



Biotron Limited

Supplementary Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Ave, Sydney, New South Wales 2000, on Monday, 17 November 2025 at 11am (AEDT).

This supplementary notice of annual general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company on 02 9300 3344 if you wish to discuss any matter concerning the Meeting.

Biotron Limited
ACN 086 399 144

Supplementary Notice of General Meeting

Biotron Limited (**Company**) provides this supplementary notice of meeting (**Supplementary Notice**) in relation to the notice of general meeting of Shareholders announced to ASX on 17 October 2025 (**Original Notice of Meeting**) for a meeting of Shareholders to be held on 17 November 2025 at 11am (AEDT) (**Meeting**). The reason for the Supplementary Notice is to include a resolution for the purposes of section 250V of the Corporations Act.

This Supplementary Notice is supplemental to, and should be read with, the Original Notice of Meeting. This document sets out an additional Resolution which will be proposed at the Meeting. Other than set out below, all details in relation to the Original Notice and Explanatory Memorandum remain unchanged.

Unless otherwise indicated, the terms defined and used in the Original Notice have the same meaning in this Supplementary Notice. Terms and abbreviations used in this Supplementary Notice and Explanatory Statement are defined in Schedule 1 of this Supplementary Notice.

Shareholders are urged to vote by attending the Meeting in person physically or by returning a completed Replacement Proxy Form. Instructions on how to complete the Replacement Proxy Form are set out in the Supplementary Explanatory Memorandum.

Using this Replacement Proxy Form will replace and supersede any earlier Proxy Form that you may have been returned to the Company. If you have already delivered a valid Proxy Form to the Company, and do not deliver a completed Replacement Proxy Form, your earlier Proxy Form will remain valid, however you will be taken to have not voted on Resolution 16.

Shareholders who have lodged a proxy form but do not lodge a Replacement Proxy Form will be taken to have NOT voted on Resolution 16.

Proxy Forms must be received by no later than 11am (AEDT) on 15 November 2025.

Agenda

RESOLUTION 16 - SPILL RESOLUTION (CONDITIONAL RESOLUTION)

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That subject to and conditional on at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the Company’s Remuneration Report for the year ended 30 June 2025:

- (a) an extraordinary general meeting of the Company (“Spill Meeting”) be held within 90 days of the passing of this Resolution;*

- (b) *all of the Directors in office when the Directors' Report for the year ended 30 June 2025 was approved and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

Note: This resolution will only be put to Shareholders if at least 25% of the votes validly cast on Resolution 1 (the Remuneration Report) are against that Resolution.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

Resolution 16 is connected directly or indirectly with the remuneration of a member of the KMP the Company. Pursuant to section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on a resolution connected directly or indirectly with the remuneration of a member of the KMP for the Company if the person is either:

- (a) a member of the KMP for the Company; or
- (b) a Closely Related Party of such KMP;

and the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on Resolution 16 if:

- (c) the person is the Chair of the meeting at which the resolution is voted on; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

By order of the Board of Directors



Marcelo Mora
Company Secretary
Biotron Limited
31 October 2025

Biotron Limited
ACN 086 399 144

Supplementary Explanatory Memorandum

INTRODUCTION

This Supplementary Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at at Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Ave, Sydney, New South Wales, on Monday, 17 November 2025 at 11am (AEDT). The purpose of this Supplementary Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolution 16 set out in the Supplementary Notice of Meeting.

Shareholders can attend the Meeting in person or through appointing a proxy. See section 1 for details.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

- 1 ACTION TO BE TAKEN BY SHAREHOLDERS, INCLUDING ATTENDING THE MEETING 3
- 2 RESOLUTION 16 - SPILL RESOLUTION (CONDITIONAL) 5

A Proxy Form is located at the end of this Explanatory Memorandum.

This Explanatory Memorandum does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional advisor.

Please contact the Company Secretary on +61 02 9300 3344 or MMora@miscorp.com.au if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS, INCLUDING ATTENDING THE MEETING

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to attend and vote on the Resolutions.

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Replacement Proxy Form (attached to this Notice) to the Company in accordance with the instructions on the Replacement Proxy Form. The Company encourages Shareholders completing a Replacement Proxy Form to direct the proxy how to vote on each Resolution. Where a Shareholder appoints the chair of the Meeting (Chair) as their proxy, the Chair will vote all undirected proxies in

favour of Resolutions 1 to 3 and 7 to 15, and against Resolutions 4 to 6 and 16, unless precluded from doing so by law or the Listing Rules

The Replacement Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11am (AEDT) on 15 November 2025. Any Replacement Proxy Form received after that time will not be valid for the Meeting.

A Replacement Proxy Form may be lodged in the following ways:

Online	www.investorvote.com.au (see your personalised Replacement Proxy Form for details).
By Mail	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
By fax	1800 783 447 within Australia +61 3 9473 2555 outside Australia

Shareholders lodging a Replacement Proxy Form are not precluded from attending and voting in person at the Meeting.

1.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (Computershare).

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 7.00pm (AEDT) 15 November 2025.

2 RESOLUTION 16 - SPILL RESOLUTION (CONDITIONAL)

2.1 Introduction

On 17 October 2025 the Company announced its 2025 Notice of Annual General Meeting. Due to an oversight, the Notice did not include a “spill resolution” as required by section 250V of the Corporations Act.

The purpose of this Supplementary Explanatory Memorandum is to include a spill resolution.

Resolution 16 will only be put to the Meeting if Shareholders do not approve Resolution 1. If Resolution 16, which is an ordinary resolution, is passed then the Company will immediately convene a further meeting of Shareholders (**Spill Meeting**).

At that meeting all of the Directors of the Company who were in office when the 2025 Directors’ Report was approved, namely Michael Hoy, Robert Thomas (if re-elected pursuant to Resolution 2) and Michael Medway (if re-elected pursuant to Resolution 3), will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

2.2 Corporations Act

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (**Spill Resolution**) that a further meeting is held at which all of the Company’s Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were directors of the company when the resolution to make the directors’ report considered at the second annual general meeting was passed, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

As noted above, Shareholders did not approve the Company’s Remuneration Report for financial year ended on 30 June 2024, and as a result a Spill Resolution (Resolution 16) will be put to the Meeting if Shareholders do not approve Resolution 1.

2.3 Director Recommendation

Shareholders should be aware however that convening and holding a Spill Meeting will result in the Company incurring material additional expense, as well as uncertainty, disruption and distraction to the Directors' focus on core business operations and completing the Acquisition of Sedarex.

For this reason, the Directors recommend that, if put to the Meeting, Shareholders vote AGAINST Resolution 16, as this will ensure stability for the Company's Board whilst it completes the Acquisition, Placement and Rights Issue and will not result in the Company incurring costs in holding a further Shareholder meeting.

SCHEDULE 1 DEFINITIONS

In this Supplementary Notice and Explanatory Memorandum phrases have the meaning given in the Listing Rules and:

Original Notice of Meeting means the Company's notice of meeting announced to ASX on 17 October 2025.

Replacement Proxy Form means the replacement proxy form that accompanies this Supplementary Notice of Meeting.

Spill Meeting has the meaning given in section 2.2.

Supplementary Notice means this supplementary notice of meeting dated 31 October 2025.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

BIT

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AEDT) Saturday, 15 November 2025.**

Replacement Proxy Form

This replacement proxy form replaces the proxy form previously issued by the Company for the annual general meeting to be held on 17 November 2025. Shareholders who have already lodged a proxy form but do not complete a Replacement Proxy Form will be taken to have not voted on Resolution 16. See the Company's Supplementary Notice of Meeting for details.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Replacement Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Biotron Limited hereby appoint

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the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Biotron Limited to be held at Level 38, Tower 3, International Towers Sydney, 300 Barangaroo Ave, Sydney, NSW 2000 on Monday, 17 November 2025 at 11:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 15 and 16 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 15 and 16 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 15 and 16 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Board Recommends FOR			For	Against	Abstain				For	Against	Abstain
1	Remuneration Report (Non-Binding)		☐	☐	☐	9	Issue of Tranche 2 Placement Shares Under Listing Rule 7.1		☐	☐	☐
2	Re-election of Director - Robert B. Thomas		☐	☐	☐	10	Issue of Attaching Options		☐	☐	☐
3	Re-election of Director - Michael J. Medway		☐	☐	☐	11	Issue of Consideration of Shares		☐	☐	☐
Board Recommends AGAINST						12	Issue of Consideration of Performance Shares		☐	☐	☐
4	Election of Director - Peter Scott		☐	☐	☐	13	Issue of Facilitation Shares		☐	☐	☐
5	Election of Director - Hugh Milner		☐	☐	☐	14	Issue of Broker Options		☐	☐	☐
6	Election of Director - David Castellano		☐	☐	☐	15	Approval of Employee Securities Incentive Plan		☐	☐	☐
Board Recommends FOR						16	Spill Resolution (Conditional Resolution)		☐	☐	☐
7	Approval of 10% Placement Facility		☐	☐	☐						
8	Ratification of Issue of Tranche 1 Placement Shares Under Listing Rule 7.1		☐	☐	☐						

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of items 1-3 and 7-15 and **AGAINST** items 4-6 and 16. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



Level 2, 66 Hunter Street
Sydney NSW 2000
Tel: (61-2) 9300 3344
Fax: (61-2) 9221 6333
E-mail: mmora@miscorp.com.au
Website: www.biotron.com.au

31 October 2025

Dear Shareholder

Supplementary notice of annual general meeting

Biotron Limited (ASX:BIT) refers to its notice of annual general meeting dated 17 October 2025 with respect to the Company's annual general meeting to be held on 17 November 2025.

The Company has today released a supplementary notice of meeting and replacement proxy form. In accordance with the Corporations Act and the Company's constitution, the Company will not be sending physical copies of supplementary notice of meeting, unless a shareholder has elected to receive documents in hard copy in accordance with the Corporations Act.

The supplementary notice of meeting can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website www.biotron.com.au.
- A complete copy of the supplementary notice of meeting has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "BIT".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the supplementary notice of meeting and replacement proxy form.

A copy of your personalised replacement proxy form is enclosed.

The supplementary notice of meeting is important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant or other professional adviser.

Please contact the Company on +61 2 9300 3344 if you have any queries.

Yours faithfully,



Marcelo Mora
Company Secretary
Biotron Limited

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