



ACN 142 925 684

PROSPECTUS

Offers

This Prospectus contains:

- (a) An offer of up to 54,054,054 Shares at an issue price of \$0.0185 per Share (**SPP Shares**), together with 54,054,054 new unlisted Options (**SPP Options**) free attaching on the basis of one SPP Option for every one SPP Share subscribed for and issued (together, the **SPP Securities**) to Eligible Shareholders under the Company's security purchase plan (**SPP**) to raise up to \$1,000,000 (before costs) (**SPP Offer**); and
- (b) An offer of up to 54,054,054 Shares at an issue price of \$0.0185 per Share (**Shortfall Shares**), together with 54,054,054 new unlisted Options (**Shortfall Options**) free attaching on the basis of one Shortfall Option for every one Shortfall Share subscribed for and issued (together the **Shortfall Securities**) to make up any shortfall (**Shortfall**) under the SPP Offer (**Shortfall Offer**); and
- (c) An offer of up to 67,989,186 Options (having the same terms as the SPP Options) to participants under the T2 Placement (**Placement Options Offer**),

(together, the Offers).

Cleansing Prospectus

This Prospectus is also being issued under section 708A(11) of the *Corporations Act 2001 (Cth)* for the purposes of removing any secondary trading restrictions that may attach to certain Options (or Shares issued upon their exercise) issued prior to the date of this Prospectus. Refer to Section 1.3.

Conditional Offers

The issue of the Securities pursuant to the Offers are subject to and conditional on the receipt of Shareholder approval at the Company's General Meeting to be held on Monday, 23 June 2025 at 10.30am (AEST). Refer to Section 1.9 for further information.

The SPP Options, Shortfall Options, T1 Options and T2 Options are not intended to be quoted on the ASX.

Important Notice

This document is important and should be read in its entirety including the Application Form. 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 stockbroker, accountant or other professional adviser. The Securities offered by this Prospectus should be considered as highly speculative in nature, and investors should be aware that they may lose some or all of their investment. Refer to Section 3 for a summary of the key risks associated with an investment in the Securities.

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IMPORTANT NOTICES

Prospectus

Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Date and expiry date

This Prospectus is dated 20 May 2025 and was lodged with the ASIC on that. This Prospectus expires at 5:00pm (AEST) on the date which is 13 months after the Prospectus Date. No Securities will be issued on the basis of this Prospectus after this expiry date.

No exposure period

No exposure period applies to this Prospectus by operation of *ASIC Corporations (Exposure Period) Instrument 2016/74*.

Not investment advice

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus in its entirety and seek professional advice where necessary.

No person is authorised to give any information or to make any representation in connection with the Offers, other than as is contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

Speculative investment

The Securities offered pursuant to this Prospectus should be considered highly speculative. There is no guarantee that the Securities offered pursuant to this Prospectus will make a return on the capital invested, that dividends will be paid or that there will be an increase in the value of the Securities in the future.

Prospective investors should carefully consider whether the Securities offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position. Refer to Section 3 for details relating to the key risks applicable to an investment in the Company's Securities.

ASIC Instrument and ASX placement capacity

In certain circumstances, a listed company may undertake a share purchase plan in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)*. The ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12-month period.

The Company is unable to rely on the relief granted by the ASIC Instrument in respect of the SPP Options as the relief only relates to offers of fully paid ordinary shares and the SPP Offer under this Prospectus includes free attaching unquoted

Options. The Company is therefore undertaking the offer of SPP Securities pursuant to this Prospectus.

Similarly, ASX Listing Rule 7.2 (Exception 5) permits a listed company to issue securities under a share purchase plan without that issuance counting towards the Company's placement capacity under ASX Listing Rule 7.1 where the issuance satisfied the condition of the ASIC Instrument. Given the Company is unable to satisfy the conditions of the ASIC Instrument for the SPP, the issue of SPP Securities is subject to Shareholder approval for the purposes of ASX Listing Rule 7.1. This approval is being sought at the General Meeting currently scheduled to occur on 23 June 2025 at 10.30am (AEST). If shareholder approval is given, the issue of SPP Securities (and any Shortfall Securities) will not use up any of the Company's placement capacity under ASX Listing Rule 7.1.

Share price risk

Eligible Shareholders and investors wishing to participate in the SPP and Shortfall should note that the issue price of Shares offered under this Prospectus, being \$0.0185 per Share, is at a premium to the closing price of Shares on the ASX as at 19 May 2025, the last trading date immediately before the date of this Prospectus (being \$0.017 per Share). This means at the date of this Prospectus you are able to acquire Shares on market at a lower price than the issue price under the Offers.

By applying for Securities under this Prospectus, an applicant accepts the risk that the market price of the Shares may change and may remain below the issue price under the Offers.

Cleansing Prospectus

This Prospectus is also a cleansing prospectus issued under section 708A(11) of the Corporations Act) for the purposes of removing any secondary trading restrictions that may attach to certain Options (or Shares issued upon their exercise) issued prior to the date of this Prospectus. Refer to Section 1.3.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of SPP Options and Shortfall Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (www.atomodiagnosics.com) under the investor-centre tab. By making an application under the SPP Offer or Shortfall Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Copies of the Prospectus and Application Forms

This Prospectus may be made available in electronic form. Persons having received a copy of the Prospectus in electronic form, or other prospective investors may obtain a paper copy of this Prospectus and the relevant Application Form (free of charge) from the offices of the Company before the Closing Date by contacting the Company. Contact details for the Company are detailed in the Corporate Directory.

The Offers constituted by this Prospectus are only available to persons receiving this Prospectus and an Application Form within Australia, or, subject to the provisions outlined in Section 1.24, to those investors to whom the Company considers it can lawfully offer the Securities in compliance with the laws of the applicable jurisdiction.

Applications will only be accepted on the relevant Application Form attached to, or accompanying, this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied

by or attached to a complete and unaltered copy of this Prospectus.

Prospective investors wishing to subscribe for Securities under the Offers should complete the relevant Application Form. If you do not provide the information required on the relevant Application Form, the Company may not be able to accept or process your Application.

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.

Eligible Shareholders

The SPP Offer is being made to Shareholders with a registered address in Australia who were registered holders of Shares on the Record Date (**Eligible Shareholders**).

Foreign investors

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of SPP Securities these Shareholders would be offered and the cost of complying with the regulatory requirements in each relevant jurisdiction. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue or circulate this Prospectus or to offer the Securities.

Using this Prospectus

Persons wishing to subscribe for Securities offered by this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses, and prospects of the Company and the rights and liabilities attaching to the Securities offered pursuant to this Prospectus. If persons considering subscribing for Securities offered pursuant to this Prospectus have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser for advice.

Electronic Prospectus

Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Securities in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Offers constituted by this Prospectus in electronic form are only available to persons receiving an electronic version of this Prospectus and relevant Application Form within Australia.

The Prospectus is not available to persons in other jurisdictions in which it may not be lawful to make such an invitation or offer to apply for Securities. If you access the electronic version of this Prospectus, you should ensure that you download and read

the Prospectus in its entirety. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus and the relevant Application Form (free of charge) from the Company's registered office during the Offer Period by contacting the Company as detailed in the Corporate Directory.

Applications will only be accepted on the relevant Application Form attached to, or accompanying, this Prospectus or in its paper copy form as downloaded in its entirety from <https://investors.atomodiagnosics.com/investor-centre/?page=spp-prospectus>. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to a paper copy of the Prospectus or the complete and unaltered electronic copy of this Prospectus.

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. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

Prospective investors wishing to subscribe for Securities under the Offers should complete the relevant Application Form. If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Website

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

Privacy statement

By completing and returning an Application Form, you will be providing personal information directly or indirectly to the Company, the Share Registry, and related bodies corporate, agents, contractors and third party service providers of the foregoing (**Collecting Parties**). The Collecting Parties will collect, hold and use that information to assess your Application, service your needs as a security holder and to facilitate distribution payments and corporate communications to you as a security holder.

By submitting an Application Form, you authorise the Company to disclose any personal information contained in your Application Form (**Personal Information**) to the Collecting Parties where necessary, for any purpose in connection with the Offers, including processing your Application and complying with applicable law, the Listing Rules, the ASX Settlement Operating Rules and any requirements imposed by any applicable regulatory authority.

If you do not provide the information required in the relevant Application Form, the Company may not be able to accept or process your Application.

If the Offers are successfully completed, your Personal Information may also be used from time to time and disclosed to persons inspecting the register of security holders, including bidders for your securities in the context of takeovers, regulatory authorities, authorised securities brokers, print service providers, mail houses and the Share Registry.

Any disclosure of Personal Information made for the above purposes will be on a confidential basis and in accordance with the Privacy Act 1988 (Cth) and all other legal requirements. If obliged to do so by law or any public authority, Personal Information collected from you will be passed on to third parties strictly in accordance with legal requirements. Once your Personal Information is no longer required, it will be destroyed or de-identified. As at the Prospectus Date, the Company does

not anticipate that Personal Information will be disclosed to any overseas recipient.

Subject to certain exemptions under law, you may have access to Personal Information that the Collecting Parties hold about you and seek correction of such information. Access and correction requests, and any other queries regarding this privacy statement, must be made in writing to the Share Registry at the address set out in the Corporate Directory of this Prospectus. A fee may be charged for access.

Forward-Looking Statements

This Prospectus contains forward-looking statements which are identified by words such as "believes", "estimates", "expects", "targets", "intends", "may", "will", "would", "could", or "should" 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 Prospectus Date, 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 management of the Company. Key risk factors associated with an investment in the Company are detailed in Section 3. These and other factors could cause actual results to differ materially from those expressed in any 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.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in 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.

Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in

Section 3 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider

consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

Tax implications

The Directors do not consider it appropriate to give Shareholder's advice regarding the taxation consequences of applying for Securities under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with applying for Securities under this Prospectus.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers in this Prospectus which is not contained in the Prospectus.

Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers.

Currency

All financial amounts contained in this Prospectus are expressed as Australian currency unless otherwise stated. Conversions may not reconcile due to rounding. All references to "\$" or "A\$" are references to Australian dollars.

Time

All references to time in this Prospectus are references to AEST, being the time in Sydney, New South Wales, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary in Section 7.

CORPORATE DIRECTORY

Directors

John Kelly	Managing Director
Dr Cheri Walker	Non-Executive Director
Anthony May	Non-Executive Director
Patrick Cook	Non-Executive Director

Company Secretary

Mathew Watkins

Registered Office

Level 1
3-5 George Street
Leichhardt NSW 2040

Phone: +61 2 9099 4750
Website: www.atomodiagnositics.com

ASX Code (Shares): AT1

Auditor*

BDO Audit Pty Ltd
Level 11, 1 Margaret Street
Sydney NSW 2000

Share Registry*

Boardroom Pty Limited
Level 8
210 George Street
Sydney NSW 2000

Phone: 1300 737 760
Email:
corporateactions@boardroomlimited.com.au
Website: boardroomlimited.com.au

Lawyers

HWL Ebsworth Lawyers
Level 14
Australia Square 264-278 George Street
Sydney NSW 2000

* These entities are included for information purposes only and have not been involved in the preparation of this Prospectus, nor consented to its issue.

LETTER FROM THE MANAGING DIRECTOR

Dear Investor,

On behalf of the Board, I am delighted to offer you this opportunity to invest in Atomo Diagnostics. Atomo Diagnostics is an emerging leader in design and commercialisation of user-centred innovative, accurate and reliable rapid diagnostic solutions. Atomo supplies unique technology and finished rapid tests to various partners and markets, with its solutions used by both healthcare professionals and untrained lay users, to detect and test for infectious diseases, chronic health conditions and consumer wellness.

Most current rapid test solutions in market were designed initially for use in laboratories. Over time these solutions have been increasingly deployed in settings closer to the patient such as doctor's offices and in clinic and more recently for use in the home by consumers. Since the COVID-19 pandemic where at-home testing was normalised, the market has seen increased acceptance of at-home testing, with consumers more confident to test themselves and regulators and clinicians more cognisant of the ability of rapid tests to effectively reach people through decentralised and at-home settings. This has included a growing level of adoption of infectious disease self-testing in public health policy and procurement.

Atomo's innovative technologies and products simplify rapid test procedure and reduce errors common in the rapid test process, with the usability of its solutions increasingly recognised in the diagnostic market. This supports the expansion of Atomo's existing business as well as the extension of the test menu being offered to market using Atomo technology through partner arrangements and Atomo's own product offerings.

Capital raising activities

As announced to the market on 24 April 2025, Atomo has undertaken a two-tranche placement of Shares and Options, with 46,929,731 Shares and 46,929,731 Options already issued under the Tranche 1 Placement to raise \$868,200 (before costs), and binding commitments received for a further 67,989,186 Shares and 67,989,186 Options to raise an additional \$1.25 million (approx.) (before costs) under Tranche 2, which is conditional on shareholder approval (together the **Placement**), which is being sought at the General Meeting scheduled for 23 June 2025.

The Options are to be unlisted and were offered on the basis of one free-attaching Option, for each Share subscribed (and issued) under the Placement. Each Option is to have a nil issue price, an exercise price of \$0.04, and an expiry date of 36 months from their date of issue.

Atomo also announced on 24 April 2025 that it would undertake a share purchase plan (**SPP**) to offer its existing Eligible Shareholders the opportunity to subscribe for Shares and Options, on the same terms as offered under the Placement, to raise up to an additional \$1 million (with the Directors to have discretion to accept oversubscriptions should demand arise). In the event that not all Shares and Options are taken up under the SPP, the Directors will invite certain parties identified by them to take up any shortfall under the Shortfall Offer.

The funds to be raised under the Placement and the Offers are to be used for general working capital requirements, with specific allocations to be confirmed by the board once the capital available to the business after costs is known. The intended Use of Funds based on the company securing the full \$3,126 million, is set out below:

Allocation of funds	\$	%
Product development (new products)	575,000	18%
Operational activities to reduce product cost of goods (COGS)	455,000	15%
Regulatory activities and product quality assurance	395,000	13%
Commercial / business development	745,000	24%
Corporate administration, management and working capital	830,000	27%
Costs of the Offers	126,000	4%
TOTAL	3,126,000	100%

Prospectus

This Prospectus contains detailed information about the SPP Offer, the Shortfall Offer and the Placement Options Offer, as well as the risks pertaining to an investment in the Company. Potential investors in the Company should carefully consider those risks (detailed in Section 3).

I encourage you to read the Prospectus carefully and in its entirety before making your investment decision and if required, consult with your stockbroker, solicitor, accountant or other independent professional advisor.

On behalf of the Board, I encourage you to consider this investment opportunity and thank you for your ongoing support.



John Kelly
Managing Director and CEO
Atomo Diagnostics Limited

KEY DATES

Event	Date
Record Date for the SPP Offer	7.00pm (AEST) on 23 April 2025
Announcement of Placement and SPP Offer and lodgement of Appendix 3B with ASX	24 April 2025
Issue of T1 Shares and T2 Options and lodgement of Appendix 2A with ASX	5 May 2025
Prospectus Date	20 May 2025
Opening date of the Offers	20 May 2025
General Meeting to approve Offers (and the issue of Securities under the SPP and T2 Placement)	10.30am (AEST), Monday 23 June 2025
SPP Closing Date	5.00pm (AEST), Monday, 23 June 2025
Settlement of the T2 Shares	Thursday, 26 June 2025
Announcement of SPP Offer results	Before 12:00pm (AEST) Friday, 27 June 2025
Allotment of Securities under the SPP Offer, Placement Options Offer and Shares under the Tranche 2 Placement Lodge Appendix 2A for SPP Shares and Appendix 3G for SPP Options and T2 Options with ASX	Friday, 27 June 2025
Quotation of SPP Shares	Monday, 30 June 2025
Shortfall Closing Date (subject to the Company's right to close the Shortfall Offer earlier)	5.00pm (AETS) on Monday, 15 September 2025
Expected date for allotment of Securities under the Shortfall Offer	The third Business Day following the Shortfall Closing Date

Important notes

The Company reserves the right to vary any and all of the above dates without notice, subject to the Corporations Act, Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the applicable closing date for any of the Offers without prior notice, which may have a consequential effect on the other dates.

The Company also reserves the right not to proceed with any or all of the Offers at any time before the issue of Securities to Applicants. If the issue of the SPP Securities does not occur, for any reason, all Application Monies provided under the SPP Offer will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.

The issue of the Securities pursuant to the Offers (including the SPP Securities) is subject to and conditional on the receipt of the requisite approvals at the General Meeting. In the event that the requisite approvals are not received for any reason (but shareholders do ratify the prior issue of the T1 Placement securities), the Company will scale back the SPP Offer such that the maximum number of equity securities available under the SPP Offer does not exceed the Company's then available placement capacity for the purposes of ASX Listing Rule 7.1. If you have lodged an Application in respect of the SPP Offer you will have no right to withdraw your Application, and the Company will apply any scale back amongst the Applicants on a pro rata basis.

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INVESTMENT OVERVIEW

The information below is a selective overview only and not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in the Securities the subject of the Offers.

Topic	Summary	Further information
What is the SPP Offer?	<p>An offer of fully paid ordinary shares (SPP Shares) to Eligible Shareholders pursuant to a share purchase plan (SPP), together with one free-attaching Option for every Share subscribed for and issued under the SPP (SPP Options). The SPP Options have the terms set out in Section 4.2.</p> <p>The issue of the SPP Shares and the SPP Options is subject to and conditional on the receipt of prior Shareholder approval to be sought at the General Meeting.</p>	Section 1.4
What is the issue price under the SPP Offer?	\$0.0185 per SPP Share. The SPP Options have a nil issue price.	Section 1.4
Am I an Eligible Shareholder?	"Eligible Shareholders" are Shareholders with a registered address in Australia on the Record Date.	Sections 1.4, 1.5, 1.23 and 1.24
What is the Record Date of the SPP Offer?	7.00pm AEST on 23 April 2025.	Indicative Timetable Section 1.4
What if I am not an Eligible Shareholder?	<p>The SPP Offer is not being made to you and you cannot participate in the SPP Offer.</p> <p>You may however be eligible to participate in the Shortfall Offer.</p>	Sections 1.5, 1.23 and 1.24
What is the Shortfall Offer?	<p>The Shortfall Offer is a conditional offer of up to 54,054,054 Shares at \$0.0185 per Share and 54,054,054 Options on the basis of one Option for every one Share subscribed for and issued to raise up to \$1,000,000 (before costs).</p> <p>Shares and Options issued under the SPP Offer will be deducted from the number of Shares and Options to be issued under the Shortfall Offer so that the total number of Shares and Options issued under both the SPP Offer and the Shortfall Offer is 54,054,054 Shares and 54,054,054 Options.</p>	Section 1.10
Who may participate in the Shortfall Offer?	<p>The Shares and Options under the Shortfall Offer will be placed to parties identified by the Company. Applicants who wish to participate in the Shortfall Offer should contact the Company via email to john.kelly@atomodiagnostics.com. The Company will only accept Applications under the Shortfall Offer if it is satisfied that the offer can be made and accepted without contravening the securities laws of the Applicant.</p>	Section 1.11

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Topic	Summary	Further information
What is the Placement Options Offer?	The Placement Options Offer is an offer of up to 67,989,186 Options (having the same terms as the SPP Options) to participants under the T2 Placement. Only those who participated in the T2 Placement are eligible to submit an Application Form for the T2 Options.	Section 1.2 and 1.7
Is there a minimum or maximum subscription?	<p>It is presently intended that a maximum of \$1,000,000 will be raised under the SPP Offer (54,054,054 SPP Shares and 54,054,054 SPP Options). Applications will be scaled back on a pro-rata basis, if required. The Board presently intends that the SPP Offer will close after the maximum amount of \$1,000,000 has been raised, however it reserves the right to accept oversubscriptions.</p> <p>The minimum application amount under the SPP Offer is \$1,000, with the further increments set out in Section 1.8.</p> <p>There is no minimum subscription under the Shortfall Offer.</p>	Section 1.8
Can I trade my entitlement?	No, you cannot trade your entitlement to participate in the Offers.	Section 1.18
Are the Offers underwritten?	The Offers are not underwritten.	Section 1.14
Are the Offers conditional?	The issue of the Securities under the Offers is subject to and conditional on the receipt of the requisite Shareholder approvals. The Company intends to seek the requisite Shareholder approvals at its General Meeting to be held on 23 June 2025 at 10.30am (AEST). If shareholder approval is not obtained (but shareholders ratify the prior issue of securities under the T1 Placement), the Company reserves the right to scale back the Offers such that the maximum number of equity securities available does not exceed its then available placement capacity for ASX LR 7.1 purposes, in which case, the Offers will be freed of the shareholder approval condition.	Section 1.9
How do I accept the SPP Offer?	If you wish to participate in the SPP Offer, you must follow the instructions in the Application Form and ensure that payment is received by no later than 5.00pm (AEST) on the SPP Closing Date.	Sections 1.8, 1.15 and 1.16
How do I accept the Shortfall Offer?	Completed Application Forms under the Shortfall Offer must be returned to the address set out in the Application Form with sufficient time to be received by or on behalf of the Company by no later than the date specified by the Company when providing Applicants with a copy of this Prospectus and an Application Form.	Section 1.12
How and when will I know if my application was successful?	<p>Security holder statements will be dispatched as soon as practicable following the issue of the relevant Securities. It is the responsibility of Applicants to determine their allocation prior to trading in the Securities. Anyone who trades Securities before receiving holding statements does so at their own risk.</p> <p>Subject to and conditional on the receipt of the necessary Shareholder approvals, the SPP Securities and T2 Options will</p>	Section 1.19

Topic	Summary	Further information
	be issued as soon as practicable after the General Meeting on 23 June 2025 at 10.30am (AEST).	
What are the terms of the Options?	<p>The terms of the Options to be issued under the Offers are the same as the terms of the Options offered under the T1 Placement.</p> <p>The Options have a nil issue price, will be exercisable at \$0.04 each and will expire on the date that is 36 months after their issue date (as set out in the Indicative Timetable). Full terms and conditions are set out in Section 4.2.</p>	Section 4.2
Why is the Company seeking to raise funds?	<p>The Company is seeking to raise funds for:</p> <ul style="list-style-type: none"> • product development (new products); • Operational activities to reduce product cost of goods (COGS); • regulatory activities and product quality assurance • general working capital; and • costs of the Offers. 	Section 1.17
What is the effect of the Offers?	<p>The effect of the Offers on the capital structure and financial position of the Company will depend on the level of participation by Eligible Shareholders.</p> <p>It is presently intended that a maximum of \$1,000,000 will be raised under the SPP Offer. Applications will be scaled back on a pro-rata basis, if required. The Board presently intends that the SPP Offer will close after the maximum amount of \$1,000,000 has been raised, however it reserves the right to accept oversubscriptions (but subject to a maximum of \$30,000 per shareholder).</p> <p>The SPP Offer under this Prospectus will also settle simultaneously with the second tranche of the Placement announced on 24 April 2025 (subject to the requisite Shareholder approvals being obtained), which will further impact the Company's share capital.</p> <p>If the SPP Offer is fully subscribed, 54,054,054 Shares and 54,054,054 Options will be issued under the SPP. This would result in the Company having a total of 808,175,281 Shares on issue at completion of the Placement and the SPP, with the SPP Shares representing 6.69% of the Shares then on issue (assuming no Options are exercised).</p> <p>If the SPP Options were exercised (but no other Options were exercised), the Company would have a theoretical total of 862,229,335 Shares on issue, with the Securities issued under the SPP representing 12.54%.</p> <p>The SPP will not have any control effect on the Company, however refer to Section 2.3 for the expected impact on the Company's substantial holders of both the Placement and the SPP.</p>	Section 2
What are the risks of a further investment in the Company?	<p>Subscribing for Securities involves a number of risks including (but not limited to) risks in respect of:</p> <ul style="list-style-type: none"> • Share price risk: Eligible Shareholders and investors wishing to participate in the SPP and Shortfall should 	Section 3

Topic	Summary	Further information
	<p>note that the issue price of Shares offered under this Prospectus, being \$0.0185 per Share, is at a premium to the closing price of Shares on the ASX as at 19 May 2025, the date immediately before the date of this Prospectus (being \$0.017 per Share). This means at the date of this Prospectus you are able to acquire Shares on market at a lower price than the issue price under the SPP Offer.] By applying for Securities under this Prospectus, an applicant accepts the risk that the market price of the Shares may change and may remain below the issue price under the Offers.</p> <ul style="list-style-type: none"> • Going concern risk: Neither of the SPP Offer or the T2 Placement are underwritten, and both remain subject to shareholder approval. If the Company is not able to complete the T2 Placement and the SPP Offer is not fully subscribed, the Company will need to find alternative sources of capital in order to remain a going concern. • Future funding: Further funding will be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. • Regulatory approvals: The Company's distribution partners and customers rely on having regulatory approved products. The Company's business is governed by various regulations in the jurisdictions in which it operates and proposes to operate. There is no assurance that delays will not occur in connection with obtaining the necessary approvals for products. Any delay in the receipt of regulatory clearance may result in a delay to the intended launch date of certain products, which will delay revenue and adversely affect financial performance. In the event that any relevant licenses or approvals were not granted, not renewed, withdrawn, or made subject to conditions that were onerous or unacceptable to the Company, its business could be materially adversely affected. • Reliance on distribution partners: The success of the Company's business relies on its ability to attract and retain distribution partners, and the success of its distribution partners' sales and marketing teams to adequately promote the Company's products. The loss of, or a significant decrease in, the business from a distribution partner could adversely impact revenues. • Intellectual Property: The value of the Company's products is dependent on its ability to protect its intellectual property, including by trademarks, copyright, patent and moral rights. Any failure to adequately protect its intellectual property rights could have an adverse impact on the Company's operating and financial performance. • Failure to attract and retain key personnel: The success of the Company's business is dependent on retaining key members of senior management. There is a risk that the departure of such personnel, or any delay in their replacement, could have a significant negative impact on management's ability to operate the business 	

Topic	Summary	Further information						
	<p>and achieve financial performance targets, in addition to harming the Company's research and development programs.</p> <ul style="list-style-type: none"> • Competitive industry: The Company competes against a wide range of other health care companies that offer diagnostics solutions, some of which have significantly more resources than the Company. An inability to compete effectively against existing competitors and potential new entrants could have a material adverse effect on the business. • Product acceptance: The Company's success depends on market acceptance and adoption of the Company's products. This will depend on many factors, including clinical evidence demonstrating the positive clinical and cost benefit outcomes and the Company's ability to develop and market products. If sufficient market acceptance is not achieved, the growth in the Company's revenue may slow or decline which will have an adverse impact on the Company's operating and financial performance. • Development of products: The Company's business is dependent on the continued improvement of existing products and development of new products utilising current or other potential future technology. The Company cannot guarantee that any products under development will result in the launch of a commercially viable product. If the Company does not develop new products and product enhancements on a timely basis, the products may become obsolete over time and revenues, cash flow, profitability and competitive position will decline. Difficulties or delays in research, development or production of new products and services or failure to gain market acceptance of new products and technologies may reduce future revenues and adversely affect the Company's competitive position. • Reliance on third party manufacturers: The Company engages contract manufacturers for the production of its products. Due to the speciality of the products which the Company distributes there is a limited pool of qualified suppliers. Disruption to any key supplier could have an adverse impact on the availability of the Company's products to distribution partners and end users. • General market risks: The Company is exposed to general market and economic condition risks including adverse changes in levels of economic activity, exchange rates, interest rates, commodity prices, government policies, employment rates and industrial disruption. 							
<p>Are the Directors participating in the Offers?</p>	<p>The following Directors intend to participate in the Offers to the following extent:</p> <table border="1" data-bbox="480 1888 1249 2045"> <thead> <tr> <th data-bbox="480 1888 735 1933">Director</th> <th data-bbox="735 1888 991 1933">Shares</th> <th data-bbox="991 1888 1249 1933">Options</th> </tr> </thead> <tbody> <tr> <td data-bbox="480 1933 735 2045">John Kelly (CEO and Managing Director) - full</td> <td data-bbox="735 1933 991 2045">1,621,622 (SPP)</td> <td data-bbox="991 1933 1249 2045">1,621,622 (SPP)</td> </tr> </tbody> </table>	Director	Shares	Options	John Kelly (CEO and Managing Director) - full	1,621,622 (SPP)	1,621,622 (SPP)	<p>Section 5.8</p>
Director	Shares	Options						
John Kelly (CEO and Managing Director) - full	1,621,622 (SPP)	1,621,622 (SPP)						

Topic	Summary			Further information
	entitlement (\$30,000)			
	Patrick Cook (Non-executive Director) - \$10,000	540,541 (SPP)	540,541 (SPP)	
	Anthony May (Non-executive Director) - \$10,000	540,541 (Placement)	540,541 (Placement)	
	All Director participation in any of the Offers is subject to Shareholder's approving that participation for ASX LR 10.11 purposes at the upcoming General Meeting.			
What are the tax implications of investing in Shares?	The tax consequences of any investment in Shares will depend upon your particular circumstances. Prospective investors should obtain their own tax advice before deciding to invest.			Section 1.26
What is the cost of the Offers?	The expenses of the Offers are estimated to be approximately \$125,706.			Section 5.11
How can I obtain further information?	<p>Further information can be obtained by reading this Prospectus and consulting your professional advisors.</p> <p>You can also contact the Company's share registry Boardroom on 1300 737 760 between 8.30am to 5.00pm (Sydney time), or the Company on +61 2 9099 4750 for further details.</p>			Section 1.31

1. Details of the Offers

1.1 Background to the Placement and SPP

On 24 April 2025, the Company announced that it was undertaking a capital raising of approximately \$3.1 million comprising:

- (a) a two tranche placement to professional, sophisticated and exempt investors to raise approximately \$2.13 million (**Placement**) via the issue of:
 - (i) 46,929,731 Shares (**T1 Shares**) at an issue price of \$0.0185 per Share together with 46,929,731 new unlisted Options (**T1 Options**) free attaching on the basis of one T1 Option for every T1 Share subscribed for and issued, to raise approximately \$868,200 (before costs) (the **T1 Placement**); and
 - (ii) 67,989,186 Shares (**T2 Shares**) at an issue price of \$0.0185 per Share together with 67,989,186 new unlisted Options (**T2 Options**) free attaching on the basis of one T2 Option for every T2 Share subscribed for and issued, to raise approximately \$1,257,800 (before costs), conditional upon shareholder approval at the upcoming General Meeting (the **T2 Placement**). Binding commitment letters have been signed with respect to the T2 Placement; and
- (b) a share purchase plan to raise up to \$1 million (with an ability to accept oversubscriptions), under which each Eligible Shareholders would be given an opportunity to acquire Shares up to the value of \$30,000 at an issue price of \$0.0185 per Share (**SPP**).

The Company also announced that, subject to obtaining Shareholder approval, participants in the Placement and the SPP would be issued one free-attaching attaching Option for every Share subscribed for and issued to them pursuant to the Placement and SPP. The Options are unlisted, have a nil issue price and are exercisable at \$0.04 each, on or before the date that is 36 months years from the date of issue of the Options.

On 5 May 2025, the Company issued 46,929,731 Shares and 46,929,731 Options under the T1 Placement pursuant to the Company's available placement capacity under ASX Listing Rule 7.1.

The issue of the T2 Options, the SPP Shares and the SPP Options is subject to the Company obtaining Shareholder approval at the Company's upcoming general meeting to be held on 23 June 2025 (**General Meeting**). If approval for the issue of these securities is not obtained at the General Meeting (but Shareholders ratify the issue of prior securities under the T1 Placement), the Company will scale back the SPP Offer such that the maximum number of equity securities available under the SPP Offer does not exceed the Company's then available placement capacity for the purposes of ASX Listing Rule 7.1. If you have lodged an Application in respect of the SPP Offer you will have no right to withdraw your Application, and the Company will apply any scale back amongst the Applicants on a pro rata basis.

Further details in relation to the Placement and the SPP are set out in the ASX announcement dated 24 April 2025 (**Announcement**).

1.2 Placement Options Offer (T2 Options and their underlying securities)

The Placement Options Offer is being made to participants in the T2 Placement such that the relief provided under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80* with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, given the T2 Options are issued with disclosure under this Prospectus, the Shares issued upon the exercise of any of the Placement Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

No funds will be raised under the Placement Options Offer (other than funds raised if the T2 Options are subsequently exercised) as the T2 Options are free-attaching to Shares issued under the T2 Placement on a one for one basis.

1.3 Cleansing Prospectus (T1 Options and their underlying securities)

This Prospectus is also being issued under section 708A(11) of the Corporations Act for the purposes of removing any secondary trading restrictions that may have attached to certain securities issued prior to the date of this Prospectus, including the T1 Options and Options in the same class as those Options (and any subsequent Shares that may be issued upon their exercise).

If securities are issued to an investor without a disclosure document then the on-sale of those securities (or in the case of an option, their underlying securities) is generally restricted pursuant to the Corporations Act, unless an exemption applies (such as those under section 708A of the Corporations Act).

As noted at Section 1.1 above, the Company has completed the T1 Placement and issued both the T1 Shares and the T1 Options on 5 May 2025. The Company issued a cleansing statement for the purposes of section 708A in respect of the T1 Shares on 5 May 2025. The issue of the T1 Options (or any Shares issued upon their exercise was not offered with disclosure and has not been cleansed).

Relevantly, section 708A(11) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX (section 708A(11)(a));
- a prospectus is lodged with ASIC either: (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made (section 708A(11)(b)(i)); or (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

This Prospectus contains the Placement Options Offer, which is the offer of Options that is in the same class as the T1 Options. Accordingly, this Prospectus has been issued to facilitate secondary trading of the T1 Options (and any Shares that may be issued upon their exercise) that have been issued without disclosure to investors under Part 6D.2 of the Corporations Act prior to the date of this Prospectus.

No funds were (or will be) raised from the issue of the T1 Options (other than funds raised if the T1 Options are subsequently exercised) as the T1 Options are free-attaching to Shares issued under the T1 Placement on a one for one basis.

1.4 SPP Offer

The SPP Offer is an offer to each Eligible Shareholder to subscribe for new Shares up to a maximum value of \$30,000 at an issue price of \$0.0185 per Share. In addition, Eligible Shareholders will also receive one Option for every Share subscribed for and issued under the SPP Offer. Fractional entitlements will be rounded up to the nearest whole number.

The purpose of the SPP Offer and the use of the funds raised pursuant to the SPP are set out in Section 1.17 of this Prospectus.

All of the Shares offered under the SPP Offer pursuant to this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 of this Prospectus for further information regarding the rights and liabilities attaching to the Shares.

The SPP Options issued under this Prospectus will have a nil issue price, be exercisable at \$0.04 on or before the date that is 36 months from their date of issue (which is currently proposed to be 27 June 2025), and otherwise on the terms set out in Section 4.2 of this Prospectus. All of the Shares issued upon exercise of the SPP Options will rank equally with the Shares on issue at the date of this Prospectus.

The SPP Offer is non-renounceable, meaning that Eligible Shareholders may not transfer their rights to any Securities offered under the SPP Offer.

No funds will be raised from the issue of SPP Options as they are free attaching to Shares issued under the SPP on a one for one basis.

The Company is also proposing to issue participants in the SPP Offer one new free-attaching SPP Option for every SPP Share issued. The issue of these SPP Options is subject to and conditional on the receipt of Shareholder approval at the General Meeting.

The SPP Options are not intended to be quoted on the ASX.

1.5 Eligibility to participate in the SPP Offer

Only Eligible Shareholders may participate in the SPP Offer. 'Eligible Shareholders' for the purpose of the SPP Offer are Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address is in Australia.

If you are the only registered Shareholder of a holding of Shares, but you receive more than one SPP Offer (for example because you hold Shares in more than one capacity), you may only apply for one parcel of Shares with a value of up to \$30,000.

The Company reserves the right to reject any application for Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

An Eligible Shareholder that holds Shares as a custodian (as defined in *ASIC Instrument 2019/547 (Custodian)*) may apply for up to the maximum value of Shares for each beneficiary for whom they act as custodian provided they complete and provide a certificate (Custodian

Certificate). Custodians wishing to apply for SPP Securities on behalf of more than one beneficiary should contact the Share Registry and request a Custodian Certificate and schedule.

Every applicant for SPP Securities acknowledges they are lawfully permitted to accept the SPP Offer in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which the beneficial owner of the registered holding is situated.

In the event of oversubscriptions by the Closing Date, the Directors may, in their absolute discretion, scale-back applications on a pro rata equitable basis. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions. Participation in the SPP Offer is optional and is subject to the terms and conditions set out in this Prospectus.

1.6 Minimum and Maximum Subscription

There is no minimum subscription under the Offers. The minimum application amount for the SPP Offer is \$1,000.

It is presently intended that a maximum of \$1,000,000 will be raised under the SPP Offer (54,054,054 Shares). Applications will be scaled back on a pro-rata basis, if required. The Board presently intends that the SPP Offer will close after the maximum amount of \$1,000,000 has been raised, however it reserves the right to accept oversubscriptions.

1.7 Applications under the Placement Options Offer

Only participants in the T2 Placement are eligible to apply for Placement Options under the Placement Options Offer. Accordingly, the Placement Options Offer will only be extended to the specific parties who participated in the T2 Placement on invitation from the Directors and the Application Form will be provided by the Company to these parties only.

No subscription monies are payable for the Placement Options offered pursuant to this Prospectus as the Placement Options are being issued on the basis of one free-attaching Option for every Share subscribed for and issued under T2 Placement.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5.00pm (AEST) on the SPP Closing Date.

1.8 Applications under the SPP Offer

Eligible Shareholders may apply under the SPP Offer by following the instructions outlined on their personalised Application Form.

Pursuant to the SPP Offer, Eligible Shareholders may apply for Shares with a maximum value of \$30,000. Eligible Shareholders may participate by selecting one of the following options to purchase Shares under the SPP Offer:

	Application amount	Number of SPP Shares which may be purchased	Number of SPP Options to be received
Offer A	\$1,000	54,054	54,054
Offer B	\$2,500	135,135	135,135

Offer C	\$5,000	270,270	270,270
Offer D	\$7,500	405,405	405,405
Offer E	\$10,000	540,540	540,540
Offer F	\$15,000	810,810	810,810
Offer G	\$20,000	1,081,081	1,081,081
Offer H	\$25,000	1,351,351	1,351,351
Offer I	\$30,000	1,621,621	1,621,621

Where the amount applied for results in a fraction of a Security the number of Securities issued will be rounded up to the nearest whole Security.

To participate in the SPP Offer, payment of the application moneys must be made per the instructions set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5.00pm (AEST) on the SPP Closing Date.

The Company reserves the absolute discretion to scale back applications under the SPP Offer to the extent and in the manner it sees fit. This may include if shareholders do not approve the issue of the SPP Securities at the General Meeting, but do approve the ratification of the prior issue of Securities (including pursuant to the T1 Placement), which would refresh the Company's placement capacity for ASX Listing Rule 7.1 purposes up to a maximum of 100,919,806 equity securities.

If the Company undertakes a scale back, you will receive the number of SPP Securities determined by the Company in its absolute discretion which may be less than the number of Securities applied for. In this case, the difference between the application moneys received and the number of SPP Shares allocated to you multiplied by the issue price per SPP Share may be refunded to you by direct credit (to your nominated account recorded on the Company's share register) as soon as practicable, without interest. If you require assistance in accepting the SPP Offer, please contact the Registry on 1300 737 760.

1.9 Conditional Offers

The Offers under this Prospectus are conditional upon the Company obtaining Shareholder approval to issue the relevant Securities at the General Meeting to be held on 23 June 2025 at 10.30am (AEST).

The approvals are not inter-conditional and if Shareholder approval is not obtained in respect of one Offer, it may not preclude the Company from proceeding with the other Offers.

If Shareholder approval is not received at the General Meeting for the issue of Securities under the SPP Offer (but shareholders do ratify the prior issue of Securities under the T1 Placement), the Company will scale back the SPP Offer such that the maximum number of equity securities available under the SPP Offer does not exceed the Company's then available placement capacity for the purposes of ASX Listing Rule 7.1. If you have lodged an Application in respect of the SPP Offer you will have no right to withdraw your Application, and the Company will apply any scale back amongst the Applicants on a pro rata basis.

If Shareholder approval is not received for the issue of the T2 Options, the Company will withdraw the Placement Options Offer.

1.10 Shortfall Offer

The Shortfall Offer is a conditional offer of up to 54,054,054 Shares at \$0.0185 per Share and 54,054,054 Options on the basis of one Option for every Share subscribed for and issued to raise up to \$1,000,000 (before costs).

Shares and Options issued under the SPP Offer will be deducted from the number of Shares and Options to be issued under the Shortfall Offer so that the total number of Shares and Options issued under both the SPP Offer and the Shortfall Offer is 54,054,054 Shares and 54,054,054 Options.

The Shortfall Offer closes at 5.00pm (AEST) on Monday, 15 September 2025 (**Shortfall Closing Date**), subject to the Company's right to close the Shortfall Offer earlier in its absolute discretion.

There is no minimum subscription under the Shortfall Offer, which is not underwritten.

All of the Shares offered under the Shortfall Offer pursuant to this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. The Shortfall Options issued under this Prospectus will have a nil issue price, be exercisable at \$0.04 on or before the date which is 36 months after their date of issue, and otherwise on the terms set out in Section 4.2 of this Prospectus.

All of the Shares issued upon exercise of the Shortfall Options will rank equally with the Shares on issue at the date of this Prospectus.

1.11 Eligibility to participate in Shortfall Offer

The Shares and Options under the Shortfall Offer will be placed to parties identified by the Company. Applicants who wish to participate in the Shortfall Offer should contact the Company via email at john.kelly@atomodiagnostics.com.

The Company will only accept Applications under the Shortfall Offer if it is satisfied that the offer can be made and accepted without contravening the securities laws applicable to the Applicant.

1.12 Application for Securities under the Shortfall Offer

Completed Application Forms under the Shortfall Offer must be returned to the address set out in the Application Form with sufficient time to be received by or on behalf of the Company by no later than the date specified by the Company when providing Applicants with a copy of this Prospectus and an Application Form.

1.13 Application for T2 Options under the Placement Options Offer

If you were a participant in the T2 Placement, the Company will provide you with a copy of this Prospectus, the TMD and an Application Form for you to complete and return to the address set out in the Application Form with sufficient time to be received by or on behalf of the Company by no later than the date specified by the Company.

As the T2 Options are free-attaching Options, no payment is required to accompany the Application Form.

1.14 **No underwriting**

The Offers are not underwritten.

1.15 **Opening and Closing Date**

The Company will accept Application Forms from the date it dispatches the Prospectus, and in respect of:

- (a) the SPP Offer and Placement Options Offer - until 5.00pm (AEST) on Monday, 23 June 2025 (**SPP Closing Date**); or
- (b) the Shortfall Offer - until 5.00pm (AEST) on Monday, 15 September 2025 (**Shortfall Closing Date**),

or in each case, such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

Eligible Shareholders are encouraged to submit their Applications as soon as possible.

The Company reserves the right, subject to the Corporations Act and the Listing Rules to vary the SPP Closing Date or the Shortfall Closing Date without prior notice. If either closing dates is varied, subsequent dates may also be varied accordingly.

1.16 **Payment - SPP Offer and Shortfall Offer**

Payment for SPP Securities or Shortfall Securities must be by BPAY® in accordance with the instructions on the Application Form.

Payments will not be accepted by cheque.

By paying by BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made
- (b) the declarations on that Application Form; and
- (c) (b) you will be deemed to have applied for such whole number of Securities which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5:00pm (AEST) on the applicable Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Securities (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

Please note that to pay by BPAY® you must make payment to the specified bank account using your unique reference number for payment as shown on your Application Form, as your payment reference. You must quote your unique reference number as your payment reference/ description when processing your BPAY® payment. Failure to do so may result in your funds not being allocated to your Application and the Securities not being issued (and the funds refunded). Applications for Shares under the SPP Offer must be made for a minimum of 54,054 Shares.

1.17 Use of funds

The Company intends to apply the funds raised from the Offers, together with existing funds and the funds raised under the Placement as detailed below:

Source of funds	\$
Funds currently available, including funds raised under the Tranche 1	\$2,855,000
Maximum funds to be raised under the T2 Placement	\$1,257,800
Maximum funds to be raised under the SPP Offer ¹	\$1,000,000
TOTAL	\$5,112,800

Allocation of funds from SPP Offer and T2 Placement	\$	%
Product development (new products)	575,000	18%
Operational activities to reduce product cost of goods (COGS)	455,000	15%
Regulatory activities and product quality assurance	395,000	13%
Commercial / business development	745,000	24%
Corporate administration, management and working capital ²	830,000	27%
Costs of the Offers ³	126,000	4%
TOTAL	3,126,000	100%

Notes:

1. The above table assumes \$1,000,000 is raised under the SPP Offer and that the requisite shareholder approvals are obtained to permit both the SPP Offer and the second tranche of the Placement to proceed. In the event that a lesser amount is raised, the Company intends to reduce the scope of its anticipated activities focusing on those products which in the Company's opinion are likely to deliver the greatest value in the short term. In the event that the Company accepts oversubscriptions, the Company intends to allocate additional expenditure towards product development.
2. Working capital includes but is not limited to corporate administration and operating costs and may be applied to additional directors' fees or executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
3. Refer to Section 5.11 for information regarding the expenses of the Offers.

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

The amounts and timing of the actual expenditures and investments may vary significantly and will depend on numerous factors including regulatory developments, the success of research and development activities, and any changes in the business and economic environment.

The Board believes its available cash and the maximum net proceeds of the SPP Offer and the Placement should be sufficient to fund the Company's activities until approximately January 2027.

In the event that less than the maximum amount is raised under the SPP Offer (or shareholders do not approve either or both of the SPP Offer or the issue of further securities under the Placement), the Company would need to find alternative financing to meet its funding requirements.

The Board believes that the funds raised from the SPP Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus.

1.18 **No rights trading**

The rights to participate in the SPP Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your entitlement to participate in the SPP to any other party. If you do not take up your entitlement to participate in the SPP Offer by the Closing Date, the offer to you under the SPP Offer will lapse.

1.19 **Issue date and dispatch**

The issue of Securities offered under the Offers will take place in accordance with the ASX Listing Rules and the Indicative Timetable set out at the commencement of this Prospectus.

The Directors will determine the allottees of all the Securities the subject of the Offers. The Directors reserve the right to decline any applications received, or to issue a lesser number of Securities than that applied for. Where the number of Securities 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 applicable closing date of the Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be mailed as soon as practicable after the issue of the Securities. Applicants who sell Securities before they receive their holding statements do so at their own risk.

1.20 **Application Monies held on trust**

All Application Monies received for the SPP Shares offered under this Prospectus will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the SPP Shares are issued. All Application Monies received in respect of the SPP Offer will be returned (without interest) if the SPP Shares are not issued for any reason.

1.21 **ASX quotation**

Application has been or will be made for the official quotation of the Shares offered pursuant to this Prospectus. No application has been or will be made for the official quotation of the Options offered pursuant to this Prospectus.

If permission is not granted by ASX for the official quotation of the Shares offered pursuant to this Prospectus within three months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

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.

1.22 **CHESS**

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of new Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by Boardroom and will contain the number of new Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.23 **International offer restrictions**

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

The Offers are not being extended and Securities will not be issued to investors with a registered address which is outside Australia.

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

1.24 **Ineligible Foreign Shareholders**

The Company believes that it is unreasonable to extend the SPP Offer to Ineligible Foreign Shareholders. The Company has formed this view having considered:

- (a) the number and value of the SPP Shares that would be offered to those Shareholders; and
- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, Ineligible Foreign Shareholders will not be entitled to participate in the SPP Offer.

1.25 Notice to nominees and custodians

Nominees and custodians that hold Shares should note that the SPP Offer is available only to Eligible Shareholders.

Nominees and custodians must not distribute this Prospectus, and may not permit any beneficial shareholder to participate in the Offers, in any country outside Australia except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offers.

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial shareholders. If any nominee or custodian is acting on behalf of a foreign person, that holder in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the SPP Offer is compatible with applicable foreign laws.

1.26 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

1.27 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's Security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities. The Company's privacy policy is available at www.atomodiagnosics.com/privacy-policy/.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.28 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offers, or any part of the Offers.

If the SPP Offer or the Shortfall Offer is withdrawn, all Application Monies will be returned without interest in accordance with the Corporations Act.

1.29 Forecasts

The Directors have considered the matters detailed 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.

The Directors consequently believe that, given these inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

1.30 Risk factors of an investment in the Company

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the various business segments of the Company. Section 3 details the key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

This Prospectus should be read in its entirety as it provides information for prospective investors to decide whether to invest in the Company. If you have any questions about the desirability of, or procedure for, investing in the Company please contact your stockbroker, accountant or other independent adviser.

1.31 Enquiries

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your suitably qualified adviser.

Enquiries relating to this Prospectus should be directed to the Company Secretary Mathew Watkins on Mathew.Watkins@vistra.com between 9.00am to 5.00pm (Sydney time), or the Company on +61 2 9099 4750.

2. Effect of the Offers

2.1 Principal effect of the Offers

Assuming the targeted amount of \$1,000,000 is raised under the SPP Offer, all Eligible Shareholders apply for SPP Options, and all Shareholder approvals are obtained at the General Meeting, the principal effects of the Offers on the Company will be to:

- (a) increase the cash reserves of the Company by \$1,000,000 (less the estimated expenses of the Offers) immediately after completion of the Offers;
- (b) increase the number of Shares on issue by 54,054,054 Shares, from 754,121,227 (assuming the Shares are issued under the second tranche of the Placement immediately prior to (and on the same day as) the SPP Shares) to 808,175,281 immediately after completion of the Offers and the Placement;
- (c) increase the number of Options on issue by 122,043,240 Options (comprising 54,054,054 SPP Options and 67,989,186 T2 Options, from 53,038,065 Options to 175,081,305 immediately after completion of the Offers and the Placement.

One SPP Option will be offered for every SPP Share issued. The final number of SPP Shares issued (and hence the final number of SPP Options) will depend on the level of applications received under the SPP (and if applicable, the Shortfall Offer). As the Shortfall Offer will only occur if there is a Shortfall, and only to the extent of any Shortfall, the maximum effect of the Shortfall Offer will not vary the above.

The cash reserves of the Company will increase by approximately \$1,000,000 (less the expenses of the Offers) immediately after settlement of the SPP.

See also Section 1.3 for the purpose of this Prospectus with respect to the T1 Options.

2.2 Effect the Offers on capital structure

On the basis that the Company completes the Offers on the terms in this Prospectus (which assumes that all requisite shareholder approvals are granted), the Company's capital structure will be as follows:

Securities currently on issue	
Shares ¹	686,132,041
Options ¹	53,086,065
Maximum Securities on issue on completion of the Offers	
Shares ^{2,3}	808,175,281
Options ^{4,5}	175,081,305

Notes:

1. Following the issue of 46,929,731 Shares and 46,929,731 T1 Options on 5 May 2025 under the first tranche of the Placement.

2. The figures shown above assume \$1,000,000 is raised under the SPP Offer by the issue of 54,054,054 Shares and that no oversubscriptions are accepted, that no Options are exercised and that Shareholder approval is received at the General Meeting for the issue of the SPP Securities (and Shortfall Securities if any) pursuant to the Offers.
3. Refer to Section 4.1 for a summary of the terms and conditions of the Shares.
4. This assumes that a further 67,989,186 T2 Options are issued pursuant to the Placement Options Offer and that 54,054,054 SPP Options are issued pursuant to the SPP Offer.
5. Options exercisable at \$0.04 each on or before the date which is 36 months from the date of issue. Refer to Section 4.2 for a summary of the terms and conditions of the Options to be issued pursuant to this Prospectus.

2.3 Effect of the Offers on substantial shareholders

Based on the information available to the Company through the Share Registry as at the date of this Prospectus, the Shareholders who (together with their associates) have a relevant interest in 5% or more of the Shares on issue:

- (a) as at the date of this Prospectus (and following completion of the first tranche of the Placement) are set out the second and third columns of the table below;
- (b) on completion of the Offers are set out in the fourth and fifth columns of the table below, assuming:
 - (i) the T2 Placement is completed;
 - (ii) the SPP Offer is fully subscribed;
 - (iii) no Options currently held by a substantial shareholder (if any) are exercised;
 - (iv) existing substantial shareholders do not subscribe for the Offers (other than John Kelly and associates who intend to subscribe for their full \$30,000 entitlement under the SPP Offer); and
 - (v) no other Shares are issued.

Substantial Shareholder	Shares (existing)	%	Shares (post SPP & second tranche of Placement)	%
GZ Family Holdings Pty Ltd as trustee for the GZ Family and its associated entities ^{1,3}	113,359,869	16.52	113,359,869	14.03%
Director, John Kelly and his associated entities ²	72,490,248	10.57	74,111,870	9.17
Global Health Investment Fund 1 LLC ³	61,570,716	8.97	61,570,716	7.62

Notes:

1. Associated entities include: GZ Super Investments Pty Ltd ATF GZ Superannuation Fund
2. Associated entities include: Dalraida Holdings Pty Limited

3. If any of these entities or their associates do participate in the SPP, their shareholdings will increase relative to their participation level.

2.4 Effect of the Offers on control of the Company

The effect of the Offers on the capital structure and financial position of the Company will depend on the level of participation by Eligible Shareholders.

It is presently intended that a maximum of \$1,000,000 will be raised under the SPP Offer. Applications will be scaled back on a pro-rata basis, if required. The Board presently intends that the SPP Offer will close after the maximum amount of \$1,000,000 has been raised, however it reserves the right to accept oversubscriptions (but subject to a maximum of \$30,000 per shareholder).

The SPP Offer under this Prospectus will also settle simultaneously with the T2 Placement announced on 24 April 2025 (subject to the requisite Shareholder approvals being obtained), which will further impact the Company's share capital.

If the SPP Offer is fully subscribed, 54,054,054 Shares and 54,054,054 Options will be issued under the SPP. This would result in the Company having a total of 808,175,281 Shares on issue at completion of the T2 Placement and the SPP, with the SPP Shares representing 6.69% of the Shares then on issue (assuming no Options are exercised). The maximum number of Options proposed to be issued under the Offers is 122,043,240 comprising 54,054,054 SPP Options and 67,989,186 T2 Options.

Assuming the SPP Offer is fully subscribed and no other Securities are issued or converted to Shares except as stated below:

- (a) If all Options offered under this Prospectus are exercised, the additional Shares issued on exercise will constitute approximately 18.16% of the Shares on issue following completion of the Offers.
- (b) If only the SPP Options are exercised, the additional Shares issued on exercise will constitute approximately 6.27% of the Shares on issue following completion of the Offers.
- (c) If only the T2 Options are exercised, the additional Shares issued on exercise will constitute approximately 13.12% of the Shares on issue following completion of the Offers.

Details of the anticipated effect of the Offers on substantial shareholders is set out at Section 2.3 above.

The Company is of the view that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.

At the date of this Prospectus, the Company is of the view that there is no one entity who controls the Company.

While the final percentage interests held by Shareholders of the Company is entirely dependent on the extent to which they are Eligible Shareholders and to the extent of their participation and to which the other Shareholders participate in the SPP Offer and, subsequently, exercise their SPP Options, the Company expects that the potential effect of the issue of the SPP Securities on the control of the Company will be minimal and that no Shareholder will increase their interest in the Company to greater than 19.99% as a result of applying for SPP Shares under the SPP Offer and subsequently exercising all of their SPP Options.

In the event of a Shortfall, the Directors reserve the right to place the Shortfall Offer at their sole discretion, subject to the Corporations Act and in compliance with the Listing Rules. To the extent that any Shareholder who applies for Shares under the Shortfall Offer may obtain a substantial interest in the Company if they were to receive and exercise all Securities applied for, the Shortfall Offer will only be placed to the extent that such placement is in compliance with the takeover provisions of the Corporations Act, which restrict a person and their associates from having a relevant interest in the Company of not more than 19.99% (subject to a number of exemptions), and as contemplated within the Listing Rules.

2.5 Potential dilution

Shareholders should note that if they do not participate in the Offers, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	% at Prospectus Date	% post Offers if the Holder does not participate
Shareholder 1	50,000,000	7.29	6.19
Shareholder 2	25,000,000	3.64	3.09
Shareholder 3	12,500,000	1.82	1.55
Shareholder 4	6,250,000	0.91	0.77
Shareholder 5	3,125,000	0.46	0.39
Shareholder 6	1,000,000	0.15	0.12

Notes:

1. The table assumes that no Shares are issued other than those offered pursuant to this Prospectus and under the second tranche of the Placement, and no Options are exercised.
2. The dilution effect shown in the table is the maximum percentage of dilution on the assumption that \$1,000,000 is raised under the SPP Offer. If there is less participation in the SPP Offer, the dilution effect for each Shareholder not participating in the SPP Offer would be a lesser percentage. If oversubscriptions are permitted in the SPP Offer, the dilution effect for each Shareholder not participating in the SPP Offer would be a higher percentage.

Additionally, the SPP Offer is not being extended to Shareholders with registered addresses outside of Australia, and the holdings of those Shareholders in the Company will be diluted by a maximum of 3.32% in the event that shareholders approve the issue of further securities under the Placement and the SPP Offer is fully subscribed (or 5.48% on a fully diluted basis if all SPP Options and Placement Options on issue after completion of the SPP Offer are exercised).

2.6 Pro-forma consolidated statement of financial position

Set out below is:

- (a) the unaudited consolidated statement of financial position of the Company as at 31 December 2024; and

- (b) the unaudited pro forma consolidated statement of financial position of the Company as at 31 December 2024 incorporating the effect of the Placement and the Offers, assuming Shareholders approve the Offers and that \$1,000,000 is raised under the SPP Offer.

The pro-forma statement of financial position assumes the maximum number of Securities offered under this Prospectus are issued (i.e. \$1000,000 is raised under the SPP Offer and the Shortfall Offer), shareholders approve the issue of further Shares under the T2 Placement, and no existing Options are exercised, and including expenses of the Offers). The statements of financial position have been prepared on the basis of the accounting policies normally adopted by the Company.

The statements of financial position have been prepared to provide Shareholders with information on the assets and liabilities of the Company and the pro forma assets and liabilities of the Company as noted below. The historical and pro forma information is presented in abbreviated form; it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

	31-Dec-24 (\$) reviewed	Pro forma Adjustments			31-Dec-24 Pro forma (including Adjustments)
		Adj 1 - Placement & SPP proceeds	Adj 2 - Costs of Offers	Adj 3 - Cash balance movements	
Current Assets					
Cash and cash equivalents	2,896,419	3,126,000	(125,706)	(783,913)	5,112,800
Trade and other receivables	1,239,004				1,239,004
Inventories	1,786,100				1,786,100
Total Current Assets	5,921,523				8,137,904
Non-Current Assets					
Trade and other receivables					-
Property, Plant and Equipment	1,280,344				1,280,344
Right-of-use assets	191,020				191,020
Intangibles	1,856,477				1,856,477
Total Non-Current Assets	3,327,841				3,327,841
Total Assets	9,249,364				11,465,745
Current Liabilities					
Trade and other payables	744,005				744,005
Lease liabilities	173,978				173,978
Other liabilities	775,737				775,737
Total Current Liabilities	1,693,720				1,693,720
Non-Current Liabilities					
Other liabilities	124,282				124,282
Lease liabilities	25,402				25,402
Total Non-Current Liabilities	149,684				149,684

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	31-Dec-24 (\$) reviewed	Pro forma Adjustments			31-Dec-24 Pro forma (including Adjustments)
		Adj 1 - Placement & SPP proceeds	Adj 2 - Costs of Offers	Adj 3 - Cash balance movements	
Total Liabilities	1,843,404				1,843,404
Net Assets	7,405,960				9,622,341
Equity					
Issued and paid up capital	70,086,549	3,126,000	(125,706)		73,086,843
Reserves	168,480				168,480
Accumulated losses	(62,849,069)			(783,913)	(63,632,982)
Total Equity	7,405,960				9,622,341

(Adj 1) This assumes capital raised as follows:

Note 1

- \$2,126,000 Placement funds raised by way of the issue of 46,929,731 T1 Shares and 67,989,186 T2 Shares at \$0.0185 (1.85 cents) per Share
- 1,000,000 SPP funds raised by way of the 54,054,054 Shares at \$0.0185 (1.85 cents) per Share (full subscription)

(Adj 3) This is an estimate of the costs of the capital raise, which includes:

Note 2

- legal fees;
- share registry and postage fees;
- ASIC & ASX fees.

Note 3

This reflects movement in cash balance over the last quarter since 31 December 2024 balance sheet date. Approx cash reduced \$950k

The pro forma statement of financial position has been prepared on the basis that the assets and liabilities of the Company have not been subject to any material change between 31 December 2024 and the completion of the Offers except for:

- the issue of 46,929,731 Shares pursuant to the T1 Placement at \$0.0185 each to raise \$868,200 on 5 May 2025;
- the issue of 67,989,186 Shares pursuant to the T2 Placement at \$0.0185 each to raise \$1,257,800;
- the issue of 46,929,731 T1 Options pursuant to the T1 Placement;
- the issue of 67,989,186 T2 Options pursuant to the Placement Options Offer;
- the issue of 54,054,054 Shares pursuant to the SPP Offer at \$0.0185 each to raise \$1,000,000;
- the issue of 54,054,054 Options under the SPP Offer (on the assumption that \$1,000,000 is raised under the SPP Offer);
- total estimated costs of the Placement and the SPP Offer of \$125,706; and
- expenditure and working capital payments since 31 December 2024.

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3. Risk factors

An investment in securities should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders and prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Shareholders and prospective investors should carefully consider the following factors in addition to the other information presented in the Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Risks specific to the Company

(a) **Share price risk:**

Eligible Shareholders and investors wishing to participate in the SPP and Shortfall should note that the issue price of Shares offered under this Prospectus, being \$0.0185 per Share, is at a discount to the closing price of Shares on the ASX as at 19 May 2025, the date immediately before the date of this Prospectus (being \$0.017 per Share). This means at the date of this Prospectus you are able to acquire Shares on market at a lower price than the issue price under the SPP Offer. By applying for Securities under this Prospectus, an applicant accepts the risk that the market price of the Shares may change and may remain below the issue price under the Offers.

(b) **Going concern risk:** Neither of the SPP Offer or the T2 Placement are underwritten, and both remain subject to shareholder approval. If the Company is not able to complete the T2 Placement and the SPP Offer is not fully subscribed, the Company will need to find alternative sources of capital in order to remain a going concern.

(c) **Future funding requirements**

Whilst the Company generates revenue from operations, its expenses currently exceed revenue such that it is yet to reach break-even point.

The Board believes its available cash and the maximum net proceeds of the Offers (assuming shareholders approve the T2 Placement and the SPP Offer, and the SPP is fully subscribed) should be sufficient to fund the Company's activities until approximately January 2027.

There is no guarantee that the Company will be able to secure sufficient support in future capital raising initiatives.

Any equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's

activities and could affect the Company's ability to continue as a going concern. The Company may undertake additional offerings of Shares or of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(d) **Regulatory approvals**

The Company's distribution partners and customers rely on having regulatory approved products. The Company's business is governed by various regulations in the jurisdictions in which it operates and proposes to operate. There is no assurance that delays will not occur in connection with obtaining the necessary approvals for products. Any delay in the receipt of regulatory clearance may result in a delay to the intended launch date of certain products, which will delay revenue and adversely affect financial performance. In the event that any relevant licenses or approvals were not granted, not renewed, withdrawn, or made subject to conditions that were onerous or unacceptable to the Company, its business could be materially adversely affected.

(e) **Reliance on distribution partners**

A key distribution channel for the Company's products is through distribution partners. The success of the Company's business relies on its ability to attract and retain distribution partners, and the success of its distribution partners' sales and marketing teams to adequately promote the Company's products. The loss of, or a significant decrease in, the business from a distribution partner could adversely impact revenues. If distribution partners do not continue to purchase the Company's products, terminate the existing contracts or do not increase their usage over time, the Company's operating and financial performance may be adversely affected.

(f) **Intellectual Property**

The value of the Company's products is dependent on its ability to protect its intellectual property, including by trademarks, copyright, patent and moral rights. Any failure to adequately protect its intellectual property rights could have an adverse impact on the Company's operating and financial performance.

(g) **Failure to attract and retain key personnel**

The success of the Company's business is dependent on retaining key members of senior management. There is a risk that the departure of such personnel, or any delay in their replacement, could have a negative impact on management's ability to operate the business and achieve financial performance targets, in addition to harming the Company's research and development programs.

(h) **Competitive industry**

The Company competes against a wide range of other health care companies that offer diagnostics solutions, some of which have significantly more resources than the Company. An inability to compete effectively against existing competitors and potential new entrants could have a material adverse effect on the business.

(i) **Product acceptance**

The Company's success depends on market acceptance and adoption of the Company's products. This will depend on many factors, including clinical evidence demonstrating the positive clinical and cost benefit outcomes and the Company's ability to develop and

market products. If sufficient market acceptance is not achieved, the growth in the Company's revenue may slow or decline which will have an adverse impact on the Company's operating and financial performance.

(j) **Development of products**

The Company's business is dependent on the continued improvement of existing products and development of new products utilising current or other potential future technology. The Company cannot guarantee that any products under development will result in the launch of a commercially viable product. If the Company does not develop new products and product enhancements on a timely basis, the products may become obsolete over time and revenues, cash flow, profitability and competitive position will decline. Difficulties or delays in research, development or production of new products and services or failure to gain market acceptance of new products and technologies may reduce future revenues and adversely affect the Company's competitive position.

(k) **Defects and recalls**

The Company's products may contain undetected defects when first introduced or new products are released. Disruptions affecting the introduction, release or performance of the Company's products may damage customers' businesses and could harm their and the Company's reputation as well as the health of patients. If that occurs, the Company may incur significant costs, the attention of key personnel could be diverted, or other significant customer relations problems may arise. The Company may also be subject to warranty and liability claims for damages related to defects in the products. In addition, if the Company does not meet industry or quality standards, if applicable, the products may be subject to recall. A material liability claim, recall or other occurrence that harms the Company's reputation or decreases market acceptance of the products could adversely impact the Company's operating results.

(l) **Reliance on third party manufacturers**

The Company engages contract manufacturers for the production of its products. Due to the speciality of the products which the Company distributes there is a limited pool of qualified suppliers. Disruption to any key supplier could have an adverse impact on the availability of the Company's products to distribution partners and end users.

(m) **Management of growth**

The Company's future success depends on its ability to effectively manage growth in revenue, employee numbers and customer base. Failure to appropriately manage growth could result in failure to retain existing distribution partners and customers and a failure to attract new distribution partners or customers which could adversely affect the Company's operating and financial performance.

3.2 **General risks**

(a) **Market conditions and other economic risks**

General economic conditions, movements in interest and inflation rates, commodity prices and currency exchange rates may have an adverse effect on the Company's operations and any future development activities, as well as on its ability to fund those activities.

The 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. This would include but is

not limited to changes in investor sentiment toward particular market sectors, the demand for and supply of capital, political developments and global sanctions, terrorism, war or other hostilities, and pandemics or other events which have profound impacts on a local or global scale.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account by the Company. 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.

(c) **Litigation risk**

All industries, including the healthcare sector, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

(d) **Insurance**

The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover.

(e) **Security risk**

The business of the Company may be materially impacted by breaches of security, on-site or via technology, either by unauthorised access, theft, destruction, loss of information or release of confidential data. The Company's security measures may not be sufficient to detect or prevent such breaches of security.

(f) **Ability to access future capital**

The Company will require further financing in the future to fund the development and commercialisation of its products, in addition to amounts raised under the Offers. Any additional equity financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to limit or cease its growth and acquisition plans and this could have a material adverse effect on the Company's value.

(g) **Taxation changes**

An investment in securities involves tax considerations which differ for each securityholder depending on their individual financial affairs. Changes in tax law or changes in the way taxation laws are interpreted may impact the Company's tax liabilities or the tax treatment of a securityholder's investment.

(h) **Force majeure and unforeseen events**

Significant catastrophic events (such as war, acts of terrorism, pandemics, loss of power, cyber security breaches or global threats) or natural disasters (such as earthquakes, fire or floods or the outbreak of epidemic disease) could disrupt the Company's operations and those of its clients. Such impacts may affect the Company's ability to develop and deliver its products to its clients by interrupting critical functions, reducing availability or resources or demand for the Company's products, preventing suppliers or customers from honouring their contractual obligations to the Company, or otherwise harming the Company's business.

3.3 **Investment speculative**

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

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares. Shareholders should consider that the investment in the Company is high risk and should consult their professional adviser before deciding whether to apply for Shares pursuant to this Prospectus.

4. Rights attaching to Securities

4.1 Rights and liabilities attaching to Shares

A summary of the rights and liabilities attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) **General meeting and notices**

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of the Company every holder of fully paid Shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies, then neither of those proxies may vote) and one vote per Share on a poll.

A person who holds a Share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.

(c) **Issues of further Shares**

Subject to the Corporations Act and the Constitution, the Board may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides. The Company must not issue shares or grant options if the issue or grant would result in a breach of the Listing Rules.

(d) **Variation of rights**

Unless otherwise provided by the Constitution or by the terms of issue of a class of Shares, the rights attached to the Shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued Shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued Shares of the affected class.

(e) **Transfer of Shares**

Subject to the Constitution, a member may transfer a share by any means permitted by the Corporations Act or by law.

(f) **Dividends**

Subject to the Corporations Act, the Listing Rules, the Constitution and the rights attaching to Shares issued on special conditions, the Directors may from time to time

declare that a dividend is payable to the holders of ordinary Shares and fix the time for payment.

(g) **Winding up**

Subject to the Constitution, the Corporations Act and the rights of holders of Shares with special rights, on a winding up of the Company, any surplus must be divided among the members in the proportions which the amount paid (including amounts credited) on the Shares of a member is of the total amounts paid and payable (including amounts credited) on the Shares of all members.

(h) **Dividend reinvestment and share plans**

The Directors may establish a dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a Dividend from the Company in subscribing for securities of the Company or a related body corporate of the Company.

(i) **Directors**

The Company must not have less than 3 Directors.

(j) **Powers of the Board**

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

(k) **Unmarketable parcels**

The Constitution permits the Company to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of the Listing Rules.

If a Shareholder does not want its Shares sold, that Shareholder may notify the Company accordingly.

(l) **Capitalisation of profits**

The Directors may capitalise any profits of the Company and distribute that capital to the members, in the same proportions as the members are entitled to a distribution by dividend.

(m) **Preference Shares**

The Company may issue preference Shares including preference Shares which are liable to be redeemed in a manner permitted by the Corporations Act, and preference Shares in accordance with the terms of the Constitution.

4.2 **Terms and conditions of the SPP Options, T1 Options and T2 Options**

The T1 Options issued under the T1 Placement, the SPP Options offered under the SPP Offers and the T2 Options offered under the Placement Options Offer will be issued on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one fully paid ordinary Share.

(b) **Exercise Price and Expiry Date**

The Options are exercisable at \$0.04 each, and expire at 5.00pm on the date which is 36 months from their date of issue (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

(c) **Exercise**

To exercise the Options, the Option holder must give the Company:

- (i) a written exercise notice (in the form approved by the Board from time to time) specifying the number of Options being exercised and Shares to be issued; and
- (ii) payment of the exercise price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by the Company.

The Options will be deemed to have been exercised on the date the exercise notice is lodged with the Company and cleared funds for the exercise price has been received.

(d) **Timing of issue of Shares upon exercise**

Within 5 Business Days (as defined in the Listing Rules) after the exercise of the Options in accordance with paragraph (c) above, the Company must issue the Option holder the resultant Shares.

(e) **Ranking of Shares**

Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

(f) **Transferability**

The Options are not transferable for twelve (12) months after issue.

(g) **Quotation of Options**

The Company will not apply to ASX for quotation of the Options.

(h) **Quotation of Shares on exercise**

The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

(i) **Participation rights**

The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the "record date" for determining entitlements to the issue of Securities and participate as a result of holding Shares.

(j) **Reorganisation**

If there is a reorganisation (including consolidation, subdivision, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled to and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(k) **Amendments**

The number and exercise price of the Options remains the same regardless of whether the Company makes a bonus issue of Shares or other Securities to Shareholders.

(l) **Adjustments**

Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

(m) **Governing law**

The terms and the rights and obligations of the Option holder are governed by the laws of New South Wales. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of New South Wales.

5. Additional information

5.1 Continuous disclosure obligations

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of its Securities.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit report or review. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.2 below).

Copies of all documents announced to the ASX can be found at <https://investors.atomodiagnostics.com/investor-centre/?page=asx-announcements>.

5.2 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offers a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2024 and half-year ended 31 December 2024, being the last two financial statements of the Company lodged with ASIC before the issue of this Prospectus; and
- (b) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in paragraph (a) above until the date of this Prospectus:

Date	Announcement
9 May 2025	Change in substantial holding
5 May 2025	Final Director's Interest Notice x 3
5 May 2025	Initial Director's Interest Notice x 2
5 May 2025	Section 708A Cleansing Statement
5 May 2025	Notification of cessation of securities - AT1
5 May 2025	Notification regarding unquoted securities - AT1
5 May 2025	Application for quotation of securities - AT1
5 May 2025	Update - Proposed issue of securities - AT1
24 April 2025	Quarterly Activities/Appendix 4C Cash Flow Report
24 April 2025	Proposed issue of securities - AT1
24 April 2025	Atomo completes Capital Raise and undertakes Restructure
23 April 2025	Atomo Investor Webinar Presentation
23 April 2025	Change of Director's Interest Notice
23 April 2025	Notification of cessation of securities - AT1
22 April 2025	Trading Halt
7 April 2025	National Scale up of HIV Self-Test Vending Machines
24 March 2025	Reinstatement to Quotation
24 March 2025	Exclusive Licence for Novel Syphilis Test on Pascal Secured
24 March 2025	Suspension from Quotation
24 March 2025	Pause in Trading
28 February 2025	H1 FY25 Results Presentation
28 February 2025	Appendix 4D and Half Year Report ended 31 Dec 2024

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.15 and the consents provided by the Directors to the issue of this Prospectus.

5.3 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

5.4 Determination by ASIC

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

5.5 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of the Offers, and the respective dates of those sales were:

Lowest: \$0.016 on 1 to 4 April 2025 (inclusive); and

Highest: \$0.022 on 14 April 2025.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.017 per Share on 19 May 2025.

5.6 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5.7 Substantial Shareholders

Information in relation to substantial shareholders as at the date of this Prospectus, and the likely impact of the Offers on these holdings is set out in Section 2.3.

5.8 Interests of Directors

(a) Director holdings of Securities

As at the Prospectus Date, the Directors hold the following Shares and Options:

Director	Shares	Options
John Kelly (and associated entity Dalraida Holdings Pty Limited)	72,490,248	0
Dr Cheri Walker	0	0
Patrick Cook (and his family trust)	177,368	0
Anthony May	0	0

Subject to Shareholder's approving that participation for ASX LR 10.11 purposes at the upcoming General Meeting, the following Directors intend to acquire Securities under the SPP Offer and the Placement:

- (i) John Kelly (the Company's CEO and Managing Director) intends to take up his full \$30,000 entitlement in the SPP to acquire 1,621,622 SPP Shares and 1,621,622 SPP Options, which will increase his total holdings to 74,111,870 Shares and 1,621,622 Options;
- (ii) Patrick Cook (Non-Executive Director) intends to take up 540,541 SPP Shares and 540,541 SPP Options (\$10,000), which will increase his total holdings to 690,541 Shares and 540,541 Options;
- (iii) Anthony May (Non-Executive Director) has subscribed for 540,541 Shares and 540,541 Options (\$10,000) under the T2 Placement, which will increase his total holdings to 540,541 Shares and 540,541 Options.

(b) **Remuneration of Directors**

The Constitution provides that the Company may remunerate the non-executive Directors. The maximum total amount of directors' fees for the non-executive Directors shall, subject to any resolution of a general meeting, be fixed by the Directors. The current aggregate amount to be paid to non-executive Directors is \$500,000. The Board may allocate this pool (or part of it) at its discretion.

The remuneration of any executive directors (of which there is presently only one) is to be fixed by the Board, and must not be calculated as a commission on, or a percentage of, operating revenue.

A Director may also be paid a fix sum set by the Directors where a Director performs extra services or makes special exertions (including going or living away from the Director's usual residential address). A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The table below summarises the remuneration provided to the Directors and their associated companies for the financial years ended 30 June 2023 and 24 June 2024, inclusive of directors fees, consultancy fees, share-based payments and superannuation.

Director	Financial year ended 30 June 2023 (\$)		Financial year ended 30 June 2024 (\$)	
	Fees & Consultancy	Share based payments	Fees & Consultancy ¹⁰	Share based payments
John Keith ¹	\$130,000	0	\$130,000	0
John Kelly ²	\$527,156	14,861	\$476,477	0
Paul Kasian ³	\$70,000	0	\$70,000	0
Deborah Neff ⁴	\$88,330	0	\$90,000	0
Cheri Walker ⁵	\$31,250	0	\$50,000	0
Anthony May ⁶	N/A	N/A	N/A	N/A
Patrick Cook ⁷	N/A	N/A	N/A	N/A

Notes:

1. John Keith was appointed as a Non-Executive Director on 2 December 2011 and has resigned with effect from 2 May 2025.
2. John Kelly was appointed as a Managing Director on 1 April 2010 and remains on the Board.
3. Paul Kasian was appointed as a Non-Executive Director on 4 February 2020 and has resigned with effect from 2 May 2025.
4. Deborah Neff was appointed as a Non-Executive Director on 15 September 2021 and has resigned with effect from 2 May 2025.
5. Cheri Walker was appointed as a Non-Executive Director on 15 November 2022 and remains on the Board.
6. Anthony May was appointed as a Non-Executive Director on 2 May 2025.
7. Patrick Cook was appointed as a Non-Executive Director on 2 May 2025.
8. The total Director fees for the financial year ended 30 June 2024 is \$816,477.

(c) **Additional information**

Other than as disclosed in this Prospectus, no Director of the Company (or entity in which they are a partner or director) has, or has had in the 2 years before the Prospectus Date, any interests in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (i) any Director to induce him to become, or to qualify as, a Director; or
- (ii) any Director of the Company for services which he (or an entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offers.

5.9 **Employee incentive plan**

The Company presently has an Employee Option Plan (**Option Plan**), which was established prior to its 31 March 2023 IPO Prospectus. Shareholders approved the Option Plan for the purposes of ASX Listing Rule 7.2, Exception 13(b) at the Company's 2023 annual general meeting held on 2 November 2023 (**2023 AGM**). The effect of that approval was to allow the Company to issue up to a maximum of 28,544,550 equity securities under the Option Plan over the three year period following the 2023 AGM, without those Options counting towards the Company's 15% placement capacity calculations for the purposes of ASX Listing Rule 7.1.

A summary of the terms of the Option Plan is set out in Annexure A to the Company's 2023 Notice of Annual General Meeting dated 29 September 2023, which can be downloaded from ASX at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.at1>. A total of 5,575,000 Options are presently on issue pursuant to the Plan.

5.10 Related party transactions

At the Prospectus Date, no material transactions with related parties and Directors' interests exist that the Directors are aware of, other than those disclosed in the Prospectus.

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) subject to section 195 of the Corporations Act, a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest.

5.11 Expenses of Offers

The total estimated expenses of the Offers (exclusive of GST) payable by the Company are set out below.

Item	Estimated cost (\$)
ASIC fees	\$3,206
ASX fees (SPP)	\$6,093
ASX fees (Placement)	\$10,322
Legal fees	\$70,000
Registry fees	\$19,785
Printing, postage, online website and administration fees	\$16,300
Total	\$125,706

5.12 ASX waivers

The Company has applied for, and ASX has given, a waiver in relation to Listing Rule 7.3.9 in connection with the Offers, to the effect that the Company was not required to include a voting exclusion statement in the notice of meeting for the General Meeting at which Shareholders voted on the SPP Offer, which if required to be included, would have prevented all Shareholders from voting on the SPP Offer.

5.13 Litigation and Claims

So far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

5.14 Interests of Promoters, Experts and Advisers

(a) **No interest except as disclosed**

Other than as set out below or elsewhere in this Prospectus, no persons or entity named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus holds at the Prospectus Date, or held at any time during the last two years, any interest in:

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

and the Company has not paid any amount or provided any benefit, or agreed to do so, to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offer.

(b) **Share Registry**

Boardroom Pty Limited has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid for these services on industry standard terms and conditions.

(c) **Legal Advisers**

HWL Ebsworth Lawyers has acted as the Australian solicitors to the Company in relation to the Prospectus and the Offers. The Company estimates it will pay HWL Ebsworth Lawyers \$70,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates.

During the 24 months preceding lodgement of this Prospectus with ASIC, HWL Ebsworth Lawyers has provided legal services to the Company, the total value of these services was \$116,425. These services were in respect of the Company's previous activities and additional general corporate matters.

(d) **Vistra**

Vistra (Australia) Pty Ltd (**Vistra**) have been appointed to provide company secretarial services to the Company. The Company estimates it will pay Vistra \$5,000 for these services rendered in connection with the preparation of this Prospectus.

During the 24 months preceding lodgement of this Prospectus with ASIC, Vistra has provided support services to the Company with a total value of \$139,366.91. excluding GST. These services were in respect of the Company's previous activities and additional general corporate matters.

5.15 Consents

(a) **General**

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons

involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

In light of the above, each of the parties referred to below:

- (i) does not make the Offers;
- (ii) does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- (iii) only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified below; and
- (iv) has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear.

(b) **Share Registry**

Boardroom Pty Limited has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as the Share Registry of the Company in the form and context in which it is named.

(c) **Legal advisers**

HWL Ebsworth Lawyers has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the lawyers to the Company in relation to the Offers.

(d) **Vistra**

Vistra has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the provider of company secretarial services to the Company in the form and context in which it is named.

(e) **Auditor**

BDO Audit Pty Ltd has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the auditors to the Company in the form and context in which it is named.

6. Authorisation

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act, and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'John Kelly', written in a cursive style.

John Kelly
Chief Executive Officer and Managing Director

7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

A\$ or \$	means Australian dollars.
AEST	means Australian Eastern Standard Time, being the time in Sydney, New South Wales.
Applicant	means a person who submits an Application Form.
Application	means a valid application for Securities under the Offers made pursuant to an Application Form.
Application Form	means an application form attached to this Prospectus.
Application Monies	means application monies for Shares under the Offers received and banked by the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means Australian Securities Exchange Limited (ACN 008 624 691) or, where the context requires, the financial market operated by it.
ASX Settlement Rules	means ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ACN 008 504 532).
Board	means the board of Directors of the Company as constituted from time to time.
CHES	means the Clearing House Electronic Subregister System.
Company	means Atomo Diagnostics Limited (ACN 142 925 684).
Constitution	means the constitution of the Company as at the Prospectus Date.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Eligible Shareholder	means a person registered as the holder of Shares as at the Record Date whose registered address is in Australia.
General Meeting	means the general meeting of the Company proposed to be held on Monday, 23 June 2025 at 10.30am (AEST).
Indicative Timetable	means the indicative timetable for the Offers in the 'Key Dates' section on page ix of this Prospectus.
Ineligible Foreign Shareholder	means a Shareholder whose registered address as at the Record Date is a place outside Australia.
Listing Rules	means the listing rules of ASX.

Offer Price	means the price at which each Share is offered under the SPP Offer, of \$0.0185.
Offers	means the SPP Offer, the Shortfall Offer and the Placement Options Offer, and Offer means any one of such Offers, as applicable.
Official Quotation	means official quotation by ASX in accordance with the Listing Rules.
Opening Date	means the date specified as the opening date of the Offers in the Indicative Timetable (as varied by the Company).
Option	means an option to acquire a Share.
Placement	means the Placement described at Section 1.1, comprising the T1 Placement and the T2 Placement.
Placement Options Offer	has the meaning given to that term on the front page of this Prospectus.
Prospectus	means this prospectus dated the Prospectus Date.
Prospectus Date	means 20 May 2025.
Record Date	means 7:00pm (AEST) on the record date identified in the Indicative Timetable.
Relevant Interest	has the meaning given in the Corporations Act.
Section	means a section of this Prospectus.
Securities	means Shares or Options, as the context requires.
Share	means an ordinary fully paid share in the capital of the Company.
Share Registry or Boardroom	means Boardroom Pty Limited (ACN 003 209 836).
Shareholder	means any person holding Shares.
Shortfall	means any shortfall under the SPP Offer.
Shortfall Closing Date	5.00pm (AETS) on Monday, 15 September 2025, or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.
Shortfall Offer	has the meaning given to that term on the front page of this Prospectus.
Shortfall Options	means the Options offered pursuant to the Shortfall Offer (having the terms and conditions in Section 4.2).
Shortfall Securities	means the Shortfall Shares and Shortfall Options, collectively.

Shortfall Shares	means the Shares offered pursuant to the Shortfall Offer.
SPP Closing Date	means 5.00pm (AEST) on Monday, 23 June 2025, or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.
SPP Offer	has the meaning given to that term on the front page of this Prospectus.
SPP Options	means the Options proposed to be issued pursuant to the SPP Offer (having a nil issue price, exercisable at \$0.04 and expiring at 5.00pm (AEST) on the date which is 36 months from their date of issue, and on the terms and conditions in Section 4.2).
SPP Securities	means the SPP Shares and SPP Options, collectively.
SPP Shares	means the Shares proposed to be issued pursuant to the SPP Offer.
T1 Placement	means the first tranche of the Placement described at Section 1.1(a)(i) of this Prospectus.
T2 Placement	means the second tranche of the Placement described at Section 1.1(a)(ii) of this Prospectus, which remains subject to shareholder approval.
T1 Options	means the 46,929,731 Options issued on 5 May 2025 pursuant to the T1 Placement (and having the terms and conditions set out in Section 4.2).
T2 Options	means the 67,989,186 Options offered under this Prospectus on a conditional basis (subject to shareholder approval) pursuant to the T2 Placement (and having the terms and conditions set out in Section 4.2).