30 June 2025	Proposed remuneration for the year ending 30 June 2026
Reece O'Connell[1]	Nil	Nil	$224,000
Mark Muzzin[2]	Nil	$103,958	$324,800
Martina Mariano[3]	Nil	Nil	$60,000
Grant Pestell[4]	Nil	Nil	$60,000

Notes:

1. Appointed on 9 June 2025. In addition, Mr O'Connell will be issued 5,000,000 Performance Rights, details of which are set out below. As the Performance Rights will not vest until after the Company's listing on ASX, and the inherent uncertainty with respect to their eventual vesting, no valuation of the Performance Rights is included in the pro forma balance sheet. However, in the event that all Performance Rights held by Mr O'Connell vest and are converted into Shares, assuming an issue price per Share equal to the Offer Price, the value of Shares issued to Mr O'Connell would be $1,000,000.
2. Appointed on 9 November 2021. In addition, Mr Muzzin will be issued 1,000,000 Performance Rights, details of which are set out below. As the Performance Rights will not vest until after the Company's listing on ASX, and the inherent uncertainty with respect to their eventual vesting, no valuation of the Performance Rights is included in the pro forma balance sheet. However, in the event that all Performance Rights held by Mr Muzzin vest and are converted into Shares, assuming an issue price per Share equal to the Offer Price, the value of Shares issued to Mr Muzzin would be $200,000.
3. Appointed on 4 January 2025. In addition, Ms Mariano will be issued 250,000 Class B Incentive Options, details of which are set out below. The value of the Incentive Options to be issued to Ms Mariano is $21,863, based on the Black & Scholes valuation set out in Section 7.4.6.
4. Appointed on 23 August 2025. In addition, Mr Pestell will be issued 500,000 Class B Incentive Options, details of which are set out below. The value of the Incentive Options to be issued to Mr Pestell is $87,453, based on the Black & Scholes valuation set out in Section 7.4.6.

Interests in Securities

As at the date of this Prospectus

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. As at the date of this Prospectus, the Directors have relevant interests in securities as follows:

Director	Shares	Percentage (%)
Reece O'Connell[1]	5,000,000	3.88%
Mark Muzzin[2]	37,000,000	28.68%
Martina Mariano	Nil	Nil
Grant Pestell[3]	2,000,000	1.55%

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Notes:

1. Shares purchased from a seed investor prior to the date of this Prospectus.
2. 36,000,000 Shares issued on incorporation and under seed capital raisings completed by the Company and 1,000,000 Shares issued in consideration for acquisition of Nexgen (refer to Section 10.3.2 for a summary of the material terms of the acquisition agreement).
3. Shares purchased from a seed investor prior to the date of this Prospectus.

Post-completion of the Offers

Director	Shares	Options/ Performance Rights[1]	Percentage (%)			
			Minimum Subscription		Maximum Subscription	
			Undiluted	Fully Diluted	Undiluted	Fully Diluted
Reece O'Connell[2]	5,000,000	5,000,000	2.63%	4.70%	2.50%	4.46%
Mark Muzzin[3]	37,000,000	1,000,000	19.45%	17.86%	18.48%	16.95%
Martina Mariano[4]	Nil	250,000	0.00%	0.12%	0.00%	0.11%
Grant Pestell[5]	2,000,000	1,000,000	1.05%	1.41%	1.00%	1.34%

Notes:

1. Refer to Section 11.3 for the terms of the Incentive Options to be issued and Section 11.4 for the terms of the Performance Rights to be issued.
2. Mr O'Connell will be issued 1,000,000 Class A Performance Rights, 1,500,000 Class B Performance Rights and 2,500,000 Class C Performance Rights.
3. Mr Muzzin will be issued 200,000 Class A Performance Rights, 300,000 Class B Performance Rights and 500,000 Class C Performance Rights.
4. Ms Mariano will be issued 250,000 Class B Incentive Options.
5. Mr Pestell will be issued 1,000,000 Class B Incentive Options.

The Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration for non-executive Directors is $250,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

The remuneration of any executive director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

In addition, the Directors (and their associates) may apply for Shares under the Public Offer. If one or more of the Directors (or their associates) do apply for, and are allocated, Shares under the Public Offer, the figures in the above table will be affected.

The Company will notify ASX of the Directors' interests in the Securities of the Company at the time of Admission in accordance with the ASX Listing Rules.

9.7 Agreements with Directors and related parties

The Company's policy in respect of related party arrangements is:

(a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and

(b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

The agreements between the Company and related parties are summarised in Sections 10.3 and 10.4.

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9.8 Corporate governance

(a) ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance.

The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council (Recommendations).

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and the Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website www.nexsen.bio.

(b) Board of Directors

The Board is responsible for corporate governance of the Company.

The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

(i) maintain and increase Shareholder value;

(ii) ensure a prudential and ethical basis for the Company's conduct and activities consistent with the Company's stated values; and

(iii) ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

(iv) leading and setting the strategic direction, values and objectives of the Company;

(v) appointing the Chairman of the Board, Managing Director or Chief Executive Officer and approving the appointment of senior executives and the Company Secretary;

(vi) overseeing the implementation of the Company's strategic objectives, values, code of conduct and performance generally;

(vii) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;

(viii) overseeing the integrity of the Company's accounting and corporate reporting systems, including any external audit (satisfying itself financial statements released to the market fairly and accurately reflect the Company's financial position and performance);

(ix) establishing procedures for verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor, to ensure that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions;

(x) overseeing the Company's procedures and processes for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of the Company's securities;

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(xi) reviewing and ratifying systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to minimise the possibility of the Company operating beyond acceptable risk parameters; and

(xii) approving the Company's remuneration framework and ensuring it is aligned with the Company's purpose, values, strategic objectives and risk appetite.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

(c) Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting, subject to the following:

(i) membership of the Board of Directors will be reviewed regularly to ensure the mix of skills and expertise is appropriate; and

(ii) the composition of the Board has been structured so as to provide the Company with an adequate mix of directors with industry knowledge, technical, commercial and financial skills together with integrity and judgment considered necessary to represent Shareholders and fulfil the business objectives and values of the Company as well as to deal with new and emerging business and governance issues.

The Board currently consists of four Directors (two non-executive Directors and two executive Directors) of whom Ms Mariano and Mr Pestell are considered independent. The Board considers the current balance of skills and expertise to be appropriate given the Company's size and its currently planned level of activity.

To assist in evaluating the appropriateness of the Board's mix of qualifications, experience and expertise, the Board intends to maintain a Board Skills Matrix to ensure that the Board has the skills to discharge its obligations effectively and to add value.

The Board undertakes appropriate checks before appointing a person as a Director or putting forward to Shareholders a candidate for election as a Director or senior executive.

The Board ensures that Shareholders are provided with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.

The Company shall develop and implement a formal induction program for Directors, which is tailored to their existing skills, knowledge and experience.

The purpose of this program is to allow new directors to participate fully and actively in Board decision-making at the earliest opportunity, and to enable new directors to gain an understanding of the Company's policies and procedures.

The Board maintains oversight and responsibility for the Company's continual monitoring of its diversity practices.

The Company's Diversity Policy provides a framework for the Company to achieve enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent.

(d) Identification and management of risk

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business.

Key operational risks and their management will be recurring items for deliberation at Board meetings.

(e) Ethical standards

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The Board is committed to the establishment and maintenance of appropriate ethical standards and to conducting all of the Company's business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations.

In particular, the Company and the Board are committed to preventing any form of bribery or corruption and to upholding all laws relevant to these issues as set out in in the Company's Anti-Bribery and Anti-Corruption Policy.

In addition, the Company encourages reporting of actual and suspected violations of the Company's Code of Conduct or other instances of illegal, unethical or improper conduct.

The Company and the Board provide effective protection from victimisation or dismissal to those reporting such conduct as set out in its Whistleblower Protection Policy.

(f) Independent professional advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

(g) Remuneration arrangements

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

In accordance with the Constitution, the total maximum remuneration of non-executive Directors is initially set by the Board and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable.

The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $250,000 per annum.

In addition, a Director may be paid fees or other amounts (for example, and subject to any necessary Shareholder approval, non-cash performance incentives such as options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in the performance of their duties as Directors.

The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having regard to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(h) Trading policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the managing director).

The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chairman) must be obtained prior to trading.

(i) External audit

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The Company in general meetings is responsible for the appointment of the external auditors of the Company. From time to time, the Board will review the scope, performance and fees of those external auditors.

(j) Audit committee

The Company has established an Audit Committee that carries out the duties including but not limited to:

(i) monitoring and reviewing any matters of significance affecting financial reporting and compliance;

(ii) verifying the integrity of those periodic reports which are not audited or reviewed by an external auditor;

(iii) monitoring and reviewing the Company's internal audit and financial control system, risk management systems; and

(iv) management of the Company's relationships with external auditors.

(k) Diversity policy

The Company is committed to workplace diversity.

The Company is committed to inclusion at all levels of the organisation, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective and experience.

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

(l) Departures from Recommendations

Under the ASX Listing Rules the Company will be required to provide a statement in its annual financial report or on its website disclosing the extent to which it has followed the Recommendations during each reporting period.

Where the Company has not followed a Recommendation, it must identify the Recommendation that has not been followed and give reasons for not following it.

The Company's compliance and departures from the Recommendations as at the date of this Prospectus are set out below.

Rec.	Explanation
1.5	Whilst the Company does have a Diversity Policy and does promote gender diversity within the workplace, the Company has not reported gender or other diversity metrics in the Prospectus. The Company will consider providing this disclosure in future Annual Reports. Consequently, the Company will not comply with Recommendation 1.5 (diversity) in full.
1.6	The Board is responsible for evaluating the performance of the Board and individual Directors will be evaluated on an annual basis. It may do so with the aid of an independent advisor. The Remuneration and Nomination Committee is in the process of conducting an annual evaluation of the performance of the Board. The Company will consider disclosing details of this evaluation in future Annual Reports.
1.7	The board has established a performance evaluation process but it is yet to be substantially followed at this time. The Remuneration and Nomination Committee will consider this in future periods.

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Rec.	Explanation
2.2	The Remuneration and Nomination Committee will consider in the future developing a board skill matrix setting out the mix of skills and diversity the Board has and requires.
2.4	The Board currently comprises a total of four directors, of whom two are considered to be independent. As such, independent directors currently do not comprise the majority of the Board. The Board does not currently consider an independent majority of the Board to be appropriate given the speculative nature of the Company's business, and its limited scale of activities, means the Company only needs, and can only commercially sustain, a small Board of four directors, of which two are executives.
2.5	The Chair of the Company is not an independent Director. The Board does not have an independent Chair because it is not feasible due to the Company's current size and Board structure.
2.6	Currently, the induction of new directors and plan for professional development is managed informally by the Remuneration and Nomination Committee and Company Secretary. The Board intends to develop a formal program for inducting new directors and providing appropriate professional development opportunities.
3.1	The Company articulates its values and all team members are introduced to these values in their onboarding and guided by the values in their work. The Company intends to disclose these values to investors in the future.
4.1	The board has an Audit and Risk Committee which has three members, the majority of whom are independent directors, chaired by an independent director who is not the chair of the board (Grant Pestell). To date, the Company has not reported the additional informaiton recommended, but intends to do so in the future.
4.2	The Board will consider compliance with the recommendation that the CEO/CFO provides a declaration as to accounting standards in future reporting periods.
7.4	The Board has established an Audit and Risk Committee. Consideration of these risks is within the remit of the Audit and Risk Committee. Material risks disclosure is provided in the Prospectus however further assessment as to environmental and social risks will be considered in future periods.
8.2	The Company distinguishes the structure of Non- Executive Directors' remuneration from that of Executive Directors and senior executives. The Remuneration and Nomination Committee intends to enhance the company's disclosure on policies and practices regarding equity and performance based remuneration in coming periods

9.9 Environmental, Social and Governance (ESG)

Underpinning the business model of the Company is a commitment to sustainability through adherence to high standards of Environmental Social Governance (ESG). The Company aspires to have industry leading credentials in ESG with a focus on:

(a) Environment – the Company is committed to safeguarding the environment and managing potential impacts on water, land and air quality.

(b) Climate Change – the Company recognises that climate change is a shared global challenge that requires collective action between business, government and society. The Company supports the move to a low emission economy to reduce future climate change impacts and avoid increasing their severity.

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(c) Social – strong community relationships are the foundation of our social licence to operate and we aim to make a meaningful contribution to the communities in the regions where our projects are located.

(d) People - we aim to create an inclusive and supportive workplace, where people are empowered and aligned. Our future success and ability to execute our strategic plan depends on attracting and retaining the right people with the right skills.

(e) Governance – we support on-going development of good corporate governance and believe that high standards of governance create a corporate culture that values integrity and ethical behaviour. Strong, effective governance is essential for earning the trust of our stakeholders.

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10. MATERIAL CONTRACTS

The Directors consider that the material contracts described below are those which an investor would reasonably regard as material and which investors and their professional advisers would reasonably expect to find described in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Public Offer.

This Section contains a summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in this Prospectus.

To fully understand all rights and obligations of a material contract, it would be necessary to review it in full and these summaries should be read in this light.

10.1 Capital raising agreements

10.1.1 Lead Manager Mandate

The Company has signed a mandate letter to engage Alpine Capital Pty Ltd (ACN 155 409 653) (AFSL 422 477) (Alpine Capital or the Lead Manager) to act as lead manager of the Public Offer (Lead Manager Mandate), the material terms and conditions of which are summarised below:

Fees	Under the terms of the Lead Manager Mandate, the Company will pay Alpine Capital: (a) a management fee of 2% of total funds raised under the Public Offer (plus GST); (b) a selling fee of 4% of total funds raised under the Public Offer (plus GST); and (c) a monthly retainer of $10,000 per month for a period of 12 months commencing on 1 December 2024. At admission, Alpine Capital is entitled to be issued such number of Broker Options as has a value equal to 6% of the amount raised under the Public Offer, which will be between 4,116,486 Broker Options (Minimum Subscription) and 5,488,648 Options (Maximum Subscription). The Lead Manager is entitled to reimbursement of out of pocket and travel expenses reasonably incurred in undertaking its role.
Termination Events	Either party may terminate the Lead Manager Mandate at any time with or without cause upon giving 7 days' written notice to the other party.
Withdrawal Fee	If: (a) the Company terminates this agreement for any reason other than the negligence, recklessness, breach of this agreement, wilful misconduct or fraud of the Lead Manager; and (b) during the term of the Lead Manager Mandate, the Company: (i) undertakes any alternative form of equity or hybrid capital raising, other than from any existing Shareholders or their related bodies corporate or affiliates; or (ii) enters into an agreement with a third party pursuant to which the third party agrees to acquire 50% or more of the Company, (each a Withdrawal Fee Event), the Company must pay the Lead Manager a withdrawal fee (Withdrawal Fee) equal to 50% of the amount of the capital raising fee that would have been payable to the Lead Manager by the Company had the Public Offer completed.
Right of First Refusal	Subject to the successful completion of the Public Offer, the Company has agreed to offer the Lead Manager the exclusive right to be appointed as lead manager for all equity capital raisings for the period of 24 months following the Company's listing, subject to agreed market terms.

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The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

10.1.2 Corporate Advisory Mandate

The Company has entered into a corporate advisory mandate with Reign Advisory Pty Ltd (ACN 656 685 960) (Reign Advisory) to provide corporate and strategic advisory services to the Company (Corporate Advisory Mandate), the material terms and conditions of which are summarised below:

Term	The engagement commenced on 1 March 2025 (Commencement Date) and shall continue for a minimum period of three (3) years, ending on 1 March 2028 (Minimum Term) subject to the termination provisions.
Fees	The consideration payable to Reign Advisory under the Corporate Advisory Mandate is: a cash payment of $8,500 per month from 1 March 2025 until the Company is admitted to the Official List, following which the cash payment will reduce to $4,000 per month. Further, on the date that is 12 months from the date of admission to the Official List, should the Reign Advisory mandate remain on foot at that time, Nexsen will issue to Reign Advisory (or its nominee): (a) 2,000,000 Options exercisable at $0.30 on or before the date that is three (3) years from the date of issue; and (b) 2,000,000 Options exercisable at $0.40 on or before the date that is three (3) years from the date of issue; and Reign Advisory shall be entitled to reimbursement of travel and other expenses reasonably incurred in undertaking its role, provided that any travel requests and expenses above $5,000 per month will not be incurred without the prior approval of the Company.
Termination	At the conclusion of the Minimum Term either Reign Advisory or the Company can, upon giving three (3) months' written notice to the other party, terminate the Corporate Advisory Mandate The Company may terminate the Corporate Advisory Mandate, by giving notice in writing to Reign Advisory, which termination shall take immediate effect, if any of the following occurs: (a) Reign Advisory commits a breach of the terms of the Corporate Advisory Mandate, which is not rectifiable; (b) Reign Advisory fails to rectify a breach of the Corporate Advisory Mandate within 30 days after receiving a written notice from the Company; (c) a substantial change of control of Reign Advisory occurs, which results in the Company (acting reasonably) no longer being satisfied with the capability of Reign Advisory to perform its obligations under the mandate, and such concern cannot be resolved by both; or (d) Reign Advisory is guilty of serious misconduct or any other conduct which is likely to materially adversely affect the interests of the Company. Reign Advisory may terminate the Corporate Advisory Mandate, by giving notice in writing to the Company, with immediate effect, if any of the following occurs: (a) the Company commits a breach of the Corporate Advisory Mandate, which is not rectifiable; (b) the Company fails to rectify a breach of the Corporate Advisory Mandate within 30 days after receiving a written notice from Reign Advisory; or (c) the Company is guilty of serious misconduct or in the sole opinion of Reign Advisory, the Company conducts itself in any way which may adversely affect the interests of Reign Advisory. Notwithstanding the Minimum Term, on the twelve month anniversary of Nexsen's admission to the Official List, on that day only, Nexsen may give notice to Reign Advisory

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	that it intends to terminate the engagement, with such termination occuring on the date that is three months after such notice being given, in which case Reign Advisory will be entitled to the Options set out above.

The Corporate Advisory Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

10.2 Intellectual Property and Grant Agreements

10.2.1 CRC-P Grant Agreements

The Company entered into an agreement with the Commonwealth of Australia on or about 22 February 2024, as varied on or about 3 July 2024 (CRC-P Grant Agreement), pursuant to which the Commonwealth awarded a grant for a value of $2,998,701 (plus GST if applicable) (CRC-P Grant) for the purposes of funding and managing a project for development of the GBS Rapid Sensor (CRC-P Project) through the Commonwealth Cooperative Research Centre (CRC). Refer to Section 6.3.1(d) for an overview of the CRC and associated grant process.

The Company agreed to utilise the CRC-P Grant and any other contributions, and undertake all activities, in relation to the CRC-P Project in accordance with an agreed activity budget.

In connection with the CRC-P Grant Agreement, the Company has entered into partners agreements (Partners Agreements) with each of RMIT, Design & Industry Pty Ltd (ACN 002 322 527) (D&I) and Northern Health (ABN 42 986 169 981) (Northern Health) (together, the Partners) in relation to the CRC-P Project, pursuant to which each Partner agreed to contribute to and participate in the CRC-P Project.

The Partners Agreements outline the terms and conditions governing the relationship between the Partners and sets out their respective obligations to contribute to and participate in the CRC-P Project, as set out below:

TYPE OF CONTRIBUTION	$	DATE
The Company		
Cash	$320,033	30/06/2024
Cash	$663,244	30/06/2025
Cash	$742,633	30/06/2026
Cash	$398,823	31/12/2026
In-Kind	$25,000	30/06/2024
In-Kind	$50,000	30/06/2025
In-Kind	$25,000	31/12/2026
In-Kind	$50,000	30/06/2026
Staff	$31,200	30/06/2024
Staff	$62,400	30/06/2025
Staff	$62,400	30/06/2026
Staff	$31,200	31/12/2026
Sub-total	$2,461,933	
D&I		
Total In-Kind	$225,000	2023/24 - 2026/27

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TYPE OF CONTRIBUTION	$	DATE
Total Staff	$100,000	2023/24 - 2026/27
Sub-total	$325,000	
Northern Health		
Total In-Kind	$240,000	30/06/2025 - 31/12/2026
Total Staff	$322,820	30/06/2024 - 31/12/2026
Sub-total	$562,820	
RMIT		
Total In-Kind	$900,000	30/06/2024 - 31/12/2026
Staff	$446,010	30/06/2024 - 31/12/2026
Sub-total	$1,346,010	
Total	$4,695,763	

In undertaking the CRC-P Project, the Partners agree to meet certain progress milestones contained within the agreement relating to development or biosensors, development of the LFD, education and training programs, promotional activities and clinical trials.

The Partners Agreements were entered into on substantially similar terms and conditions, the material provisions of which are summarised below:

Term	The term of the Partners Agreement will end on the later of: (a) 9 June 2027; or (b) when all reporting requirements relating to the CRC-P Project under the CRC-P Grant Agreement have been met, whichever is the later, unless otherwise terminated in accordance with the respective Partner Agreement.
Intellectual Property rights	The intellectual property rights in the documents, equipment, software (including source code and object code versions), goods, information and data, other than all material which the Company is required to provide to the Commonwealth for reporting purposes, created or developed by the Partners as a result of the CRC-P Project will vest in the Company, which shall not extend to the ownership of any intellectual property in material that is developed independently of the Partner Agreements.
Intellectual Property arrangement	(a) Each Partner agrees to irrevocably assign, transfer, and convey to the Company all its rights, titles, and interests in and to the intellectual property developed by them during the course of the collaboration (CPIP), including all copyrights, patents, trademarks, trade secrets, and any other forms of intellectual property arising from the CRC-P Project. (b) The Company grants RMIT and Northern Health a non-exclusive, perpetual, royalty-free license to use the CPIP for conducting the CRC-P Project and for its research, teaching and education purposes; (c) RMIT grants to the Commonwealth a permanent, non-exclusive, irrevocable, royalty-free licence to use, modify, communicate, publish, adapt and sub-license all material which the Company is required to provide to the Commonwealth for reporting purposes as specified in the RMIT Partners Agreement (Reporting Material) and includes any existing material that is incorporated in or supplied with the Reporting Material.

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	(d) the CPIP, the subject of the RMIT Partners Agreement, is restricted to the field of Streptococcus bacteria with relevance of human and cattle diseases. (e) The background intellectual property (BIP) of each Partner (including improvements to BIP), will be owned by that Partner, regardless of which party makes those improvements. Each Partner provides a non-exclusive, royalty-free licence to use their BIP (and any improvements) for the purposes of conducting the CRC-P Project. Where BIP is required by another Partner for any other purpose, including a purpose beyond the CRC-P Project, such use will be agreed separately between the relevant Partners, and will not be unreasonably withheld.
Commercialisation	In the event the Company elects not to commercialise the CPIP, RMIT may request that CPIP be assigned to RMIT, on terms to be negotiated in good faith between the Company and RMIT.

The Partners Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

10.2.2 Research Services Agreement (Kidney Function Test)

Nexsen and RMIT entered into a research services agreement (Research Services Agreement), pursuant to which the parties agreed to collaborate to develop aptamers for the point-of-care diagnosis of kidney disease onset and its ongoing monitoring, the material terms and conditions of which are summarised below:

Objective of project	Develop highly sensitive and specific aptamers against Neutrophil Gelatinase-Associated Lipocalin (NGAL) and creatinine to facilitate their detection in blood, enabling point-of-care-based early diagnosis of acute kidney injury (AKI) and continuous monitoring of chronic kidney disease (CKD).
Project start date	1 July 2025.
Term	The term of the Research Services Agreement commences on 1 July 2025 and terminates on 30 June 2027.
Milestones of project	RMIT agreed to perform research services in accordance with certain procedural milestones intended to guide the development of the intellectual property under the Project relating to development of biosensors.
Fees	Nexsen agreed to pay RMIT an aggregate cash payment of $1,125,000 (excluding GST) (Research Fee) in consideration for the provision of research services set out above. The Research Fee payable in eight (8) equal quarterly instalments with the first due on 1 July 2025.
Background intellectual property rights	The parties agreed that each party grants to the other party a non-exclusive, royalty free licence to use its background intellectual property for the purpose of the project, including any intellectual property owned or controlled by a party, prior to 1 July 2025 or developed independently of the Research Services Agreement, which a party contributes to the project, and includes any improvements thereto.
Intellectual Property Rights	RMIT will hold 100% of the title to and ownership of all Intellectual Property created, resulting from or arising in the course of carrying out the project (excluding Background IP) (for the purposes of this Section, Project IP). Further, Nexsen agreed to assign all of its rights, title and interest in the Project IP to RMIT.
First Right to Commercialisation of Research IP	Nexsen have the first right to exclusively commercialise the Project IP. Nexsen may commercialise the Project IP if, within twelve (12) months after the end of the Research Services Agreement, Nexsen enters into a written agreement with RMIT on the terms on which the Project IP can be commercialised including selection of one of the two (2) options outlined below:

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	(a) licence to Project IP – an exclusive licence to the Project IP on commercial terms to be negotiated by the parties in good faith. The licence terms will include an agreement as to milestone fees, royalties, and rights for RMIT to use outside a defined field; or (b) assignment of Project IP – if Nexsen wishes to have the IP assigned within 12 months after the project is completed (or earlier), Nexsen will pay an additional $495,000 to RMIT. If Nexsen does not enter into a written agreement with RMIT per the above, RMIT will have the right to commercialise the Project IP without further notice to Nexsen.

The Research Services Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

10.2.3 ARC Grant Agreements (Bovine Mastitis POU Test)

Following a successful proposal to the ARC, Nexgen Nanosensors Pty Ltd (ACN 140 892 995) (Nexgen), a wholly owned subsidiary of the Company, has agreed to become a partner organisation under the ARC Research Hub for development of a biosensor platform technology for use in animal health testing, specifically relating to bovine mastitis (ARC Project). Refer to Section 6.4.1(c) for further details with respect to the ARC Research Hub.

Nexgen has entered into a partner organisation agreement (Partner Organisation Agreement) with La Trobe University (La Trobe), as the administering organisation under the ARC Research Hub, in relation to the ARC Project, under which NexGen agreed to commit $60,000 per annum in cash and $60,000 per annum in-kind over 5 years.

In connection with the Partner Organisation Agreement, Nexgen has entered into a research activity agreement with RMIT, CSIRO and La Trobe (Research Activity Agreement) under which the parties have agreed to collaborate in respect of the ARC Project the key objectives being to:

(a) develop aptamers that selectively bind to two mastitis-causing microorganisms (Streptococcus uberis and Staphylococcus aureus) in a milk matrix;

(b) design and develop a rapid, cost-effective, and reliable aptamer-based detection system for the rapid identification of these mastitis pathogens in cattle;

(c) evaluate the sensitivity, specificity, and reliability of the developed aptamer-based detection system (a proof-of-concept device) under standard laboratory conditions; and

(d) patent the aptamers developed against both Streptococcus uberis and Staphylococcus aureus, respectively.

A summary of the Research Activity Agreement is set out below:

Milestones	The parties have agreed to perform research services in accordance with certain procedural milestones intended to guide the development of the intellectual property under the Project.
Contributions	

PARTNER	CONTRIBUTION TYPE	TOTAL CONTRIBUTION (5 YEARS)
ARC Grant	Cash	$300,000
RMIT	Cash	$150,000
	In-kind	$419,725
Nexgen	Cash	$300,000
	In-kind	$300,000

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	CSIRO	Cash	Nil
		In-kind	$87,665
	TOTAL	Cash	$750,000
		In-kind	$807,390
Ownership of Research Activity IP	The intellectual property rights created or arising as a direct result of the conduct of the ARC Project and any improvements thereto (ARC Project IP) will be owned as follows: (a) Nexgen will own the ARC Project IP related to the streptococcus uberis biosensor technology; (b) CSIRO will own the ARC Project IP related to the machine learning based models and analytics that facilitate discovery of the Streptococcus uberis technology; and (c) RMIT will own all the remaining ARC Project IP, including but not limited to, those related to the Staphylococcus aureus aptamer development, and the components required to build the lateral flow assay diagnostic technologies. The parties grant each other an irrevocable, royalty-free, non-exclusive, non-transferable licence to use its ARC Project IP for the purpose of performing the ARC Project.		
First Right to Commercialisation of Research IP	Nexgen has a first right to exclusively commercialise the ARC Project IP in the field of veterinary diagnosis (Field) on reasonable commercial terms.		
Commercialisation	The manner and process of protection and commercialisation of commercially valuable intellectual property rights will be dealt with in accordance with a commercialisation plan. In the event NexGen exercise its right to commercialise the ARC Project IP, the commercialisation plan will comprise: (a) subject to the development and validation of the technology, patent protection may be sought; (b) once the performance of the proof-of-concept lateral flow assay devices is validated under laboratory conditions, a third-party will be engaged to support NexGen with building device prototypes; (c) obtain additional funding to manufacture the devices and to perform the field trials; and (d) upon successful field trials, a detailed commercialisation plan will be developed to mass manufacture these devices, followed by an imminent product launch.		

The Research Activity Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

10.2.4 Research Services Agreement (Nexsen AI Biosensing)

The Company has entered into a student research project agreement with RMIT (AI Biosensing Agreement), pursuant to which RMIT will undertake a research project to identify bacterial epitopes of DNA biosensors using computational approaches, including artificial intelligence and machine learning (Research Project). The Research Project aims to:

(a) develop computational molecular modelling and machine learning methods to accurately predict - biomolecule binding interactions;

(b) identify the molecular targets of GBS suitable as biomarkers for biosensor cross-linkage; and

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(c) employ rigorous biophysical models of GBS binding to screen for, or design novel sequences for enhanced biosensor selectivity.

The material terms and conditions of the AI Biosensing Agreement are summarised below:

Term	4 years commencing in February 2025.
Contribution	The Company will provide a total of $100,000 (ex GST), in addition to a workplace supervisor and data and expertise related to the Research Project in consideration for RMIT providing research, training and supervision, access to RMIT infrastructure and lab facilities.
Milestones and deliverables	(a) Year 1: Development of machine learning-augmented molecular modelling strategy for quantitative predictions of biomolecule interactions. (b) Year 2: Identification of GBS biomolecules targeted by existing biosensors, refinement of machine learning model and fundamental knowledge of -biomolecule interactions at a molecular level. (c) Years 3-4: In silico design of novel biosensors for enhanced selective binding of species-specific GBS molecular targets, putative library of biosensors engineered for identifying different GBS strains.
Background Intellectual Property Rights	Each party grants to the other party a non-exclusive, nontransferable, royalty free, world-wide licence for the duration of the Research Project to use their background intellectual property solely for the purpose of and only to the extent necessary for the conduct of the Research Project.
Intellectual Property Rights	All intellectual and industrial property rights, including without limitation: (a) patents, copyright, rights in circuit layouts, registered designs and the right to have confidential information kept confidential; and (b) any application or right to apply for registration of any of those rights, arising from the Research Project, excluding background IP (Project IP) shall be owned by RMIT. RMIT grants to the Company a perpetual, irrevocable, royalty-free, non-exclusive, non-transferable licence to use its Project IP for the purpose of performing the Research Project, for internal use, but not for commercialisation.
Commercialisation of Project IP	The Company will have the first right to exclusively commercialise Project IP in this field or alternatively have the right to be assigned the Project IP on reasonable commercial terms (First Right). The Company may exercise its First Right and commercialise the Project IP or be assigned the Project IP if, within 12 months following expiry of the term, it notifies RMIT in writing that it wishes to commercialise or be assigned the Project IP and enter into a written agreement with RMIT.
Termination	Either party may terminate with immediate effect by giving written notice to the other party if: (a) a party breaches a term of the AI Biosensing Agreement and fails to remedy that breach within 14 days after receiving notice requiring it to do so; (b) the student is unable to complete the Research Project and RMIT fails to appoint another student to perform the Research Project; or (c) any ethical committee approvals or consents required for the Research Project are not granted.

The AI Biosensing Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

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10.2.5 RMIT MOU

The Company and RMIT are party to a memorandum of understanding (RMIT MOU) to set out their collective understanding with respect to their collaboration for development of products through the application of the Nexsen Platform to biosensors identified through the RMIT Background IP.

The RMIT MOU sets out an agreed framework for the conduct of research projects and the provision of RMIT's research services for, together with an acknowledgement with respect to the Company's potential acquisition or licensing of the intellectual property required for commercialisation of products developed in consideration for the Company financing RMIT's direct and indirect costs associated with the projects..

It is contemplated that a separate binding agreement would be entered into for each project on terms to be agreed between the Company and RMIT in a manner consistent with the MOU, which will govern the parties' rights and obligations with respect to that project. The project agreements will deal with the following items:

(a) the funding of direct and indirect project costs by the Company for each project;

(b) the field to which the project will relate;

(c) dispute resolution procedures;

(d) reporting requirements; and

(e) publication rights in connection with that Project.

10.3 Acquisition Agreements

10.3.1 Intellectual Property Assignment Agreement (GBS Rapid Sensor)

On or about 24 January 2025, the Company and RMIT entered into an intellectual property assignment agreement (Assignment Agreement) pursuant to which the RMIT agreed to irrevocably assign to the Company all property, right, title and interest in and to the GBS biosensor technology, including any future intellectual property rights it is entitled to claim priority from the GBS biosensor technology as developed and/or owned by RMIT (Assignment). In consideration for the Assignment, the Company agreed to:

(a) issue 6,000,000 Shares at an issue price of $0.20 per Share to RMIT;

(b) make a cash payment of A$250,000 to RMIT.

The Company grants RMIT a non-exclusive, perpetual, royalty-free, non- transferable, worldwide, sub-licensable licence to the GBS biosensor technology for RMIT's research, teaching and educational purposes.

In the event the Company intends to cease commercialisation of a GBS biosensor incorporating the GBS biosensor technology, the Company will notify RMIT and agrees to irrevocably transfer and assign all property, right, title and interest in and to the GBS biosensor technology to RMIT in consideration for a cash payment of $10.00.

10.3.2 Subsidiary Acquisition Agreements

In July 2024, the Company acquired Nexgen from a group of vendors including Mark Muzzin (a Director), who held a 40% interest. The total consideration paid for the acquisition of Nexgen was 2,500,000 Shares, of which Mr Muzzin received 1,000,000 Shares. Nexgen holds the intellectual property interests in the bovine mastitis biosensor technology and is the participant in the ARC Research Project.

The Company acquired Nexsen Biotech Pty UK Limited (Nexsen UK) from a former director of the Company, Thomas Hanly for nominal consideration. Nexsen UK has not operated or conducted any activity since being incorporated. It has no assets or liabilities. As a result, audited accounts have not been produced for this entity.

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10.4 Agreements with Directors and Management

10.4.1 Reece O'Connell – Executive Chairman

Agreement	Executive services agreement between the Company and Mr O'Connell (Agreement).
Term	Mr O'Connell's employment as Executive Chairman commenced on 12 June 2025 and will continue until terminated in accordance with the terms of the Agreement.
Remuneration	From the commencement of his appointment the Company will pay Mr O'Connell a salary of $200,000 per annum (Base Salary) plus superannuation.
Termination by Company	The Company may terminate Mr O'Connell's employment in the following manner: (a) by providing two (2) months' written notice, or by making a payment equal to the Base Salary payable to the date of termination in lieu of all or part of such notice, plus any accrued entitlements; (b) summarily without notice if Mr O'Connell: (i) commits serious misconduct; (ii) commits a serious or persistent breach of any term or condition of the Agreement; (iii) refuses or fails to comply with a lawful and reasonable directive of the Company; (iv) engages in fraudulent or dishonest conduct; (v) is intoxicated or under the influence of any non-prescription drugs at work to the extent that he cannot perform his duties; (vi) is convicted of any serious or indictable criminal offence; (vii) engages in any conduct which brings or may bring the Company into disrepute; (viii) is prohibited by law from taking part in the management of the Company; or (ix) is made bankrupt or enters into any composition or arrangement with or for the benefit of his creditors generally.
Termination by Mr O'Connell	Mr O'Connell may terminate his employment in the following manner: (a) by providing two (2) months' written notice to the Company; or (b) if any of the following events occur: (i) a material adverse change in his status or position as an officer of the Company, as in effect immediately prior to a change of control; or (ii) a material reduction by the Company in his annual Base Salary as in effect immediately prior to a change of control, (termination for Good Reason).
Resignation for Good Reason	If a change of control occurs and, at any time during the 12-month period following such change of control Mr O'Connell resigns for Good Reason, he shall be entitled to $65,000 Including superannuation (equivalent of 3 months' salary).
Other Terms	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, non-compete, intellectual property protection and confidentiality provisions).

10.4.2 Mark Muzzin – Managing Director

Agreement	Executive services agreement between the Company and Mr Muzzin (Agreement).

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Term	Mr Muzzin's employment as Managing Director commenced on 12 June 2025 and will continue until terminated in accordance with the terms of the Agreement.
Remuneration	From the commencement of his appointment the Company will pay Mr Muzzin a salary of $290,000 per annum (Base Salary), plus superannuation.
Termination by Company	The Company may terminate Mr Muzzin's employment in the following manner: (a) by providing three (3) months' written notice, or by making a payment equal to the Base Salary payable to the date of termination in lieu of all or part of such notice, plus any accrued entitlements; (b) summarily without notice if Mr Muzzin: (i) commits serious misconduct; (ii) commits a serious or persistent breach of any term or condition of the Agreement; (iii) refuses or fails to comply with a lawful and reasonable directive of the Company; (iv) engages in fraudulent or dishonest conduct; (v) is intoxicated or under the influence of any non-prescription drugs at work to the extent that he cannot perform his duties; (vi) is convicted of any serious or indictable criminal offence; (vii) engages in any conduct which brings or may bring the Company into disrepute; (viii) is prohibited by law from taking part in the management of the Company; or (ix) is made bankrupt or enters into any composition or arrangement with or for the benefit of his creditors generally.
Termination by Mr Muzzin	Mr Muzzin may terminate his employment in the following manner: (a) by providing three (3) months' written notice to the Company; or (b) if any of the following events occur: (i) a material adverse change in his status or position as an officer of the Company, as in effect immediately prior to a change of control; or (ii) a material reduction by the Company in his annual Base Salary as in effect immediately prior to a change of control, (termination for Good Reason).
Resignation for Good Reason	If a change of control occurs and, at any time during the 12-month period following such change of control Mr Muzzin resigns for Good Reason, he shall be entitled to $72,500 Including superannuation (equivalent of 3 months' salary).
Other Terms	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, non-compete, intellectual property protection and confidentiality provisions).

10.4.3 Dr Sanje Mahasivam – Chief Technical Officer

Agreement	Executive services agreement between the Company and Dr Mahasivam (Agreement).
Term and Role	Mr Mahsivam's employment as Chief Technical Officer commenced on 1 August 20254 and will continue until terminated in accordance with the terms of the Agreement. Dr Mahasivam is employed on a part-time (19 hours per week) basis.
Remuneration	From the commencement of his appointment the Company will pay Dr Mahasivam a salary of $110,000 per annum (Base Salary), plus statutory superannuation.

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Termination by Company	The Company may terminate Dr Mahasivam's employment in the following manner: (a) by providing two (2) months' written notice, or by making a payment equal to the Base Salary payable to the date of termination in lieu of all or part of such notice, plus any accrued entitlements; (b) summarily without notice if Dr Mahasivam: (i) commits serious misconduct; (ii) commits a serious or persistent breach of any term or condition of the Agreement; (iii) refuses or fails to comply with a lawful and reasonable directive of the Company; (iv) engages in fraudulent or dishonest conduct; (v) is intoxicated or under the influence of any non-prescription drugs at work to the extent that he cannot perform his duties; (vi) is convicted of any serious or indictable criminal offence; (vii) engages in any conduct which brings or may bring the Company into disrepute; (viii) is prohibited by law from taking part in the management of the Company; or (ix) is made bankrupt or enters into any composition or arrangement with or for the benefit of his creditors generally.
Termination by Dr Mahasivam	Dr Mahasivam may terminate his employment by providing two (2) months' written notice to the Company.
Other Terms	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, non-compete, intellectual property protection and confidentiality provisions).

10.4.4 Professor Vipul Bansal – Chief Innovation Officer

Agreement	Executive services agreement between the Company and Mr Bansal (Agreement).
Term	Mr Bansal's employment as Chief Innovation Officer commenced on 1 August 2025 and will continue until terminated in accordance with the terms of the Agreement. Mr Bansal is employed on a part-time (7.6 hours per week) basis.
Remuneration	From the commencement of his appointment the Company will pay Mr Bansal a salary of $140,000 per annum, inclusive of superannuation (Base Salary).
Termination by Company	The Company may terminate Mr Bansal's employment in the following manner: (a) by providing two (2) months' written notice, or by making a payment equal to the Base Salary payable to the date of termination in lieu of all or part of such notice, plus any accrued entitlements; (b) summarily without notice if Mr Bansal: (i) commits serious misconduct; (ii) commits a serious or persistent breach of any term or condition of the Agreement; (iii) refuses or fails to comply with a lawful and reasonable directive of the Company; (iv) engages in fraudulent or dishonest conduct; (v) is intoxicated or under the influence of any non-prescription drugs at work to the extent that he cannot perform his duties; (vi) is convicted of any serious or indictable criminal offence;

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	(vii) engages in any conduct which brings or may bring the Company into disrepute; (viii) is prohibited by law from taking part in the management of the Company; or (ix) is made bankrupt or enters into any composition or arrangement with or for the benefit of his creditors generally.
Termination by Mr Bansal	Mr Bansal may terminate his employment by providing two (2) months' written notice to the Company.
Other Terms	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, non-compete, intellectual property protection and confidentiality provisions).

10.4.5 Piyumi Dinusha Balapitiya Liyange – Regulatory Strategy & Compliance Project Manager

Agreement	Executive services agreement between the Company and Ms Liyange (Agreement).
Term	Ms Liyange's employment as Chief Innovation Officer commenced on 1 August 2025 and will continue until terminated in accordance with the terms of the Agreement. Ms Liyange is employed on a part-time (19 hours per week) basis. My Liyange is not a member of the Company's key management personnel.
Remuneration	From the commencement of his appointment the Company will pay Ms Liyange a salary of $72,000 per annum (Base Salary), plus superannuation.
Termination by Company	The Company may terminate Ms Liyange's employment in the following manner: (a) by providing two (2) months' written notice, or by making a payment equal to the Base Salary payable to the date of termination in lieu of all or part of such notice, plus any accrued entitlements; (b) summarily without notice if Ms Liyange: (i) commits serious misconduct; (ii) commits a serious or persistent breach of any term or condition of the Agreement; (iii) refuses or fails to comply with a lawful and reasonable directive of the Company; (iv) engages in fraudulent or dishonest conduct; (v) is intoxicated or under the influence of any non-prescription drugs at work to the extent that he cannot perform her duties; (vi) is convicted of any serious or indictable criminal offence; (vii) engages in any conduct which brings or may bring the Company into disrepute; (viii) is prohibited by law from taking part in the management of the Company; or (ix) is made bankrupt or enters into any composition or arrangement with or for the benefit of his creditors generally.
Termination by Ms Liyange	Ms Liyange may terminate his employment by providing two (2) months' written notice to the Company.
Other Terms	The Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, non-compete, intellectual property protection and confidentiality provisions).

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10.4.6 Non-executive Director appointments

The Company entered into letters of appointment (Letters of Appointment) with Grant Pestell and Martina Mariano (together, the Non-Executive Directors), pursuant to which they have each been engaged as non-executive directors of the Company.

Each of the Non-Executive Directors' service will cease when the respective Non-Executive Director resigns, retires or is removed from office in accordance with the Company's Constitution or the Corporations Act or if they resign by notice in writing to the Company.

Each of the Non-Executive Directors' will receive an annual fee of $60,000 (including superannuation).

The Letters of Appointment otherwise contain terms and conditions that are considered standard for agreements of this nature.

10.4.7 Deeds of indemnity, insurance and access

The Company has entered into a deed of indemnity, insurance and access with each of its officers. Pursuant to each of these deeds, the Company has agreed to indemnify each officer, to the extent permitted by the Corporations Act against certain liabilities arising as a result of the officer acting as an officer of the Company. The Company will also required to maintain insurance policies for the benefit of the relevant officer and allow the officers to inspect board papers in certain circumstances.

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11. ADDITIONAL INFORMATION

11.1 Litigation

As at the date of this Prospectus, the Company and its subsidiaries are not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company or any of its subsidiaries.

11.2 Rights and liabilities attaching to Shares

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

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

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

(b) Voting rights

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

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

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

(c) Dividend rights

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on

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Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) Winding-up

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

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

(e) Shareholder liability

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

(f) Transfer of shares

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

(g) Future increase in capital

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) Variation of rights

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

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

(i) Alteration of constitution

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

11.3 Terms and Conditions of Options

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 10, the amount payable upon exercise of each Option will be: (a) in respect of the Class A Incentive Options and Broker Options – $0.30; and (b) in respect of the Class B Incentive Options – $0.50,

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		(Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AEST) on the date that is three years following the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Options.
10.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
12.	Change in exercise price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

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13.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

11.4 Terms and Condition of Performance Rights

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	Milestones	The Performance Rights shall vest as follows: **CLASS** / **MILESTONE** A: Upon the occurrence of all of the following: (a) the Company securing HREC approval for a second clinical trial site for its GBS Rapid Sensor; and (b) collection of at least 100 clinical trial samples from at least two clinical trial sites for the GBS Rapid Sensor B: upon the occurrence of the earlier of the following milestones: (a) Commercial sale of at least five thousand tests under a Nexsen diagnostic brand (b) Securing at least $2 million in direct financial contribution from a grant funding body C: upon the Company receiving HREC approval for a clinical study for a Nexsen diagnostic for kidney disease or kidney function screening: within two (2) years following the date of issue, each, a Milestone.
4.	Expiry Date	The Performance Rights will expire on the earlier to occur of: (a) where they are unvested – the holder ceasing to be an officer or an employee of the Company, as applicable, unless otherwise determined by the Board at its absolute discretion; and (b) whether vested or unvested – at 5:00 pm (AEST) on the date that is three years from the date of issue, (Expiry Date). For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Milestone has been satisfied.
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.
7.	Conversion	Subject to paragraph 16, upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	Timing of issue of Shares on conversion	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act

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		and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights. If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Change of Control	Subject to paragraph 16, upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Milestones, Performance Rights will accelerate vesting and the Board may require that the Performance Rights automatically convert into Shares on a one-for-one basis.
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	Transferability	The Performance Rights are not transferable.
16.	Deferral of conversion if resulting in a prohibited acquisition of Shares	If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the

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		General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

11.5 Employee Incentive Plan

The Company has adopted an employee incentive plan (Employee Incentive Plan or Plan), the principle terms of which are summarised below:

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities (defined below) offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b). The Constitution does not specify a threshold and as such the applicable threshold is 5%. The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)) is 20,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.

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	The Incentive Options and Performance Rights to be issued under the Incentive Offer were not issued under the Plan and therefore do not impact upon the issue cap.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant an Eligible Participant that has participated in the Plan (Participant) the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the Shareholders; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in special circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or

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	engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date, subject to the discretion of the Board.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $$S = O * \frac{(MVS - EP)}{MVS}$$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise. EP = exercise price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue

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	unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.

11.6 ASX waiver and ASIC relief

The Company intends to seek in-principal approval under ASX Listing Rule 6.1 for the terms and conditions of the Performance Rights to be issued prior to admission to the Official List. In addition, as ASX treats performance rights in the same manner as options for the purpose of ASX Listing Rule 1.1 Condition 12, the Company intends to seek a waiver of ASX Listing Rule 1.1 Condition 12 to permit it having options on issue with an exercise price of less than $0.20, being the Performance Rights.

11.7 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offers; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

(a) as an inducement to become, or to qualify as, a Director; or

(b) for services provided in connection with:

(i) the formation or promotion of the Company; or

(ii) the Offers.

11.8 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

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(a) person named in this Prospectus as performing a function in a professional, adviser or other capacity in connection with the preparation or distribution of this Prospectus;

(b) promoter of the Company; or

(c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offers; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

(d) the formation or promotion of the Company; or

(e) the Offers.

Moore Australia Corporate Finance has acted as Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Annexure A. The Company estimates it will pay Moore Australia Corporate Finance a total of $15,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Moore Australia Corporate Finance has received $12,000 (excluding GST) in fees from the Company for financial services.

Moore Australia Audit (WA) has been appointed as the Company's auditor. The Company estimates it will pay Moore Australia Audit (WA) a total of $22,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Moore Australia Audit (WA) has received $62,500 (excluding GST) in fees from the Company for audit services.

Frost & Sullivan has prepared the Independent Market Report which is included in Section 5 of this Prospectus. The Company estimates it will pay Frost & Sullivan a total of $30,200 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Frost & Sullivan has not otherwise received fees from the Company.

Patenteur has prepared the Intellectual Property Report which is included in Annexure B of this Prospectus. The Company estimates it will pay Patenteur a total of $2,750 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Patenteur has received $16,905 (excluding GST) for patent service fees, including disbursements.

Reign Advisory has acted as a corporate advisor to the Company and will receive those fees set out in Section 10.1.2 in consideration for the provision of corporate and strategic advisory services to the Company. During the 24 months preceding lodgement of this Prospectus with the ASIC, Reign Advisory has received $51,000 in fees from the Company for corporate and strategic advisory services.

Alpine Capital has acted as the Lead Manager to the Public Offer and will receive those fees set out in Section 4.6 following the successful completion of the Public Offer for its services as Lead Manager. Alpine Capital will be responsible for paying all capital raising fees that Alpine Capital and the Company agree with any other financial service licensees. Further details in respect to the Lead Manager Mandate with Alpine Capital are summarised in Section 10.1.1. During the 24 months preceding lodgement of this Prospectus with the ASIC, Alpine Capital has received $258,000 (excluding GST) in fees from the Company for services in relation to the Company's seed capital raising and for retainer payments .

Steinepreis Paganin has acted as the Australian legal advisers to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin $100,000 (excluding GST) for these services.

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Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has not received fees from the Company for any other services.

11.9 Consents

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

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and

(c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Moore Australia Corporate Finance has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Annexure A in the form and context in which the information and report is included.

Moore Australia Audit (WA) has given its written consent to being named as auditor of the Company in this Prospectus and the inclusion of the audited financial information of the Company contained in the Investigating Accountants Report included in Annexure A to this Prospectus in the form and context in which the information is included.

Frost & Sullivan has given its written consent to the inclusion of the Independent Market Report in Section 5 of this Prospectus in the form and context in which the information and report is included.

Patenteur has given its written consent to the inclusion of the Intellectual Property Report in Annexure B of this Prospectus in the form and context in which the information and report is included.

Reign Advisory has given its written consent to being named as the corporate advisor to the Company in this Prospectus.

Steinepreis Paganin has given its written consent to being named as the Australian legal adviser to the Company in relation to the Offers in this Prospectus.

Alpine Capital has given its written consent to being named as the Lead Manager to the Company in this Prospectus.

Automic Group has given its written consent to being named as the share registry to the Company in this Prospectus.

11.10 Expenses of the Offers

The total expenses of the Offers (excluding GST) are estimated to be approximately $729,389 for Minimum Subscription or $851,956 for Maximum Subscription and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Minimum Subscription ($)	Maximum Subscription ($)
ASIC fees	$3,206	$3,206
ASX fees	$131,233	$133,800

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Lead Manager Fees[1]	$360,000	$480,000
Legal Fees[2]	$110,000	$110,000
Investigating Accountant's Fees	$15,000	$15,000
Marker Report	$30,200	$30,200
Printing and Distribution	$25,000	$25,000
Miscellaneous	$54,750	$54,750
TOTAL	$729,389	$851,956

Notes:

1. Includes capital raising fee equal to 6% of amount raised under Public Offer.
2. Includes fees payable to Steinepreis Paganin, Patenteur and for fees associated with making offers in Hong Kong and Singapore.

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12. DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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13. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

$ means an Australian dollar.

Admission means the admission of the Company to the Official List.

AgTech has the meaning given in Section 6.1.

AKI means acute kidney injury

AKI/CKD POC Tests has the meaning given in Section 6.1 and is further described in Section 6.3.2.

ARC has the meaning given in Section 6.1.

Application Form means the application form attached to or accompanying this Prospectus (including an online application form) relating to the Offers.

ASIC means Australian Securities & Investments Commission.

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

ASX Listing Rules means the official listing rules of ASX.

Board means the board of Directors as constituted from time to time.

Biosecurity POU Tests has the meaning given in Section 6.1 and is further described in Section 6.4.2.

Bovine Mastitis POU Test has the meaning given in Section 6.1 and is further described in Sections 6.4.1

Broker Offer means the offer of Broker Options pursuant to this Prospectus, as set out in Section 4.7.2.

Broker Options means the Options to be issued to the Lead Manager on the terms and conditions set out in Section 11.3, as applicable.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

CKD means and chronic kidney disease.

Class A Incentive Option and **Class B Incentive Option** mean an Incentive Option with the specific terms set out in Section 11.3 (as applicable).

Class A Performance Right, Class B Performance Right and **Class C Performance Right** mean a Performance Right with the specific terms set out in Section 11.4 (as applicable).

Cleansing Offer means the offer of Shares pursuant to this Prospectus, as set out in Section 4.7.1.

Closing Date means the closing date of the Public Offer as set out in the indicative timetable in the Key Offer Information Section (subject to the Company reserving the right to extend the Closing Date or close the Public Offer early).

Company or **Nexsen** means Nexsen Limited (ACN 655 182 497).

Conditions has the meaning set out in Section 4.7.

Constitution means the constitution of the Company.

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

CRC-P has the meaning given in Section 6.3.1(c)..

CRC-P Grant has the meaning given in Section 6.3.1(c).

CRC-P Partnership has the meaning given in Section 6.3.1(c).

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

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Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

Frost & Sullivan means Frost & Sullivan Australia Pty Limited (ACN 096 869 108).

GBS means Group B Streptococcus.

GBS IP has the meaning given in Section 6.1 and is further described in Section 6.2.2.

GBS Rapid Sensor has the meaning given in Section 6.1 and is further described in Section 6.3.1.

HREC means the Human Research Ethics Committee.

Incentive Offer means the offer of Performance Rights and Incentive Options pursuant to this Prospectus, as set out in Section 4.7.2.

Incentive Options means the Options to be issued to Directors and senior management of the Company on the terms and conditions set out in Section 11.3, as applicable.

LFD means lateral flow device.

Lead Manager or **Alpine Capital** means Alpine Capital Pty Ltd (ACN 155 409 653) (AFSL 422 477).

Lead Manager Mandate means the agreement with the Lead Manager summarised in Section 10.1.1.

Maximum Subscription means the maximum amount to be raised under the Public Offer, being $6,000,000.

MedTech has the meaning given in Section 6.1.

Minimum Subscription means the minimum amount to be raised under the Public Offer, being $8,000,000.

MOBIUS has the meaning given in Section 6.1.

Moore Australia Corporate Finance or the **Investigating Accountant** means Moore Australia Corporate Finance (WA) Pty Ltd (ACN 058 626 403).

Nexgen means Nexgen Nanosensors Pty Ltd (ACN 140 892 995), a wholly owned subsidiary of the Company.

Nexsen.AI has the meaning given in Section 6.1 and is further summarised in Section 6.5.

Nexsen Platform has the meaning given in Section 6.1 and is further summarised in Section 6.2.1 .

Offer Price means $0.20 per Share.

Offers means the Public Offer and the Secondary Offers.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Option means an option to acquire a Share.

Incentive Plan has the meaning set out in Section 11.5

Patenteur means Patenteur Pty Ltd (ACN 159 561 761).

Performance Right means a performance right convertible into a Share, and where the context so requires includes the performance rights to be issued to Directors and senior management of the Company on the terms and conditions set out in Section 11.4.

POC means point of care.

POC Diagnostics has the meaning given in Section 6.1.

POU means point of use.

Prospectus means this prospectus.

Public Offer means the offer of Shares pursuant to this Prospectus as set out in Section 4.1.

Recommendations has the meaning set out in Section 9.8.

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Reign Advisory means Reign Advisory Pty Ltd (ACN 656 685 960).

RMIT means the Royal Melbourne Institute of Technology.

RMIT Background IP has the meaning given in Section 6.1 and is further summarised in Section 6.2.1..

RMIT MOU has the meaning given in Section 6.1 and is further summarised in Section 10.2.5.

Secondary Offers means the Cleansing Offer and the Incentive Offer.

Section means a section of this Prospectus.

Securities means Shares, Options and Performance Rights.

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

Shareholder means a holder of Shares.

US means the United States of America.

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

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Moore Australia

Level 15, Exchange Tower,
2 The Esplanade, Perth, WA 6000
PO Box 5785, St Georges Terrace, WA 6830

T +61 8 9225 5355
F +61 8 9225 6181

www.moore-australia.com.au

29 August 2025

The Directors
Nexsen Limited
Level 21,459 Collins Street
Melbourne VIC 3000

Dear Directors

Independent Limited Assurance Report

1. Introduction

This report has been prepared at the request of the Directors of Nexsen Limited (the "Company" or "Nexsen") for inclusion in a prospectus to be issued by the Company ("Prospectus") in respect of the proposed public offering of fully paid ordinary shares in the Company ("Capital Raising" or "the Offer") and the listing of the Company on the Australian Securities Exchange Limited ("ASX").

Expressions defined in the Prospectus have the same meaning in this report.

The report does not address the rights attaching to the shares to be issued in accordance with the Offer, nor the risks associated with accepting the Offer. Moore Australia Corporate Finance (WA) Pty Ltd has not been requested to consider the prospects for Nexsen, nor the merits and risks associated with becoming a shareholder and accordingly has not done so, nor purports to do so.

Consequently, Moore Australia Corporate Finance (WA) Pty Ltd has not made and will not make any recommendation, through the issue of this report, to potential investors of the Company, as to the merits of the Offer and takes no responsibility for any matter or omission in the Prospectus other than responsibility for this report.

2. Scope of Report

The Directors of the Company have requested Moore Australia Corporate Finance (WA) Pty Ltd prepare an Independent Limited Assurance Report on:

Historical Financial Information

The Directors have requested that Moore Australia Corporate Finance (WA) Pty Ltd review:

- The Historical Statements of Profit or Loss and Other Comprehensive Income of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025;
- The Historical Statements of Cash flows of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025; and
- The Historical Statement of Financial Position of Nexsen as at 30 June 2025;

which is collectively termed the "Historical Financial Information".

Moore Australia Corporate Finance (WA) Pty Ltd as trustee – ABN 41 421 048 107.
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Historical Financial Information (continued)

The Historical Financial Information is presented in an abbreviated form insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to financial reports in accordance with the *Corporations Act 2001*.

The Historical Financial Information has been extracted from the audited general purpose financial statements of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025.

The financial statements of Nexsen were audited by Moore Australia Audit (WA), who issued unmodified audit opinions for each of the periods specified.

The Historical Statement of Profit or Loss and Other Comprehensive Income of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025 are included at Section 7.3.1 of the Prospectus and are presented without adjustment.

The Historical Statement of Cash flows of Nexsen for years ended 30 June 2023, 30 June 2024 and 30 June 20250 are included at Section 7.3.2 of the Prospectus and are presented without adjustment.

The Historical Statement of Financial Position as at 30 June 2025 of Nexsen is included in Section 7.3.3 of the Prospectus and is presented without adjustment.

Pro Forma Historical Financial Information

The Directors have requested that Moore Australia Corporate Finance (WA) Pty Ltd review:

- The Pro Forma Historical Statement of Financial Position of Nexsen as at 30 June 2025, as presented in Section 7.4.1, adjusted to include funds to be raised pursuant to the Prospectus and the completion of certain other transactions as disclosed in Section 7.4.2 of the Prospectus, as if those events and transactions occurred as at 30 June 2025.

which is collectively termed the "Pro Forma Historical Financial Information".

The Pro Forma Historical Statement of Financial Position is derived from the Historical Statement of Financial Position of the Company as at 30 June 2025, adjusted on the basis of the completion of the proposed Capital Raising and the completion of certain other transactions as disclosed in Section 7.4.2 of the Prospectus, as if those events and transactions occurred as at 30 June 2025. The Pro Forma Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of Nexsen's future financial position.

3. Scope of Review

Directors' Responsibilities

The Directors of Nexsen are responsible for the preparation and presentation of the Historical and Pro Forma Historical financial information, including the determination of the pro forma transactions. The Directors are also responsible for the information contained within the Prospectus.

This responsibility includes for the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Financial Information presented in the Prospectus that is free from material misstatement whether due to fraud or error.

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Our Responsibilities

We have conducted our engagement in accordance with Australian Auditing Standard ASRE 2405 *Review of Historical Financial Information Other than a Financial Report*. We have also considered and complied with the requirements of ASAE 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Historical Financial Information included in a Prospectus or other Document* and ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any Historical Financial Information used to compile the Pro Forma Historical Financial Information, nor have we, in the course of this engagement, performed an audit of the financial information used in compiling the Pro Forma Historical Financial Information, or the Pro Forma Historical Financial Information itself.

The purpose of the compilation of the Pro Forma Historical Financial Information is solely to illustrate the impact of the proposed Capital Raising, related transactions and accounting policies on unadjusted financial information of the Company as if the event or application of accounting policies had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed Capital Raising, related transactions and accounting policies would be as presented.

We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- a review of contractual arrangements;
- a review of financial statements, management accounts, work papers, accounting records and other documents, to the extent considered necessary;
- analytical procedures, to the extent considered necessary;
- a review of the audited and reviewed financial statements of Nexsen and its controlled entities, including a review of the auditor's work papers and making enquiries of the auditor, to the extent considered necessary;
- a comparison of consistency in application of the recognition and measurement principles in Accounting Standards and other mandatory professional reporting requirements in Australia, with the accounting policies adopted by the Company;
- a review of the assumptions and pro forma adjustments used to compile the Pro Forma Historical Financial Information; and
- enquiry of Directors, management and advisors of Nexsen.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

These procedures have been undertaken to form a limited assurance conclusion as to whether we have become aware of any matters that indicate the Historical and Pro Forma Historical Financial Information, set out in Section 7 of the Prospectus, does not present fairly, in all material respects, in accordance with Australian Accounting Standards and the accounting policies adopted by the Company. This view is consistent with our understanding of the financial position of the Company as at 30 June 2025, the pro forma financial position as at 30 June 2025, and of its financial results and cash flows for the years ended 30 June 2023, 30 June 2024 and 30 June 2025.

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4. Conclusions

Based on our review, which is not an audit:

- Nothing has come to our attention which causes us to believe that the Historical Statements of Profit or Loss and other comprehensive income of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025, as set out in Section 7.3.1 of the Prospectus, does not present fairly the results of the Company for the years then ended in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company.
- Nothing has come to our attention which causes us to believe that the Historical Statements of Cash Flows of Nexsen for the years ended 30 June 2023, 30 June 2024 and 30 June 2025, as set out in Section 7.3.2 of the Prospectus, does not present fairly the cash flows of the Company for the years then ended in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company.
- Nothing has come to our attention which causes us to believe that the Historical Statement of Financial Position of the Company, as set out in Section 7.3.3 of the Prospectus, does not present fairly the assets and liabilities of the Company as at 30 June 2025 in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company.
- Nothing has come to our attention which causes us to believe that the Pro Forma Historical Statement of Financial Position of the Company, as set out in Section 7.4.1 of the Prospectus, does not present fairly the assets and liabilities of the Company, as at 30 June 2025 in accordance with the accounting methodologies required by Australian Accounting Standards and adopted by the Company, and on the basis of assumptions and transactions set out in Section 7.4.2 of the Prospectus.

5. Valuation of Intangible Assets

The principal assets of Nexsen, post ASX listing, in addition to cash and cash equivalents, will be its intangible assets, being its investment in its intellectual property. The intellectual property assets have been included at cost of $1,964,629 in the Pro Forma Historical Statement of Financial Position as at 30 June 2025, which is in accordance with the accounting policy adopted for such assets by the Company. We have not performed our own valuations of the intangible assets and do not express a view on whether the carrying values of the intangible assets reflect market values.

6. Emphasis of Matter – Material Uncertainty Related to Going Concern

In forming our conclusion on the Company's financial information, which is not modified, we have considered the adequacy of the disclosure made in Section 7.6.3 of the Prospectus concerning the Company's ability to continue as a going concern. The conditions explained in Section 7.6.3 to the financial information indicate the existence of a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern. The Company is dependent on the expected capital raise pursuant to the planned IPO in order to fund working capital and discharge its liabilities in the ordinary course of business. The Company's financial information does not include any adjustments in the way of reductions to asset values or increases in liabilities, that would result if the Company were unable to continue as a going concern.

In our opinion, based on the Company's proposed use of funds and business plans as set out in the Prospectus, completion of the proposed Capital Raising pursuant to the Prospectus is expected to be sufficient to enable the Company to continue operating as a going concern.

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7. Subsequent Events

To the best of our knowledge and belief, there have been no other material items, transactions or events subsequent to 30 June 2025 not otherwise disclosed in this report or the Prospectus that have come to our attention during the course of our review which would cause the information included in this report to be misleading.

8. Other Matters

Moore Australia Corporate Finance (WA) Pty Ltd does not have any pecuniary interest that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion.

Nexsen and its subsidiaries are audited by Moore Australia Audit (WA), an affiliated firm of Moore Australia Corporate Finance (WA) Pty Ltd.

Moore Australia Corporate Finance (WA) Pty Ltd will receive a professional fee for the preparation of this Independent Limited Assurance Report.

Other than the review of the Financial Information Section, Moore Australia Corporate Finance (WA) Pty Ltd was not involved in the preparation of any other part of the Prospectus and accordingly makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Moore Australia Corporate Finance (WA) Pty Ltd consents to the inclusion of this report in the Prospectus in the form and context in which it is included and at the date of this report has not withdrawn this consent.

Yours faithfully

Peter Gray
Director
Moore Australia Corporate Finance (WA) Pty Ltd

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MOORE AUSTRALIA CORPORATE FINANCE (WA) PTY LTD

Australian Financial Services Licence No. 240773

FINANCIAL SERVICES GUIDE

This Financial Services Guide is issued in relation to our Independent Limited Assurance Report for Nexsen Biotech Limited ("Nexsen"). Our report has been prepared at the request of the Directors of Nexsen for inclusion in the Prospectus to be dated on or about 29 August 2025 in respect of the initial public offering of fully paid ordinary shares in Nexsen and listing of Nexsen on the Australian Securities Exchange Limited.

Moore Australia Corporate Finance (WA) Pty Ltd

Moore Australia Corporate Finance (WA) Pty Ltd ("MACF") has been engaged by the directors of Nexsen to prepare an Independent Limited Assurance Report in respect of the initial public offering of fully paid ordinary shares in Nexsen and listing of Nexsen on the Australian Securities Exchange Limited.

MACF holds an Australian Financial Services Licence – Licence No 240773.

Financial Services Guide

As a result of our report being provided to you we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). The FSG includes information on the use of general financial product advice and is issued so as to comply with our obligations as holder of an Australian Financial Services Licence.

Financial Services we are licensed to provide

MACF holds an Australian Financial Services Licence which authorises us to provide reports for the purposes of acting for and on behalf of clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate restructures or share issues, and to carry on a financial services business to provide general financial product advice for securities to retail and wholesale clients.

We provide financial product advice by virtue of an engagement to issue a report in connection with the issue of securities of a company or other entities.

Our report includes a description of the circumstances of our engagement and identifies the party who has engaged us. You have not engaged us directly but will be provided with a copy of our report as a retail client because of your connection with the matters on which our report has been issued. We do not accept instructions from retail clients and do not receive remuneration from retail clients for financial services.

Our report is provided on our own behalf as an Australian Financial Services Licensee authorised to provide the financial product advice contained in this report.

General Financial Product Advice

Our report provides general financial product advice only, and does not provide personal financial product advice, because it has been prepared without taking into account your particular personal circumstances or objectives either financial or otherwise, your financial position or your needs.

Some individuals may place a different emphasis on various aspects of potential investments.

An individual's decision in relation to the proposed transaction may be influenced by their particular circumstances and, therefore, individuals should seek independent advice.

Benefits that we may receive

We will charge fees for providing our report. The basis on which our fees will be determined has been agreed with, and will be paid by, the person who engaged us to provide the report. Our fees have been agreed on either a fixed fee or time cost basis. We estimate that our fees for the preparation of this report will be approximately $15,000 plus GST.

Remuneration or other benefits received by our employees

All our employees receive a salary. Employees may be eligible for bonuses based on overall productivity and contribution to the operation of MACF or related entities but any bonuses are not directly in connection with any assignment and in particular are not directly related to the engagement for which our report was provided.

Referrals

We do not pay commissions or provide any other benefits to any parties or person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships

MACF is the licensed corporate advisory arm of Moore Australia (WA) Pty Ltd, Chartered Accountants. The directors of MACF may also be partners in Moore Australia (WA) Pty Ltd Chartered, Accountants.

Moore Australia (WA) Pty Ltd, Chartered Accountants is comprised of a number of related entities that provide audit, accounting, tax, and financial advisory services to a wide range of clients.

MACF's contact details are set out on our letterhead.

Complaints resolution

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Complaints Officer, Moore Australia (WA) Pty Ltd, PO Box 5785, St George's Terrace, Perth WA 6830.

On receipt of a written complaint we will record the complaint, acknowledge receipt of the complaint and seek to resolve the complaint as soon as practical.

If we cannot reach a satisfactory resolution, you can raise your concerns with Australian Financial Complaints Authority Limited ("AFCA"). AFCA is an independent body established to provide advice and assistance in helping resolve complaints relating to the financial services industry. MACF is a member of AFCA. AFCA may be contacted directly via the details set out below.

Australian Financial Complaints Authority Limited
GPO Box 3
Melbourne VIC 3001
Toll free: 1800 930 678
Email: info@afca.org.au

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29 August 2025

The Board of Directors
Nexsen Ltd
Level 21, 459 Collins Street
Melbourne
VIC, 3000
Australia

Dear Directors,

Re: Intellectual Property Report – Nexsen Ltd.

1. Introduction and report Summary

This report has been prepared at the request of the Directors of **Nexsen Ltd** (hereinafter "Nexsen"), formerly Nexsen Pty Ltd prior to Nexsen Biotech Pty Ltd, now an Australian public company registered under Australian Company Number 655 182 497, for inclusion in a Prospectus required for lodgement at the Australian Securities and Investments Commission for the purpose of raising funds through the issue of securities.

Before Nexsen Pty Ltd became a public company it conducted business as Nexsen Biotech Pty Ltd. The majority of Nexsen's registered IP rights are still in the name of Nexsen Biotech Pty Ltd. Updating this information is a matter of formality.

Patenteur is engaged by Nexsen for professional intellectual property (IP) services. Patenteur has been, and will continue to be, involved in the preparation, filing, prosecution and maintenance of the trade mark applications listed in Section 3 of this report. The status summary of the patents and trade marks (both registered and pending) provided in this report is correct to the best of our knowledge after conducting reasonable due diligence and research, as at the date of this report.

Section 2 provides general information on Intellectual Property (hereinafter "IP").

Section 3 provides an overview of Nexsen's IP Portfolio.

Section 4 addresses Proprietorship of the IP portfolio.

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Section 5 outlines the Qualifications and Limitations of this report.

Section 6 presents our Statement of Independence and Consent.

2. Intellectual Property

2.1 Meaning of Intellectual Property

Generally, "intellectual property" refers to a group of registrable and non-registrable rights, including rights in patents, designs, trade marks, plant varieties, copyright, confidential information and trade secrets. Intellectual property has many of the characteristics possessed by real and personal property. In particular, intellectual property is an asset, which may be bought, sold, licensed, exchanged, or otherwise transferred as other forms of property. Accordingly, an intellectual property owner has the right to prevent the unauthorised use, manufacture, import, or sale of its property.

Patents are a form of intellectual property which protect new and non-obvious inventions, such as new products or processes, and are granted in exchange for the inventor's full disclosure of the invention to the public. Trade marks are used to distinguish good or services of one trader from another and can include words, logos, colours, sounds and smells. This report is primarily concerned with patents, patent applications, registered trade marks, applications for the registration of trade marks and confidential information which are the property of Nexsen.

This section is meant to provide only a high-level summary of some of the IP systems and should not be interpreted as providing an exhaustive description of law or of related risks regarding these IP systems.

2.2 Patents

Patent rights constitute an important component of IP and provide protection for new, inventive and useful inventions for a limited period. Patents may be granted in respect of new or improved product, compositions, and processes in most areas of current scientific, commercial, and industrial activities. The requirements for patent-eligible subject matter differ from jurisdiction to jurisdiction and may also change over time.

Pursuant to the Paris Convention for the Protection of Industrial Property, the filing

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of an initial patent application in, for example, Australia establishes a priority date for the invention in Australia and all other countries that are a party to this Convention, which currently comprises 176 member states, including countries such as the United States, Canada, New Zealand, Europe, China and Japan. The usual steps towards obtaining a patent in Australia and other countries in respect of an invention begins by filing a provisional patent application. The filing of a provisional patent application establishes the priority in respect of the invention disclosed in the specification accompanying the provisional patent application. A provisional patent does not grant any enforceable monopoly right in relation to the invention to which it refers.

Within twelve months from the date of the filing of the provisional patent application, a complete application must be lodged, failing which the provisional patent application, which remains pending for only twelve months, ceases to exist, along with the priority date set thereby. Thus, if no application is filed within one year of the provisional patent application, the priority date is no longer valid. Within the one-year pendency of the provisional application, to obtain protection in other countries party to the Paris Convention for the Protection of Industrial Property, the applicant may file separate national patent application in each of the countries in which protection is require. Alternatively, the applicant may file a single international patent application in terms of the provisions of the Patent Cooperation Treaty (generally referred to as a "PCT" application or an "International" application) in which it is possible to designate countries or regions in which protection is required.

The International application itself does not mature into a worldwide patent, but at the end of the international phase, steps may be taken to file the application into any of the countries or regions designated in the original International application. The PCT application itself is effectively a placeholder application that enables the patent applicant to defer selecting in which of the PCT contracting states to file their patent application. Typically, the final decision as to which jurisdictions to file into can be deferred for about 18 months from the filing of the PCT application, generally being up to 30 months from the filing date of the initial provisional patent application.

It is noted that, whilst most countries require a local patent application to be filed, in some cases regional patent applications can be filed covering a group of individual countries. An example of such a regional patent application includes a European regional application. A European application may designate any or all countries that are a party to the European Patent Convention, including various extensions states. The European patent application is processed centrally and in a single language and,

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if ultimately successful, can mature into a granted European unitary patent, covering various members of the European Union, and may also be validated in further European Union member states not party to the European Unitary Convention (UPC).

Usually before patents are granted in any jurisdictions, the patents are examined by the national or regional Patent Office for novelty and an inventive step. The degree of examination varies from country to country and in some jurisdictions can merely be an examination for the formality of the paper work. In other jurisdictions examination is much more rigorous and, subject to that examination, a patent may or may not be granted in respect of an invention.

In Australia and most other countries, patent rights may be kept in force for a period of up to twenty years from the date of the filing of the complete application on which the patent is granted, and while the patent is in force the owner has the exclusive right to stop others from exploiting the invention. After a patent has been granted, renewal or maintenance fees may need to be paid, often annually, otherwise the patent will cease or expire.

Enforcement of patent rights varies from country-to-country. The remedies for unauthorised use (patent infringement) available to the patent owner may include an injunction, which effectively stops further infringement of the patent, damages or account of profits, and costs. The cost of patent enforcement varies significantly from country-to-country in addition to the calculation for damages and the basis for determining whether to grant an injunction. Infringement proceedings cannot be initiated on the basis of a pending application and requires granted patent rights.

2.3 Trade marks

Trade marks are used to distinguish goods and/or services of one trader from another in the course of trade and commerce and can include a logo, phrase, word, letter, colour, sound, smell, picture, movement, aspect of packaging or any combination of these.

Such trade marks can be registered, but may also be used without registration under the common law where applicable. The main advantage of obtaining protection through registration is that this simplifies enforcement. In Australia and some other jurisdictions, registration of a trade mark also provides a defence in an infringement proceeding against the trade mark owner. Like patents, trade marks are national rights. If protection is to be sought in a particular jurisdiction, an application for

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registration of the trade mark must be made in that jurisdiction. Most countries in the world have trade mark systems and usually a registered trade mark in one country provides rights only in the country in which the trade mark is registered. The registration process involves filing an application which specifies the trade mark, the owner and the goods and services in relation to which registration of the trade mark is sought. The goods and services are organised according to "classes" as specified under the Nice Classification System.

In most countries, after the application is filed, examination is conducted to determine, primarily: 1) if any other same or similar trade marks for the same or similar goods and/or services have an earlier priority date; and 2) if the trade mark is sufficiently distinctive. Once examination is completed and the trade mark registered, it can be renewed indefinitely. In most countries, the registration period is 10 years. To validly file an application for registration, the trade mark owner must be using the trade mark, have a genuine intention to use the trade mark or to authorise use of the trade mark to third parties. Furthermore, the ongoing registrability of the trade mark is dependent on continuous use of the trade mark. If the trade mark is not used, the registration may be removed for non-use. As mentioned, to obtain trade mark registrations in different countries, individual trade mark registrations need to be obtained in each country.

Unlike patents, there is no requirement to file applications for registration by a particular deadline. Trade mark applications may be filed at any time. However, priority may be claimed from the earliest trade mark application for a period of 6 months from the date of filing that application. A notable exception to the rule of having to obtain separate trade mark registrations in individual countries is the European Community Trade Mark ("CTM"). A European Community Trade Mark registration covers all of the member states of the European Union, including France, Germany, Italy and Spain.

An alternative approach to obtaining trade mark protection in several jurisdictions is to file an International application under the Madrid Protocol. An International application must be based on one or more national applications or registrations, referred to as the "basic registration(s)" or the "basic application(s)". For Australian entities, this would usually be an Australian trade mark application or registration.

The International application must designate one or more of the countries that are signatories of the Madrid Protocol. It is possible to add further designated countries to the International application after it has been filed. The goods and/or services covered by the International application may be more restricted but may not be

broader than those covered by the basic application or basic registration. The International application, once filed, will be treated as a national application in each country and will be examined separately by the respective Trade Marks Office of each designated country. Objections may be therefore raised in one or more designated countries, including on the grounds of prior similar trade marks or that the trade mark is descriptive.

2.4 Confidential Information / Trade Secrets

Confidential information can be any information of an entity that is secret and not publicly known. For a business, confidential information can include business plans, customer lists, supply chain details and financial records as well as technical information relating to the business' products and processes such as software, databases, design specifications, formulae and know-how. Confidential information is not registrable. A critical aspect to maintaining the value in confidential information is taking steps to keep the relevant information confidential. This may be done by entering confidentiality/non-disclosure agreements as well as taking other practical steps to prevent unauthorised disclosure of confidential information.

2.5 Copyright

Copyright protection is automatic and arises when a literary, dramatic, artistic or musical work is created. Significantly, for Nexsen, works protectable by copyright can include software code, technical specifications, medical models and data, operating manuals, and website information. Copyright can also protect other media including sound recordings, films and radio and television broadcasts. Copyright protection entitles the copyright owner to a bundle of exclusive rights depending on the type of literary or artistic work in question. They include the right to reproduce the work in a material form, to publish the work, to communicate the work to the public and to make an adaption of the work. Moral rights prevent others from falsely attributing or acknowledging another as the creator of a copyright work or defacing such a work.

3. The Nexsen IP Portfolio

Nexsen's technologies broadly relates to rapid test technology for Group B *Streptococcus* (GBS). GBS is a type of bacteria found naturally in the digestive and lower reproductive tract systems of humans. Whilst usually harmless in healthy adults, GBS can be extremely dangerous, even life threatening, for some at-risk populations, such as newborns, elderly people and those with compromised immune

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systems.

3.1 Patent Rights

Nexsen has a Partners Agreement relating to a Cooperative Research Centre ('CRC') Project with the Royal Melbourne Institute of Technology (RMIT) for the development of ultrasensitive GBS biosensors. Nexsen further has an Assignment Agreement in place with RMIT governing the assignment of IP rights and ownership of technologies developed under the above CRC Project.

Under these agreements, International Patent Application No. PCT/AU2024/051336, which is directed at aptamers for the specific binding of GBS bacteria, has been assigned to Nexsen and under which all property, right, title and interest in the IP rights vests with Nexsen.

International Patent Application No. PCT/AU2024/051336 titled "Diagnostic Aptamer" was lodged on 11 December 2024 and claims priority from Australian Provisional Patent Application No. 2023904008. The application lists the Royal Melbourne Institute of Technology as the Applicant, in accordance with the terms of the existing agreements between RMIT and Nexsen.

While the contents of this application are not yet open to the public, we have reviewed the contents thereof and the patent application broadly covers various aptamers for binding GBS bacteria, sensors and reagents for detecting GBS bacteria, methods for producing GBS sensors, methods of detecting GBS bacteria in samples and subjects, methods of monitoring a GBS bacterial infection, and methods of preventing, ameliorating or treating GBS bacterial infections.

Australian Provisional Patent Application No. 2023904008 underwent a patentability search before the Australian Patent Office as International Searching Authority of the World Intellectual Property Office (WIPO) during December 2023. The International Searching Authority of WIPO subsequently established an International-Type Search Report on the subject matter of the patent application on 21 December 2023, wherein the novelty, inventiveness and industrial applicability of the claimed invention were confirmed.

The National Phase of this application is due by 11 June 2026 and these rights can be extended into any one of the current 158 member states of the Patent Cooperation Treaty.

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Nexsen further has a Memorandum of Understanding (MOU) with RMIT for ongoing research services and translation projects in the fields of aptamer development and related human and veterinarian diagnostic devices. Under this MOU, Nexsen has the option of either owning developed IP at the outset of any project, or to have first right to have any IP developed assigned to Nexsen on reasonable commercial terms.

3.2 Trade Mark Portfolio

Nexsen owns the following trade marks and trade mark applications:

Mark:	**STREPSURE**
Goods/Services:	Class 10: Surgical, medical, dental and veterinary apparatus and instruments;
Jurisdiction & No:	Australia - 2386001
Owner:	Nexsen Biotech Pty Ltd
Status:	Registered/Protected
Registered from:	5 September 2023
Renewal due:	5 September 2033

Mark:	**STREPSURE**
Goods/Services:	Class 10: Surgical, medical, dental and veterinary apparatus and instruments
Jurisdiction & No:	International trademark registration no. 1784358
Designated States:	Canada, United Kingdom Japan the United States of America
Owner:	Nexsen Biotech Pty Ltd
Status:	**Canada** – Allowed, in opposition period **United Kingdom** – Protection Granted **Japan** – Protection Granted **United States of America** – Registered 7,646,827
Registered from:	1 March 2024
Renewal due:	1 March 2034

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Mark:	
Goods/Services:	Class 10: Surgical, medical, dental and veterinary apparatus and instruments
Jurisdiction & No:	Australia - 2412044
Owner:	Nexsen Biotech Pty Ltd
Status:	Registered/Protected
Registered from:	13 December 2023
Renewal due:	13 December 2033

Mark:	**VETSTREP**
Goods/Services:	Class 10: Surgical, medical, dental and veterinary apparatus and instruments
Jurisdiction & No:	Australia - 2431840
Owner:	Nexsen Biotech Pty Ltd
Status:	Registered/Protected
Registered from:	5 March 2024
Renewal due:	5 March 2034

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Mark:	
Goods/Services:	Class 10: Surgical, medical, dental and veterinary apparatus and instruments
Jurisdiction & No:	Australia - 2431841
Owner:	Nexsen Biotech Pty Ltd
Status:	Registered/Protected
Registered from:	5 March 2024
Renewal due:	5 March 2034

Mark:	**TESTSURE**
Goods/Services:	Class 5: specimen collection and diagnostic kits, diagnostic reagents and assays, diagnostic test kits
Jurisdiction & No:	Australia - 2514207
Owner:	Nexsen Biotech Pty Ltd
Status:	Accepted, in opposition period
Filed on:	21 January 2025
Renewal due:	21 January 2035

3.3 Nexsen Confidential Information / Trade Secrets

A significant aspect of Nexsen's IP resides in its confidential information and copyright relating, in particular, to research and development work conducted together with the Royal Melbourne Institute of Technology (RMIT). In this regard, Nexsen has undertaken, or taken part, in ongoing research and development activity which has given rise to a pool of knowledge, some of which provides a basis for

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formalised protection (such as patents) and some of which is retained confidentially for internal use to aid subsequent development activities (such as trade secrets).

We have been provided with various agreements, including partnership development agreements and Memorandums of Understanding between Nexsen and RMIT, and partner research agreements and employment agreements with third parties. Under all these agreements, Nexsen appears to have taken all reasonable steps to safeguard ownership, use and licensing of IP, including treatment of confidential information and know-how, and including the right to restrict publication of academic research. It is clear that Nexsen is aware of and takes steps to protect and maintain the confidentiality of confidential information and material, including the use of contractual confidentiality and IP ownership obligations.

Under existing commercial agreements governing ongoing research and development with RMIT, while IP developed thereunder is generally owned by RMIT, Nexsen does have the first right exclusively to commercialise any IP developed, or alternatively have first right to have any IP developed assigned to Nexsen on reasonable commercial terms.

From our review, we are also comfortable that Nexsen employees that sign an employment agreement are required to maintain confidentiality of Nexsen confidential information both during and subsequent to their employment. Furthermore, an employee, by signing such an employment agreement, acknowledges Nexsen's ownership of any IP that the employee may create in the course and scope of the employee's employment and must assign that IP to Nexsen.

4. Proprietorship

A patent for an invention may only be granted to the inventor(s) or to a person who has entitlement to the invention by way of an assignment, under an employment contract or other means. In the preparation of this report, we have not assessed the validity of entitlement to potential patents and the current patent application from the listed inventors to Nexsen. However, although we have not assessed the validity of the inventorship status or undertaken detailed review of assignment documents between, for example, RMIT and their researchers, based on the information provided to us to prepare this report, we are not aware of issues that may invalidate Nexsen's claim to ownership, or invalidate the inventorship status, of any potential patents and patent applications.

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5. Qualifications and Limitations of Report

In most countries, a patent application is subjected to examination for novelty and obviousness (and other grounds) before a patent is granted. There can be no assurance that the pending RMIT patent application which has been assigned to Nexsen will result in the grant of a patent, or that the scope of protection provided by any granted patent will be identical to the scope of the application as originally filed, or that the granted patent will effectively block competition. The scope of protection provided by a granted patent in one jurisdiction may differ from that provided by a granted patent in another jurisdiction, due to difference in examination between counties and regions and scope of available protection.

A patentability search, such as the international searches carried out by various patent offices under the PCT procedure, cannot be guaranteed to locate all prior art that may exist and which is potentially relevant to the assessment of novelty and an inventive step of a claimed invention. Such searches are generally computer-based searches and are dependent on the database search strategy and the coverage provided by the databases used. Further, all patentability searches are subject to the accuracy of records, as well as the indexing and classification of the subject matter comprising the records. The scope of each search is also dependent on the search strategy utilised and, for example, the keyword(s) selected for the search.

The grant of a patent does not guarantee validity of that patent since it may be revoked by a court on the grounds of invalidity at any time during its life. If none of the claims of a granted patent are valid, then the patent is unenforceable. For example, relevant prior disclosure may be discovered that were not raised during examination, which may limit the scope of patent protection sought, perhaps to a very narrow filed. In the preparation of this report, we have not assessed the validity of the patent applications nor the likelihood that the patent applications will grant with commercially effective patent claims.

It should also be noted that the granting of a patent does not guarantee that the patentee has freedom to operate the invention claimed in the patent. It may be that working of a patented invention is prevented by the existence of another pre-existing patent. In the preparation of this report, we have not assessed whether or not the commercialisation of the Nexsen technology embodied by the patents and patent applications listed above will infringe third party patent rights.

The searches conducted for this report and the results of which are in part relied upon in this report, have been substantially computer based and as such, would have

been limited in terms of the time periods and the geographical areas covered. In preparing this report, in addition to reviewing our internal databases, we have relied upon information contained in relevant publicly available databases. We have not independently verified the information in such databases, and we are not responsible for the accuracy of that information.

6. Statement of Independence and Consent

Patenteur is an Australian patent and trade mark attorney practice, proudly representing a number of Australian and international clients across various industries and technology fields. Neither Patenteur nor any of its directors or staff have any entitlement to any securities in Nexsen, or has any other interest in the promotion of Nexsen. Furthermore, the payment of fees to Patenteur for the preparation of this report is not contingent upon the outcome of the Prospectus.

We have given and, at the date of this report have not revoked, our consent to the issue of the Prospectus by Nexsen with this report appearing therein in the form which it now appears.

Yours sincerely,



Neal Schutte
Director - Patenteur®
B.Eng (Elec), LLB, M.IP | Patent & Trade Mark Attorney (AU, NZ, ZA)

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