

Immuron lodged ATM Prospectus Supplement with U.S. SEC

Melbourne, Australia, October 6, 2025: Immuron Limited (ASX: IMC; NASDAQ: IMRN), an Australian based and globally integrated biopharmaceutical company has filed an ATM supplementary prospectus with the United States Securities and Exchange Commission.

Highlights:

- Immuron strategically extends the At-the-market (ATM) funding facility with H.C. Wainwright & Co., LLC to an additional aggregate offering price of approximately US\$2,847,954.
- Immuron will control major aspects of the placement process, having sole discretion as to whether it uses the ATM, the number of American Depository Shares (ADSs) issued, as well as the minimum issue price of the ADSs.
- The ATM facility sits within the ASX listing rule framework for share issuances.

Prospectus Supplement:

As previously disclosed on 3 July 2024, Immuron Limited entered into an At the Market Offering Agreement (the 'ATM Agreement') with H.C. Wainwright & Co., LLC.

The Company has determined to increase the amount available for sale under the ATM Agreement, up to an additional aggregate offering price of approximately US\$2,847,954 to maintain strategic financial flexibility and optionality in current market conditions. The extension provides the Company with a cost-effective and efficient mechanism to raise additional equity capital, if and when required, in response to operational requirements, market opportunities, or unforeseen events.

A copy of the ATM Prospectus Supplement and related documents are appended to this announcement.

This release has been authorised by the Chief Executive Officer of Immuron Limited.

Steven Lydeamore
Chief Executive Officer
steve@immuron.com

About Travelan®

Travelan® is an orally administered passive immunotherapy that prophylactically reduces the likelihood of contracting travelers' diarrhea, a digestive tract disorder that is commonly caused by pathogenic bacteria and the toxins they produce. Travelan® is a purified tablet preparation of hyper-immune bovine antibodies and other factors, which when taken with

meals bind to diarrhea-causing bacteria and prevent colonization and the pathology associated with traveler's diarrhea. In Australia, Travelan® is a listed medicine on the Australian Register for Therapeutic Goods (AUST L 106709) and is indicated to reduce the risk of Traveler's Diarrhea, reduce the risk of minor gastro-intestinal disorders and is antimicrobial. In Canada, Travelan® is a licensed natural health product (NPN 80046016) and is indicated to reduce the risk of Traveler's Diarrhea. In the U.S., Travelan® is sold as a dietary supplement for digestive tract protection.

About Traveler's diarrhea

Traveler's Diarrhea is a gastrointestinal infection with symptoms that include loose, watery (and occasionally bloody) stools, abdominal cramping, bloating, and fever, Enteropathogenic bacteria are responsible for most cases, with enterotoxigenic *Escherichia coli* (ETEC) playing a dominant causative role.

About Immuron

Immuron Limited (ASX: IMC, NASDAQ: IMRN), is an Australian biopharmaceutical company focused on developing and commercializing orally delivered targeted polyclonal antibodies for the treatment of inflammatory mediated and infectious diseases.

For more information visit: <https://www.immuron.com.au>

FORWARD-LOOKING STATEMENTS:

This press release may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, each as amended. Such statements include, but are not limited to, any statements relating to our growth strategy and product development programs and any other statements that are not historical facts. Forward-looking statements are based on management's current expectations and are subject to risks and uncertainties that could negatively affect our business, operating results, financial condition and stock value. Factors that could cause actual results to differ materially from those currently anticipated include: risks relating to our growth strategy; our ability to obtain, perform under and maintain financing and strategic agreements and relationships; risks relating to the results of research and development activities; risks relating to the timing of starting and completing clinical trials; uncertainties relating to preclinical and clinical testing; our dependence on third-party suppliers; our ability to attract, integrate and retain key personnel; the early stage of products under development; our need for substantial additional funds; government regulation; patent and intellectual property matters; competition; as well as other risks described in our SEC filings. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as required by law.

PROSPECTUS SUPPLEMENT
(To Prospectus dated July 19, 2024)

IMMURON LIMITED

Up to \$2,847,954

American Depositary Shares Representing Ordinary Shares

This prospectus supplement amends, supplements, modifies and supersedes, only to the extent indicated herein, certain information contained in our Offering Agreement prospectus dated July 19, 2024, which together with the accompanying base prospectus dated July 19, 2024 contained in our Registration Statement on Form F-3 (Registration No. 333-280667), which we refer to as the prospectus, relating to the offering, issuance, and sale of our American Depositary Shares (each, an “ADS” and, collectively the “ADSs”) representing our ordinary shares that may be issued and sold from time to time under an at-the-market offering agreement dated as of July 2, 2024 (the “Offering Agreement”) between us and H.C. Wainwright & Co., LLC (“Wainwright”). These sales, if any, will be made pursuant to the terms of the Offering Agreement. Each ADS represents 40 ordinary shares.

This prospectus supplement should be read in conjunction with, is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including all supplements thereto and documents incorporated by reference therein. If there is any inconsistency between the information in the prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement. Any information that is modified or superseded in the prospectus shall not be deemed to constitute a part of the prospectus, except as modified or superseded by this prospectus supplement.

The aggregate market value of our outstanding ordinary shares held by non-affiliates as of the date of this prospectus supplement is approximately \$14,908,499, based on 268,219,973 ordinary shares outstanding as of the date of this prospectus supplement, of which 264,985,820 were held by non-affiliates, and a price per ordinary share of A\$0.085 which was the closing sale price of our ordinary shares on the ASX on October 2, 2025. Pursuant to General Instruction I.B.5 of Form F-3, in no event will we sell securities pursuant to this prospectus supplement with a value of more than one-third of the aggregate market value of our ordinary shares held by non-affiliates in any 12 calendar month period, or \$4,969,499 as of the date of this prospectus supplement. As of the date of this prospectus supplement, we have sold approximately \$2,068,866 of securities pursuant to General Instruction I.B.5 of Form F-3 during the 12 calendar months prior to, and including, the date of this prospectus supplement, and are therefore eligible to sell up to an additional \$2,847,954 of our securities pursuant to General Instruction I.B.5 of Form F-3. Pursuant to General Instruction I.B.5 of Form F-3, in no event will we sell securities registered on this registration statement in a public primary offering with a value exceeding more than one-third of the aggregate market value of our voting and non-voting common equity held by non-affiliates in any 12 calendar month period so long as our public float remains below \$75 million.

We are filing this prospectus supplement to supplement and amend, as of October 3, 2025, the prospectus, as supplemented, to increase the maximum aggregate offering price of our securities that may be offered, issued and sold under the prospectus, as supplemented and amended by this prospectus supplement, pursuant to the Offering Agreement with Wainwright to up to approximately \$2,847,954. From and after the date hereof, pursuant to General Instruction I.B.5 of Form F-3, we are offering to issue and sell up to approximately \$2,847,954 of securities from time to time through Wainwright, acting as our sales agent or principal in accordance with the Offering Agreement.

Our ADSs are listed on The Nasdaq Capital Market under the symbol “IMRN.” Each ADS represents 40 of our ordinary shares, no par value per share. On October 2, 2025, the last reported price of our ADSs on The Nasdaq Capital Market was \$2.06 per ADS. Our ordinary shares are currently listed on the Australian Securities Exchange, or ASX, under the symbol “IMC.” On October 2, 2025, the last reported price of our ordinary shares on the ASX was A\$0.085 per ordinary share. Except as otherwise stated in this prospectus supplement, all conversions from Australian Dollars to U.S. Dollars are based on the exchange rate of A\$1.00 to \$0.6619 as published by the Reserve Bank of Australia as of October 2, 2025.

Sales of ADSs, if any, under this prospectus supplement and accompanying prospectus may be made in sales deemed to be “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended, or the Securities Act. Wainwright is not required to sell any specific number or dollar amount of ADSs but will act as a sales agent using commercially reasonable efforts consistent with its normal trading and sales practices, on terms mutually agreed to by Wainwright and us. There is no arrangement for funds to be received in any escrow, trust or similar arrangement.

We will pay Wainwright a cash commission equal to 3.0% of the gross sales price of the ADSs sold by Wainwright under the Offering Agreement. In connection with the sale of the ADSs on our behalf, Wainwright will be deemed to be an “underwriter” within the meaning of the Securities Act and the compensation paid to Wainwright will be deemed to be underwriting commissions or discounts. We have also agreed to provide indemnification and contribution to Wainwright with respect to certain liabilities, including liabilities under the Securities Act.

Investing in our securities involves a high degree of risk. Before buying any of our securities, you should carefully consider the risk factors described in “Risk Factors” beginning on page 4 of the Offering Agreement prospectus dated July 19, 2024, and under similar headings in other documents that are incorporated by reference into this prospectus supplement and the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

H.C. Wainwright & Co.

The date of this prospectus supplement is October 3, 2025.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the Month of October 2025

Commission File Number: 001-38104

IMMURON LIMITED

(Name of Registrant)

Level 3, 62 Lygon Street, Carlton South, Victoria, 3053, Australia

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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As previously disclosed, on July 2, 2024, Immuron Limited (the “Company”) entered into an At The Market Offering Agreement (the “ATM Agreement”) with H.C. Wainwright & Co., LLC (“H.C. Wainwright”) with respect to an at-the-market offering program under which the Company may offer and sell, from time to time at its sole discretion, relating to the offering, issuance, and sale of American Depositary Shares (each, an “ADS” and, collectively the “ADSs”) representing the Company’s ordinary shares that may be issued and sold from time to time.

The Company has determined to increase the amount available for sale under the ATM Agreement, up to an additional aggregate offering price of \$2,847,954. These sales, if any, will be made pursuant to the terms of the ATM Agreement. The ADSs will be sold and issued pursuant the Company’s shelf Registration Statement on Form F-3 (File No. 333-280667) which was previously declared effective by the Securities and Exchange Commission, and a related prospectus, as supplemented (the “Registration Statement,” and along with the Offering Agreement prospectus dated July 19, 2024 and the accompanying base prospectus dated July 19, 2024, the “Prospectus”).

The Company is simultaneously herewith filing a supplement (“Current Prospectus Supplement”) to supplement and amend, as of October 3, 2025, the Prospectus to increase the maximum aggregate offering price of the Company’s ordinary shares that may be offered, issued and sold under the Prospectus, as supplemented and amended by the Current Prospectus Supplement, pursuant to the ATM Agreement with Wainwright to up to approximately \$2,847,954 (which does not include \$2,068,866 of securities that were sold pursuant to General Instruction I.B.5 of Form F-3 during the 12-calendar month period that ends on and includes the date hereof).

A copy of the legal opinion as to the legality of the \$2,607,382 of securities issuable under the ATM Agreement and covered by the Current Prospectus Supplement is filed as Exhibit 5.1 attached hereto.

This report on Form 6-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

This report on Form 6-K shall be deemed to be incorporated by reference into the Registration Statement (including any prospectuses forming a part of such Registration Statement) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

For personal

EXHIBITS

Exhibit Number	Description
5.1	Opinion of Francis Abourizk Lightowers
23.1	Consent of Francis Abourizk Lightowers (included in Exhibit 5.1)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IMMURON LIMITED

Date: October 3, 2025

By: /s/ Phillip Hains
Phillip Hains
Company Secretary

For personal use only



3 October 2025

The Board of Directors
Immuron Limited
Level 3, 62 Lygon Street
Carlton South VIC 3053

Dear Directors

Form F-3 Registration Statement

We act as Australian legal counsel for Immuron Limited ACN 063 114 045, a company incorporated under the laws of the Commonwealth of Australia (**Company**), with respect to an offer for sale of up to \$2,847,954 of American Depositary Shares (**Offer**) pursuant to F-3 Prospectus (including any prospectus supplement) registered with the U.S. Securities and Exchange Commission dated July 19, 2024 (**F-3 Prospectus** or **Registration Statement**). The Registration Statement relates to the registration of up to USD\$15,000,000 aggregate amount of certain securities of the Company, being ADSs representing ordinary shares, preference shares, warrants and units.

Each of the American Depositary Shares (**ADSs**) are convertible into 40 fully paid ordinary shares in the Company (**Shares**).

Assumptions in providing our opinion

As to various questions of fact relevant to this opinion, we have relied on and assumed the accuracy of, without independent verification:

- an online search of the Company on the Australian Securities and Investments Commission records on 3 October 2025 (**ASIC Search**);
- a circular resolution of the Company's Board of Directors, circulated 21 June 2024; and
- circular resolution of the Company's ATM Share Issue Committee, distributed on 29 May 2025, 3 June 2025, 16 July 2025, 17 July 2025 and 18 July 2025; and
- the Company's Constitution (a copy of which was provided to us by the Company).

For the purpose of the opinions set out below, we have also assumed, without independent investigation or verification, that:

- (a) there have been no material changes in relation to the Company between our opinion of 2 July 2024 and the date of this letter;
- (b) the ATM Share Issue Committee had appropriate authority delegated to it by the Board of the Company;
- (c) the genuineness of all signatures and the authenticity of all documents, instruments and certificates submitted to us as originals and the exact conformity with the authentic originals of all documents, instruments and certificates submitted to us as copies or forms or originals;
- (d) that each party to each document has all the requisite power and authority (corporate and otherwise) to execute and deliver and perform its obligations thereunder;
- (e) all matters of internal management required by the constitution of each of the parties to the relevant documents have been duly attended to (including, without limitation, the holding of properly constituted meetings of the boards of directors of each of those parties and the passing at those meetings of appropriate resolutions);

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- (f) that any documents which purport to be governed by the law of any jurisdiction other than the federal and state laws of the Commonwealth of Australia are legal, valid and binding obligations on all of the parties thereto and under the applicable law and that none of the execution, delivery or performance of any document by any party thereto violates or contravenes or is rendered invalid, not binding or unenforceable under any applicable law under any jurisdiction other than the federal and state laws of the Commonwealth of Australia;
- (g) the Company will not engage in fraudulent or unconscionable conduct or conduct which is misleading or deceptive or which is likely to mislead or deceive in relation to the issuance or sale of Shares or ADS;
- (h) there is no bad faith, fraud, undue influence, coercion or duress or similar conduct on the part of the Company in relation to the issuance or sale of Shares or ADS under the Registration Statement;
- (i) all information provided to us by or on behalf of officers of the Company was true, correct and complete when provided and remains so at the date of this letter, containing all information required, without us making any separate enquiry or investigation other than viewing the ASIC Search, in order for us to provide this opinion;
- (j) no party has contravened or will contravene any provision of the Australian Corporations Act 2001 (including Chapters 2E, 2J, 6 or generally sections 1041H or 1043A) (**Corporations Act**) by the issue of the Registration Statement or giving effect to any transaction in connection with a Registration Statement or undertaking or being involved in a transaction related to or connected with the Registration Statement or generally in any subsequent dealing in the Shares or ADS issued under the Registration Statement;
- (k) the Company will at all times duly comply with all its obligations under the Corporations Act, the ASX Listing Rules and otherwise required by law;
- (l) the Company is and will be able to pay its debts as and when they fall due and is otherwise solvent as at the time the Shares or ADS are issued or sold;
- (m) the ASIC Search we have examined is accurate and that the information disclosed by the search conducted by us is true and complete and that such information has not since then been altered and that such search did not fail to disclose any information which had been delivered for registration or filing against the Company's records but which did not appear on the public records at the date of our search; and
- (n) the Company will lodge all requisite notices with the ASX in respect of the contemplated issue of securities under Offer.

Opinion

Based upon and subject to the foregoing, we are of the opinion that:

1. when the issue of the Shares has been duly authorised by the Company, and the ordinary shares have been duly issued, sold and delivered in accordance with the applicable purchase agreement or other similar agreement approved by, or on behalf of, the Company's Board of Directors, the Shares will be legally issued, fully paid and non-assessable;



2. when the issue of the preference shares has been duly authorised by the Company, and the preference shares have been duly issued, sold and delivered in accordance with the applicable definitive purchase agreement or other similar agreement approved by, or on behalf of, the Company's Board of Directors, the preference shares will be legally issued, fully paid and non-assessable;
3. when the issue of the warrants has been duly authorised by the Company, and the warrants have been duly executed and delivered against payment, pursuant to a warrant agreement or agreements duly authorised, executed and delivered by the Company and a warrant agent, the warrants will be valid and binding obligations of the Company, subject to any applicable laws, rights or equitable principles;
4. when the issue of the units has been duly authorised by the Company, and the units have been duly issued, sold and delivered pursuant to a unit agreement or similar approved by, or on behalf of, the Company's Board of Directors, the units will be valid issued and will entitle the holders thereof to the rights specified in the relevant unit agreement.

For the purpose of this opinion, the term "non-assessable", when used to describe the liability of a person as the registered holder of shares has no clear meaning under the Corporations Act, so we have assumed those words to mean that holders of such shares, having fully paid all amounts due on such shares, are under no personal liability to contribute to the assets and liabilities of the Company in their capacities purely as holders of such shares .

This opinion is limited to the federal and state laws of the Commonwealth of Australia and no opinion or representation is given in respect of the application of any foreign laws to the issue or transfer of the securities or the contents or generally the compliance of the F-3 Prospectus or any other matters under any applicable US laws or regulations.

Applicability

This opinion is given as at the date of this letter and we undertake no obligation to advise you of any changes (including but not limited to any subsequently enacted, published or reported laws, regulations or individual decisions) that may occur or come to our attention after the date of this letter which may affect our opinion.

We consent to incorporation by reference of this opinion in the Prospectus and to the reference of this firm under the caption "Legal Matters" therein, and we consent to the filing of this opinion as an exhibit 5.1 to the Company's Report on Form 6-K.

Yours faithfully,

Francis Absaroff Lightowler