Bioxyne

ANNUAL REPORT

For the Year Ended 30 June 2025

BIOXYNE LIMITED
ABN 97 084 464 193


Bioxyne

INDEX

CHAIRMAN AND CEO REPORT

CHAIRMAN AND EXECUTIVE OFFICER REPORT

Bioxyne has a rich history in clinical research and development of efficacious health and wellnes products. Since the acquisition of BLS in 2023 the group has maintained this core value and improved its delivery by extending into new dose formats, active ingredients, and markets.

2025 has been a year of significant growth for Bioxyne and marks the Company's expansion of its established health and wellness operations into pharmaceutical and health product manufacturing in Australia following GMP licensing by the TGA in February 2024.

Our ability to rapidly scale manufacturing operations in Australia has laid the groundwork to further extend our business model in other key markets. In 2026 we continue to scale up our Australian business, and expand our operations in international markets, such as Germany, the United Kingdom and Europe.

OUR FOCUS

Bioxyne focuses on three main operating segments:

- Breathe Life Sciences (BLS), is focused on manufacture and distribution of health, wellness and medicinal products. In recent years the Company has extended its business into contract manufacturing of final dose form products, Active Pharmaceutical Ingredients (APIs), supply and distribution services relating to health and wellness, novel foods (including non-controlled cannabis extracts, CBD), probiotics (*PCC*), food grade mushroom extracts (such as Lions Mane), medicinal cannabis, MDMA, and psilocybin in Australia, UK, Europe. Following the Group's success in Australia it is now extending its operations into licensed manufacturing in international markets, maintaining its core value proposition as a health/pharmaceutical B2B brand.
- Dr Watson® branded health products (manufactured by BLS and third parties, for supply direct to consumer and retail) and prescription medicines (manufactured by BLS and supplied to patients via pharmacy, authorized prescribers) in Australia, the United Kingdom, Germany, Japan. The Dr Watson brand is registered in Australia, New Zealand, UK, and Japan with a product line now spanning several dose forms from solids (capsules and tablets), to liquids (inhalables, oral solutions), to herbal preparations. These products contain several active ingredients or APIs including: Probiotic formulations (such as our patented *Lactobacillus Fermentum PCC®* strain of Probiotics for gastrointestinal health and immunity, sold primarily to the USA); food grade mushroom supplements; SL-NAD+ wafers; prescription cannabis products.
- Research and development of new formulations, products, and processes to continue extending our capabilities in health, wellness, and medicine. Examples include extending and developing new patents for our probiotic capusle products; developing MDMA and psilocybin capsules for trials and authorized prescribers in Australia; process improvement and development in our manufacturing operations to improve scale, efficiency, and customer services levels across the business.

Highlights for 2024/25 included:

- A record 204% increase year on year sales of $28.4 million
- First significant profit result at $4.9 million
- Positive operating cash flow for each quarter during the year totalling $6.3 million for the year
- A further $2.1 million invested in plant and machinery to increase manufacturing capacity to meet rapidly growing demands.
- Successful capital raise of $2.89 million through issue of 115.6 million shares at $0.025 each, and 57.8 million free attaching options with exercise price $0.05 expiry 26 March 2027
- A number of material manufacture and supply contracts signed with major customers

- GMP Compliance Certificates under Mutual Recognition Agreement received for Europe, Canada, Singapore and United Kingdom
- €3.2 million (A$5.8 million) supply agreement signed with Germany's Farmakem d.o.o. and Adrex Pharmaceuticals GmbH to commence FY2026.
- Initial groundwork undertaken for establishing GMP certified medicinal cannabis manufacturing in the UK and Czechia.

SUMMARY OF FINANCIAL RESULTS

Sales in 2025 of $28,429,544 (2024: $9,325,020) grew by 204%. The growth was attributed to medicinal cannabis sales in Australia following the commencement of in-house manufacturing operations in August 2024 and the signing of several major supply contracts.

Other markets in UK, Europe and Japan performed below expectations in 2025 as the group prepares to pivot the focus in these markets from consumer health products to pharmaceutical products and services. International markets are expected to strengthen substantially in FY 2026.

The underlying operating profit for the year was $4,901,181 (2024: loss of $1,406,641 adjusted for a goodwill write off of $11,568,010 and a discontinued operations loss of $526,072). This takes into account non-recurring integration and commissioning costs of new plant and machinery to increase manufacturing capacity.

Multiple contract wins: +€3.2m (A$5.8m) supply agreement with maiden German client and A$7m Exclusive with NectarTek Australia

Upgraded Guidance to **$28.0m revenue in FY25** and delivered **$28.4m revenue**, due solely to expansion in AUS market

Doubled GMP Flower Packing Capacity to 30tn in push towards **25% Australian market share** in FY26

Certificate of GMP compliance with Europe, Canada, Singapore & UK allowing export to these markets

Record quarterly Cash Receipts of **$32.4m** representing a **230% increase** on FY24 and **maiden full year positive cashflow of $6.3m**

Record product sales of **$28.4m[1],** representing a **204% increase,** and **EBITDA of $5.4m**

$7.7m cash on balance sheet at year end to fund multiple growth initiatives throughout FY26

Continued development and execution of the company's strategic entries into European and UK markets

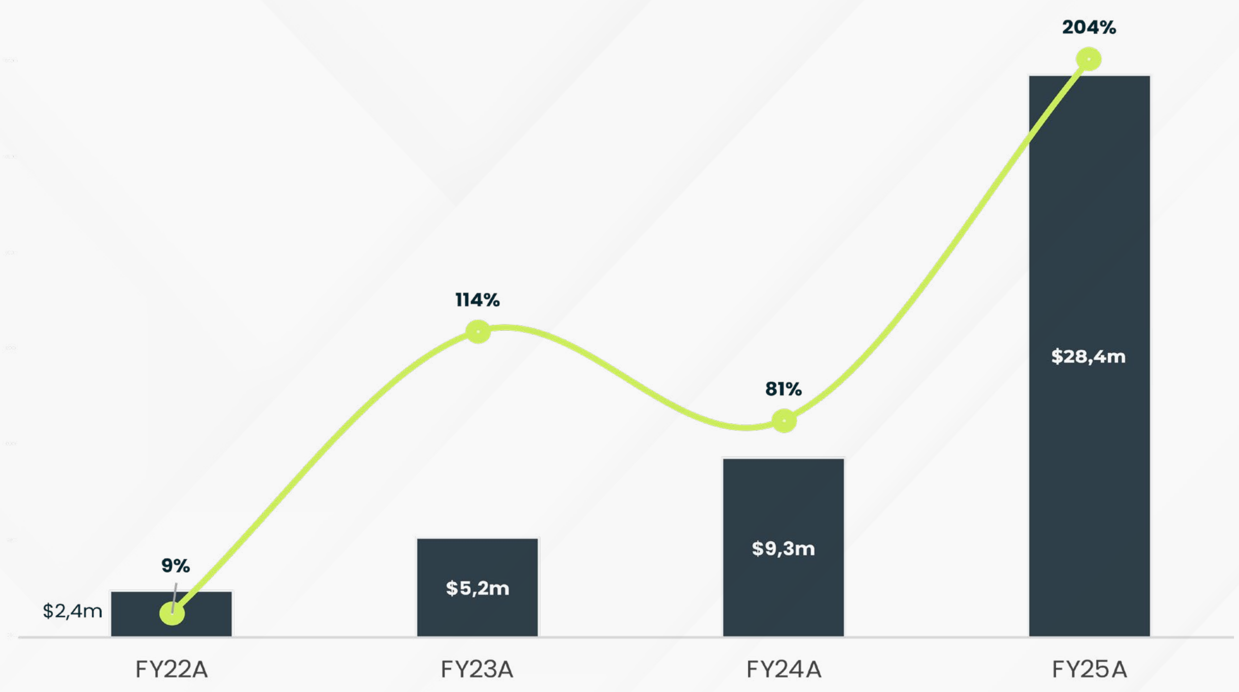
	2025	Half-year ended
	$	$
Underlying operating profit/(loss) for the year	4,901,181	(1,406,641)
Add: non-cash impairment of goodwill	-	(11,568,010)
Write off of debt and losses on discontinued direct sales business	-	(526,072)
Profit/(Loss) for the year	4,901,181	(13,500,723)

The 2024 result included a write off of the goodwill on the reverse acquisition by Breathe Life Sciences of Bioxyne in May 2023 in the amount of $11,568,010 and a loss of $526,072 in the discontinued direct sales business.

Shareholder equity increased to $12,102,023 (2024: $3,299,556 reflecting the non-cash write off of goodwill arising on business combination of $11,568,010 and the result for the year), reflecting a capital raise of ~ $2.89 million and the significantly improved result for the year. The group cash balance at the end of the year was $7,667,522 (2024: $1,027,989).

The Group reported a positive operating cash inflow for the year of $6,276,527 (2024: outflow $3,591,301). The Group continued to invest in inventory $3,605,525 (2024: $2,141,923) to meet the growing demand for its medicinal cannabis products. The Company raised ~$2,890,000 from a capital raise during the year.

PRODUCT SALES GROWTH



OUTLOOK

In 2025 Bioxyne successfully extended its health and wellness operations into in-house GMP-accredited manufacturing in Australia. In 2026 the Group now looks to replicate this success in new markets, building on strong local foundations with over 7 years operating in consumer health products manufacture and distribution. The outlook for 2026 and beyond is to cement our position and scale further in Australia, to leverage our learnings and processes in Australia to roll out the same highly scalable and successful operating model in new territories, such as in the UK and Europe. To meet growing demand and opportunities in the UK and Europe the Group is planning to establish manufacturing operations in these territories in the year ahead.

For FY2026 (see Note 31) Bioxyne has provided market guidance as follows:

Revenue: $65,000,000 to $75,000,000

EBITDA: $11,500,000 to $13,500,000

This positive outlook and growth forecast is underpinned by: Significant contract wins in Australia, with both new and existing clients contributing to continue year on year growth; contract wins and initial purchase orders from UK clients, which include some of the UK's leading clinics, wholesalers, and manufacturers; and significant demand from Germany for supply of our Australian-made GMP products and services.

- Pharmaceutical manufacture and wholesale supply (B2B) of novel medicines, medicinal cannabis, Psilocybin (mushroom extracts), and MDMA under Bioxyne's wholly owned licensed (TGA, ODC, QLD Health) subsidiary BLS Wholesalers Pty Limited.
- Manufacture and distribution (wholesale, online, and retail, B2C) of consumer health and novel food products (cannabidiol, probiotics, functional mushrooms) under the company's Dr Watson® brand (regulated by FSA, EFSA) in the UK, Europe, and Japan.
- Wholesale of patented *Lactobacillus Fermentum PCC®* strain of Probiotics for gastrointestinal health and immunity, primarily to the USA.

We have successfully established a manufacturing operation in Australia, and the Group is looking to strengthen the Australian business by broadening its customer base and driving to be the pre-eminent manufacturer of medicinal cannabis products in Australia through its commitment to quality and customer service.

CORPORATE

The Company successfully completed an over-subscribed placement of $2.89 million to sophisticated and wholesale investors in March 2025 with 115,600,000 shares issued at $0.025 per share, with a 1 for 2 attaching share option at 5 cents expiry date 26 March 2027.
The funds raised were applied to working capital to support the rapidly growing business.

On behalf of the Board, we thank our clients, suppliers, shareholders and dedicated teams from UK, Europe, Japan and Australia for their support. We have risen to meet the demands of a rapidly growing business and we look forward to continued success in the year ahead.

Yours sincerely,

Anthony Ho
Non-executive Chairman
30 September 2025

Sam Watson
Chief Executive Officer


DR WATSON
THC20 Pastilles
30 pastilles per pack
20mg THC

CORPORATE GOVERNANCE STATEMENT

CORPORATE GOVERNANCE STATEMENT

Bioxyne, through its Board and executives, recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with Bioxyne. These policies and practices remain under constant review as the corporate governance environment and good practices evolve.

ASX Corporate Governance Principles and Recommendations

The fourth edition of ASX Corporate Governance Council Principles and Recommendations (the "Principles") sets out recommended corporate governance practices for entities listed on the ASX.

The Company has issued a Corporate Governance Statement which discloses the Company's corporate governance practices and the extent to which the Company has followed the recommendations set out in the Principles. The Corporate Governance Statement was approved by the Board on 30 September 2025 and is available on the Company's website:

https://bioxyne.com/corporate-governance/

DIRECTORS REPORT

DIRECTORS' REPORT

Your directors present their report together with the financial statements on Bioxyne Limited (ASX: BXN) for the year ended 30 June 2025.

DIRECTORS

The following persons were directors of Bioxyne Limited during the financial year and up to the date of this report:

Anthony Ho - Non-Executive Independent Chairman

Samuel Watson - Executive Director, Chief Executive Officer

Jason Hine - Executive Director, Chief Operating Officer

INFORMATION ON DIRECTORS AS AT REPORT DATE

Anthony Ho, B. Com., CA, FAICD, FCG(CS), FGIA (Non-Executive Independent Chairman)

Tony Ho was appointed on 30 October 2012.

Tony is an experienced company director having held executive directorships and chief financial officer roles with several ASX listed companies. Tony was executive director of Arthur Yates & Co Limited, retiring from that position in April 2002. His corporate, general management and governance experience includes being chief financial officer/finance director of M.S. McLeod Holdings Limited, Galore Group Limited, the Edward H O'Brien group of companies.

Tony is currently the chairman of NZX/ASX listed Truscreen Group Limited (NZX/ASX: TRU). He was previously chairman of Cannasouth Limited, Energy Transition Minerals Limited, and Credit Intelligence Limited and a non-executive director of Hastings Technology Metals Limited.

Prior to joining commerce, Tony was a partner of Cox Johnston & Co, Chartered Accountants, which has since merged with Ernst & Young. Tony holds a Bachelor of Commerce degree from the University of New South Wales and a graduate diploma in marketing from University of Technology, Sydney. He is a member of Chartered Accountants Australia and New Zealand and a fellow of the Australian Institute of Company Directors, UK's Chartered Governance Institute (Company Secretary) and Governance Institute of Australia.

Samuel Watson (Executive Director, Chief Executive Officer) BSc Finance and Economics from the New York University Stern School of Business.

Sam Watson was appointed on 19 May 2023.

Sam is the founder and CEO of Breathe Life Sciences (BLS). Since establishing BLS and the Dr Watson Brand in 2018, BLS has become a significant player in the health and wellness industry in Europe, UK and Japan. In 2020, BLS entered the Australian market and has grown rapidly into a market leading manufacturer of novel medicines such as MDMA, Psilocybin, and Cannabis.

Sam is the CEO and founder of Breathe International Ltd, which became Bioxyne's largest shareholder following its all-share acquisition of BLS in May 2023.

Jason Hine (Executive Director)

Jason Hine joined BLS as a Director on 14 November 2022 and was appointed a Director of Bioxyne on 19 May 2023.

Jason was previously the GM Commercial Operations for ECS Botanics Limited, an Australian medicinal cannabis cultivator and hemp food wellness business. The ECS food & wellness business delivers high quality Tasmanian grown/sourced hemp food and wellness products into the Australian grocery sector via the large grocery chains, regional distributors, and a growing bulk supply and B2C channel.

Jason has been an executive director of several companies spanning the manufacturing, power distribution, finance, negotiation, consulting and training industries over a 30 year career.

COMPANY SECRETARY

Mr Guy Robertson B.Com (Hons) CA

Guy Robertson was appointed Company Secretary and Chief Financial Officer on 1 September 2016.

Guy has over 30 years' experience as a Director, CFO and Company Secretary of both public and private companies in Australia, New Zealand and Hong Kong. Guy has held senior roles within the Jardine Matheson group of companies in Australia and Hong Kong including General Manager of Finance for Franklins Supermarkets in Australia, Chief Operating Officer and Chief Financial Officer for Colliers Jardine Asia Pacific based in Hong Kong and Chief Financial Officer and Managing Director (NSW) for Jardine Lloyd Thompson.

PRINCIPAL ACTIVITIES AND STRATEGY

Bioxyne Limited is an international Australian life sciences company headquartered in Sydney, and the parent company of the Breathe Life Sciences group.

Bioxyne and its subsidiaries manufacture and supply therapeutic goods, health and wellness products in several markets convering Australasia, Aisa, Europe, and North America. In Australia, Bioxyne's subsidiary Breathe Life Sciences is licensed by the Therapeutic Goods Administration (TGA), Office of Drug Control (ODC), and QLD Health.

Bioxyne's subsidiaries in the UK and Europe have operated since 2018 in the manufacture and supply of health and wellness products, including food grade cannabis products (CBD, and other),as raw materials and final dose forms. In 2026 the UK and EU operations are following in BLS Australia's path and transitioning into licensed activites of controlled products (as an extension of its health and wellness product portfolio) including import, export, manufacture and supply of controlled drugs and medicinal products such as cannabis.

In all markets, Bioxyne's strategy is to replicate its business model in Australia as a licensed supplier and manufacturer, building brand equity under its Breathe Life Sciences (B2B) and Dr Watson® (patient/consumer facing) brands.

In the UK, BLS has launched the Dr Watson brand in Harrods pharmacy, a prestigious London retail location, as well as on Ideal World (televised shopping, channel 51). The product launch is for the Company's over the counter supplements range.

The Group has a global distribution agreement with Denmark's Chr Hansen, to manufacture, market, supply and distribute its proprietary probiotic strain of *Lactobacillus Fermentum PCC®* for over-the-counter gut health immune supplement products. Bioxyne, also, has a supply agreement for PCC® with Nu-Skin Enterprises (USA) a successful worldwide multilevel marketing company.

The Company has discontinued operations in the direct selling business.

DIVIDENDS

No dividends were paid to members during the financial year (2024: $Nil).

REVIEW OF OPERATIONS

Ongoing Activities

Following the award of Australia's first Good Manufacturing Practice ("GMP") license to manufacture Psilocybin and MDMA, as well as numerous medicinal cannabis products in February 2024 the Group commenced manufacturing in August 2024.

With a commitment to outstanding quality and service demand has grown rapidly with the Group executing a number of material contracts for major customers.

Bioxyne's wholesale sales business of its proprietary probiotic *Lactobacillus Fermentum PCC®* continues with revenue at $0.7 million for the year. The Group is looking to rejuvenate this business with an enhanced probiotic product and patent application in the year ahead.

OPERATING RESULTS

Sales in 2025 of $28,429,544 (2024: $9,325,020) grew by 204%. The growth was attributed to medicinal cannabis sales in Australia following the commencement of in-house manufacturing operations in August 2024 and the signing of a number of major supply contracts. Other markets in UK, Europe and Japan performed below expectations, partly impacted by regulatory changes, but are expected to strengthen substantially in FY 2026.

The underlying operating profit for the year was $4,901,181 (2024: loss of $1,406,641 adjusted for a goodwill write off of $11,568,010 and a discontinued operations loss of $526,072).

	2025	2024
	$	$
Underlying operating profit/(loss) for the year	4,901,181	(1,406,641)
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Shareholder equity increased to 12,102,023 (2024: $3,299,556 reflecting the non-cash write off of goodwill arising on business combination of $11,568,010 and the result for the year), reflecting a capital raise of $2.89 million and the significantly improved result for the year.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group other than as outlined in this report.

MATTERS SUBSEQUENT TO BALANCE DATE

On 26 August,2025 the Company filed a claim for loss or damages against a major shareholder for relief pursuant to section 236 and 237 of the Australian Consumer Law (NSW).

On 29 August 2025 the Company provided FY 2026 market guidance as follows:

Revenue: $65,000,000 to $75,000,000

EBITDA: $11,500,000 to $13,500,000

Other than the foregoing, there are no matters or circumstances that have arisen since 30 June 2025 that have significantly affected, or may significantly affect:

a) The Group's operations in future financial years; or

b) The results of those operations in future financial years; or

c) The Group's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

- establishment of its manufacturing facilities in UK and Europe;
- expanding the scope of its product offerings to existing and potential customers;
- expanding proprietary brand sales (Dr Watson and BLS) and product ranges for sale in key markets; and
- ongoing review of strategic acquisition opportunities to expand its business operations in high-growth markets and enhancing its service offerings.

The Group is subject to a number of risks relative to the combined business, as outline below.

Maintaining licences and permits and regulatory requirements:
The Group's ability to commercialise products for sale in the countries in which it operates is reliant on the renewal of licences and permits that have been granted to it by Federal and State regulators. The businesses of the Combined Group are subject to government regulations in each jurisdiction. Any changes in those regulations may impact on the Company's performance.

Reliance on key relationships:
Bioxyne and BLS currently rely on various key customer and supplier relationships in certain jurisdictions of their respective businesses. The loss or impairment of any of these relationships could have an adverse effect on the Group's results or operations, financial condition and prospects, at least until alternative arrangements can be implemented.

Reliance on key management:
The responsibility of overseeing the day-to-day operations and the strategic management of the Combined Group will depend substantially on its senior management and the Board. Any loss of senior management or directors will have a detrimental impact on the performance of the Group or its growth potential.

Growth prospects and expansion plans:
A significant factor to the Group's growth prospects and expansion plans is the acceptance of its current brands and products by the market, and its ability to innovate and produce future products that meet consumer demand.

ENVIRONMENTAL REGULATION

The Group's operations are not subject to any significant environmental regulation under either Commonwealth or State legislation. The Board considers that adequate systems are in place to manage the Company's obligations and is not aware of any breach of environmental requirements as they relate to the Company.

INDEMNIFICATION AND INSURANCE OF OFFICERS

During the financial year the Company paid premiums in respect of a contract insuring Directors, Chief Financial Officer and Company Secretary of Bioxyne and Executive Officers against a liability incurred to the extent permitted by the Corporations Act, 2001. Further disclosure required under section 300(9) of the Corporations Act 2001 is prohibited under the terms of the insurance contract.

INDEMNIFICATION AND INSURANCE OF AUDITOR

The Group has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.

During the financial year, the Group has not paid a premium in respect of a contract to insure the auditor of the Group or any related entity.

SHARES AND OPTIONS ISSUED

No shares were issued during the year on the exercise of options. The Company issued 115,600,000 shares during the year at $0.025 per share to raise $2,890,000 before costs.

The Company issued 57,800,000 free attaching options to shares issued exercisable at $0.05 per share and with expiry date 26 March 2027. A further 24,000,000 options were issued to the broker to the capital raise with exercise price $0.0437 and expiry date 26 March 2027 and a further 3,000,000 options to advisors with exercise price at $0.01 and expiry date 26 March 2027. Following shareholder approval 5,000,000 options were issued to the Chairman with exercise price $0.02 and expiry date 19 December 2027.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

AUDIT AND NON-AUDIT SERVICES

During the year the following fees were paid or payable for services provided by the auditor of the Company, its related practices and non-related audit firms:

	2025	2024
	$	$
RSM Australia Pty Ltd		
Audit of financial reports	115,500	110,000
Other services	-	-
Total remuneration for audit and other services	**115,500**	**110,000**

MEETINGS OF DIRECTORS

The numbers of meetings of the Company's board of directors held during the year ended 30 June 2025, and the numbers of meetings attended by each director were:

Full Meetings of Directors	A	B
Mr Anthony Ho	7	7
Mr Samuel Watson	6	7
Mr Jason Hine	7	7

A = Number of meetings attended
B = Number of meetings held during the time the director held office during the year
The full Board deals with audit and risk committee and remuneration and nomination committee matters.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 19.

AUDITOR

RSM Australia Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

REMUNERATION REPORT

This report outlines the remuneration arrangements in place for directors and executives of the Group.

Remuneration philosophy

The performance of the Group depends upon the quality of its directors and executives, and the ability of the Group to attract, motivate and retain highly skilled directors and executives.

Remuneration committee

The Remuneration Committee of Directors is responsible for determining and reviewing compensation arrangements for the directors, the managing director and the executive team. The Remuneration Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team.

Salaries are reviewed periodically by the Committee but there is no specific link to Company performance as the Group has, until recently, been engaged mainly in research and development and linking remuneration to R&D outcomes would be inappropriate. In future, remuneration will be linked to the success in expanding distribution of the Company's product range.

Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

Performance evaluation of Board Members and Senior Executives

A formal evaluation for those executives, who have been with the Group for the year under review was undertaken.

The Chairman reviews the performance of the directors on an annual basis and in turn asks for feedback on his performance.

Non-executive director remuneration

Objective
The Board of Directors recognises that the success of the Group will depend on the quality of its directors and its senior management. For this reason, the Remuneration Committee reviews the remuneration arrangements for all senior employees to ensure that it attracts and keeps motivated, highly skilled and appropriately qualified directors and executives.

Structure
Bioxyne's Constitution and the ASX listing rules specify that the aggregate remuneration of non-executive Directors shall be determined from time to time by a general meeting of shareholders. An amount not exceeding the amount determined by shareholders in general meeting is then available to be split between the Directors as agreed between them. The latest determination was at the Annual General Meeting held on 28 November 2022 when shareholders approved an aggregate remuneration amount of up to $250,000 per

year.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned between directors is reviewed annually. The Board takes into account the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

The remuneration of non-executive directors for the period ending 30 June 2025 is detailed in Table 4 of this report.

Senior manager and executive director remuneration

Objective
The Group aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group so as to ensure total remuneration is competitive by market standards.
Structure
In determining the level and make-up of executive remuneration, the Remuneration Committee reviews market conditions and the circumstances of the Group to ensure that the remuneration offered is sufficient to attract executives of the highest calibre.

The Group has not tabled figures for earnings and shareholders' funds for the last five years as, being a company in the development phase, these historical figures have little relevance in determining current remuneration structure. Board Directors are remunerated in accordance with comparative small ASX listed companies.

Service Agreements
The Chief Executive Officer Mr Samuel Watson has a service agreement with a remuneration package of $350,000, which can be terminated by either party with six months' notice. The Chief Operating Officer, Mr Jason Hine, has a service agreement with a remuneration package of $280,000 which can be terminated by either party giving three months' notice. These remuneration packages are effective 1 July 2025.

Share Based Payments
Share based payments for key management personnel are set out in note 28.

TABLE 1 - OPTION HOLDINGS OF KEY MANAGEMENT PERSONNEL

During the year the Company issued 5,000,000 options to the Non-executive Chairman, see note 28.

TABLE 2 – PERFORMANCE RIGHTS HOLDINGS OF KEY MANAGEMENT PERSONNEL

30 June 2025

Directors	Opening balance	Remuneration	Lapsed	Balance 30/06/2025
Samuel Watson	10,000,000	20,000,000	(1,500,000)	28,500,000
Jason Hine	3,333,333	10,000,000	(500,000)	12,833,333
Guy Robertson	3,333,333	-	(333,333)	3,000,000
Total	**16,666,666**	**30,000,000**	**(2,333,333)**	**44,333,333**

30 June 2024

Directors	Opening balance	Remuneration	Lapsed	Balance 30/06/2024
Samuel Watson	20,000,000	-	(10,000,000)	10,000,000
Jason Hine	6,666,667	-	(3,333,334)	3,333,333
Guy Robertson	-	3,333,333	-	3,333,333
Total	**26,666,667**	**3,333,333**	**(13,333,334)**	**16,666,666**

TABLE 3 - SHAREHOLDINGS OF KEY MANAGEMENT PERSONNEL

30 June 2025

	Opening balance	Purchased	Net other change	Balance 30/06/2025
Directors				
A Ho	28,803,567	-	-	28,803,567
S Watson[2]	635,001,316	-	-	635,001,316
J Hine	1,324,890	-	-	1,324,890
G Robertson	10,605,000	-	(1,200,000)	9,405,000
Total	**675,734,773**	**-**	**(1,200,000)**	**674,534,773**

30 June 2024

	Opening balance	Purchased	Net other change	Balance 30/06/2023
Directors				
A Ho	28,090,750	712,817	-	28,803,567
NH Chua	63,574,013	-	(63,574,013)	-
S Watson[1]	614,001,384	20,999,932	-	635,001,316
J Hine	1,324,890	-	-	1,324,890
G Robertson	10,605,000	-	-	10,605,000
Total	**717,596,037**	**21,712,749**	**(63,574,013)**	**675,734,773**

1 Shares are held by Breathe International Limited (576,268,527) and Zonetech Wellness Limited (57,732,857) in which companies Mr Watson has a controlling interest.

TABLE 4 – DIRECTORS AND KEY MANAGEMENT PERSONNEL REMUNERATION

30 June 2025

	Cash salary and fees	Superannuation benefits	Share based payments	Total
	$	$	$	$
Name				
A Ho	85,000	-	63,000	148,000
S Watson	300,000		171,453	471,453
J Hine	220,000	25,300	123,151	368,451
G Robertson	78,000	-	8,333	86,333
Total	**683,000**	**25,300**	**365,937**	**1,074,237**

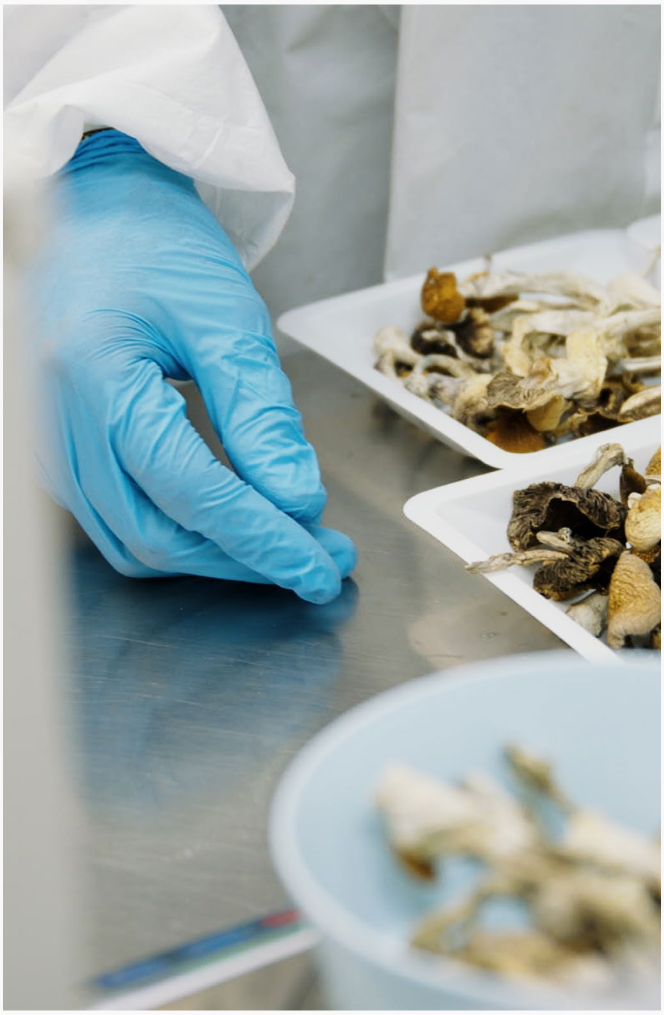
30 June 2024

	Cash salary and fees	Superannuation benefits	Share based payments	Total
	$	$	$	$
Directors				
A Ho	85,000	-	-	85,000
S Watson	300,000	-	70,958	370,958
J Hine	220,000	24,200	23,675	267,875
NH Chua	50,000	-	-	50,000
G Robertson	115,000	-	8,333	123,333
Total	**770,000**	**24,200**	**102,966**	**897,166**

For share based payments relating to key management personnel see Note 30.

This report is approved in accordance with a resolution of directors.

Samuel Watson
Managing Director
30 September 2025



AUDITOR'S INDEPENDENCE DECLARATION

RSM Australia Partners

Level 7, 1 Martin Place
Sydney
NSW 2000
Australia
T +61 (02) 8226 4500
F +61 (02) 8226 4501
rsm.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Bioxyne Limited for the year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM AUSTRALIA PARTNERS

Cameron Hume
Partner

Sydney NSW
Dated: 30 September 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	2025 $	2024 $
Revenue from continuing operations			
Sale of goods	3	28,429,544	9,325,020
Other income	4	872,962	334,097
Cost of sales		(18,104,809)	(5,927,098)
Expenses			
Research and development		(174,723)	(717,596)
Personnel costs		(1,739,600)	(1,553,266)
Marketing		(408,226)	(413,879)
Professional fees		(871,066)	(1,033,901)
Compliance costs		(220,275)	(208,335)
Non-executive director fees		(96,561)	(85,000)
General and administration		(1,117,794)	(551,795)
Loss of control of subsidiary		-	(82,168)
Provision for doubtful debts		-	(112,694)
Depreciation and amortisation		(461,448)	(241,295)
Impairment of intangibles		-	(11,568,010)
Share based payments	28	(1,206,823)	(138,731)
Profit/(loss) before income tax		**4,901,181**	**(12,974,651)**
Income tax	5	**-**	**-**
Profit/(loss) from continuing operations		**4,901,181**	**(12,974,651)**
Loss from discontinued operation (attributable to equity holders of the Company)	6	-	(526,072)
Profit/(loss for the year)		**4,901,181**	**(13,500,723)**
Other comprehensive income			
Items that will be classified to profit or loss			
Exchange differences on translation of foreign operations		(13,837)	361
Other comprehensive income, net of tax		**(13,837)**	**361**
Total comprehensive profit/(loss) for the year, net of tax		**4,887,344**	**(13,500,362)**
Profit/(loss) for the year is attributable to:			
Members of the parent entity		4,901,181	(13,325,050)
Non-controlling interests		-	(175,673)
		4,901,181	**(13,500,723)**
Total comprehensive profit/(loss) for the year is attributable to:			
Members of the parent entity		4,901,181	(13,324,689)
Non-controlling interests		-	(175,673)
		4,901,181	**(13,500,362)**
Earnings per share (cents per share)			
From continuing operations			**Cents**
- Basic profit/(loss) per share	27	0.24	(0.67)
- Diluted profit/(loss) per share	27	0.23	(0.67)
From discontinued operations			**Cents**
- Basic loss per share	27	-	(0.03)
- Diluted loss per share	27	-	(0.03)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	2025 $	2024 $
ASSETS			
Current Assets			
Cash and cash equivalents	7	7,667,522	1,027,989
Trade receivables	8	2,354,934	978,443
Current tax receivables	9	1,171,728	544,604
Other current assets	10	938,692	892,126
Inventories	11	3,605,525	2,141,923
Total Current Assets		**15,738,401**	**5,585,085**
Non-Current Assets			
Other non-current assets		80,000	-
Intangible assets	12	385,639	288,476
Plant and equipment	13	2,328,408	169,104
Right to use assets	14	1,044,237	654,969
Total Non-Current Assets		**3,838,284**	**1,112,549**
Total Assets		**19,576,685**	**6,697,634**
LIABILITIES			
Current Liabilities			
Trade and other payables	15	5,833,996	2,654,871
Lease liability	14	395,174	182,996
Borrowings	16	65,343	-
Provisions		107,210	69,484
Total Current Liabilities		**6,401,723**	**2,907,351**
Non-current liabilities			
Lease liability	14	792,091	490,727
Borrowings	16	280,848	-
Total Non-Current Liabilities		**1,072,939**	**490,727**
Total Liabilities		**7,474,662**	**3,398,078**
Net Assets		**12,102,023**	**3,299,556**
EQUITY			
Contributed equity	17	21,476,616	18,997,751
Reserves	18	1,634,642	212,221
Accumulated losses	19	(10,702,567)	(15,603,748)
Capital and reserves attributable to owners of Bioxyne Limited		12,408,691	3,606,224
Non-controlling interests	20	(306,668)	(306,668)
Equity		**12,102,023**	**3,299,556**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

2025	Note	Contributed equity $	Accumulated losses $	Reserve $	Non controlling Interests $	Total $
At 30 June 2024		18,997,751	(15,603,748)	212,221	(306,668)	3,299,556
Profit for the year		-	4,901,181	-	-	4,901,181
Other comprehensive income for the year		-	-	-	-	
Exchange differences on translation of foreign operations		-	-	(13,837)	-	(13,837)
Total comprehensive income		-	4,901,181	(13,837)	-	4,887,344
Issue of shares	17	2,890,000	-	-	-	2,890,000
Cost of share issue	17	(436,968)	-	255,268	-	(181,700)
Transfer from share based payment reserve	17	25,833	-	(25,833)	-	-
Share based payments	28	-	-	1,206,823	-	1,206,823
Balance 30 June 2025		**21,476,616**	**(10,702,567)**	**1,634,642**	**(306,668)**	**12,102,023**

2024	Note	Contributed equity $	Accumulated losses $	Reserve $	Non controlling Interests $	Total $
At 30 June 2023		17,547,751	(2,483,750)	73,129	(130,995)	15,006,135
Loss for the year		-	(13,325,050)	-	(175,673)	(13,500,723)
Other comprehensive income for the year						
Exchange differences on translation of foreign operations		-	-	361	-	361
Total comprehensive income		-	(13,325,050)	361	(175,673)	(13,500,362)
Disposal of subsidiary		-	205,052	-	-	205,052
Issue of shares	17	1,450,000	-	-	-	1,450,000
Share based payments	28	-	-	138,731	-	138,731
Balance 30 June 2024		**18,997,751**	**(15,603,748)**	**212,221**	**(306,668)**	**3,299,556**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	2025 $	2024 $
Cash flows from operating activities			
Receipts of other income (inclusive of goods and services tax)		32,381,281	9,840,845
Payments to suppliers and employees (inclusive of goods and services tax)		(25,977,070)	(13,432,146)
Interest paid		(128,004)	-
		6,276,207	**(3,591,301)**
Research and development tax rebate			-
Interest received		320	31,347
Net cash inflow/(outflow) from operating activities	22	**6,276,527**	**(3,559,954)**
Cash flow from investing activities			
Payment for plant and equipment		(2,068,876)	(178,473)
Capitalised development costs		-	(314,185)
Net cash outflow from investing activities		**(2,068,876)**	**(492,658)**
Cash flows from financing activities			
Proceeds from share issues		2,453,032	1,350,000
Proceeds from borrowing		393,268	-
Repayment of borrowings		(47,077)	-
Principal element of lease payments		(382,702)	(139,939)
Net cash inflow from financing activities		**2,416,521**	**1,210,061**
Net increase/(decrease) in cash and cash equivalents		6,624,172	(2,842,551)
Cash and cash equivalents at the beginning of the financial year		1,027,989	3,845,969
Foreign exchange adjustment to cash balance		15,361	24,571
Cash and cash equivalents at end of the year	7	**7,667,522**	**1,027,989**

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES ON THE FINANCIAL STATEMENT

1. BIOXYNE LIMITED AND CONTROLLED ENTITIES - SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

These financial statements and notes represent those of Bioxyne Limited (the "Group") and its subsidiaries.

(a) Basis of preparation

Corporate information
Bioxyne Limited is a company limited by shares, incorporated and domiciled in Australia.

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standard Board and the Corporations Act 2001 as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, except for selected financial assets for which the fair value basis of accounting has been applied.

Corporate Head Office and Principal Place of Business
Suite 506, Level 5 50 Clarence Street Sydney NSW 2000

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

(b) Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in Note 29.

(c) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Bioxyne Limited ('company' or 'parent entity') as at 30 June 2025 and the results of all subsidiaries for the year then ended. Bioxyne Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are consolidated from the date on which control is transferred to the consolidated entity. They are de consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

(d) Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

(e) Foreign currency translation

(i) Functional and presentation currency

The functional and presentation currency of the Group is Australian dollars.

Foreign currency transactions are translated into the functional currency using the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period. Foreign exchange gains and losses resulting from settling foreign currency transactions, as well as from restating foreign currency denominated monetary assets and liabilities, are recognised in profit or loss, except when they are deferred in other comprehensive income as qualifying cash flow hedges or where they relate to differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

Items included in the financial statements of the Group's operations are measured using the currency of the primary economic environment in which it operates ('the functional currency'). The financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates ruling at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(f) Revenue recognition

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods to a customer. The consolidated entity recognises revenue when the goods are shipped.

Sale of goods

Revenue from sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Interest income

Interest income is recognised as interest accrues using the effective interest method. The effective interest method uses the effective interest rates which is the rate that exactly discounts the estimated future cash receipts over the expected future life of the financial asset.

When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

Research and Development Tax Incentive

Research and Development Tax Incentive claims are recognised as other income in the period to which the incentive claims relate.

(g) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit.

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associated and interests in joint ventures where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(h) Fair value of assets and liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instrument, by reference to observable market information where such instruments are held as assets. Where this

information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(i) Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no right at the end of the reporting period to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

(j) Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

- Leasehold improvements 3-10 years
- Plant and equipment 3-7 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

(k) Leases

Right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

(l) Impairment of assets

At the end of each reporting period the Group assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in profit or loss where the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where it is not possible to estimate the recoverable amount for an individual asset, the recoverable amount is determined for the cash generating unit to which the asset belongs.

(m) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(n) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for credit losses.

(o) Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(p) Employee benefits

(i) Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the end of the reporting period are recognised in other payables in respect of employees' services rendered up to the end of the reporting period and are measured at amounts expected to be paid when the liabilities are settled.

(ii) Retirement benefit obligations

The Group does not maintain a company superannuation plan. The Group makes fixed percentage contributions for Australian resident employees to complying third party superannuation funds. The Group's legal or constructive obligation is limited to these contributions.

Contributions to complying third party superannuation funds are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Share - based payments

The fair value of performance rights granted under the Employee Incentive Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the performance right.

The fair value at grant date is independently determined using a Monte Carlo Simulation Methodology and Black-Scholes Option Pricing Methodology that takes into account the exercise price, the term of the right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the right.

The fair value of the rights granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of rights that are expected to become exercisable. At each reporting date, the entity revises its estimate of the number of options that are expected to become exercisable.

The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to original estimates, if any, is recognised in the Statement of Profit or Loss and Other Comprehensive Income with a corresponding adjustment to equity.

Where the terms of rights are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Upon the vesting of performance rights, the balance of the share based payments reserve relating to those rights is transferred to share capital and the proceeds received, net of any directly attributable transaction costs, are credited to share capital.

(q) Trade and other payables

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

(r) Contributed equity

Costs directly attributable to the issue of new shares are shown as a deduction from the equity as a deduction proceeds net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

(s) Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

(t) Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources; and intent to complete the development and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 3 years.

(u) Discontinued Operation

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

(v) New and revised accounting requirements applicable to the current reporting period.

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

2 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

(i) Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1(t). The recoverable amounts of cash-generating units have been determined based on fair value less cost to sell. As stated in Note 12, on 19 May 2023 Bioxyne Limited completed a transaction with Breathe Life Sciences Pty Limited. The acquisition was treated as a reverse acquisition and the fair value of the consideration transferred has been determined by reference to the fair value of the issued shares of Bioxyne Limited immediately prior to the business combination. For the year ended 30 June 2023, given the proximity of the transaction to that balance date, and the fact that the transaction was carried out at arms length, the goodwill was considered to be carried at its fair value less costs to sell.

Given the loss incurred for the year ended 30 June 2024, an indicator of impairment existed, and the Directors determined that the goodwill should be written off in this year. Notwithstanding that the Group is now profitable the Directors have determined that the goodwill will not be written back.

(ii) Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

(iii) Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

(iv) Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidate entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made. As stated in Note 5, the Group has significant estimated tax losses for which no deferred tax asset has been raised. The ability to retain these losses is dependent on the Group satisfying the requirements of the local tax statute. Management has satisfied themselves as to the availability of these tax losses. They have however elected not to raise any deferred tax assets on estimated tax losses until there is more certainty around the company's ability to generate sustainable taxable profits to as to enable to company to utilise the tax losses.

(v) Consideration received for divestment and subsequent measurement of Mariposa investment

On the 17th June 2015, the shares held in Mariposa Health Limited ('MHL') were exchanged for 213,138 shares in Mariposa Health Inc ('MHI'), a USA Delaware Corporation so that MHL became a subsidiary of MHI. This investment was carried at a cost of $325,000 and was impaired at 30 June 2017.

In additional to the above, part of the total consideration paid to BXN for the disposal of Hunter Immunology Pty Ltd (HIPL) included a deferred consideration of $1million, payable on achievement of agreed milestones over the next 5 years from 24 February 2014. This has not been recognised in the financial statements. The deferred consideration will be recognised as and when it is received.

The deferred consideration also includes an obligation to pay royalties, which is agreed to be 6.5% of the gross revenue received by the company, MHL or related entities in respect to the sale of the sublicensing or Intellectual property rights, including any sale proceeds or Sub-Royalties. To the extent that products are manufactured based on the intellectual property, royalties are calculated as 2% of Gross revenue. Management have exercised their judgement in determining that this investment continues to be impaired with no expectation of being able to realise any value for the investment.

(vi) Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity

3. REVENUE FROM CONTINUING OPERATIONS

	2025 $	2024 $
Revenue from continuing operations		
Revenue from contracts with customers and disaggregation		
Sales of PCC® to USA	700,917	886,906
Sale of goods		
Australia, United Kingdom, Europe and Japan	28,872,872	8,438,114
Less rebate	(1,144,245)	-
Total revenue from continuing operations	**28,429,544**	**9,325,020**

Timing of revenue recognition
All goods are transferred at a point in time, with revenue being recognised when goods are shipped.

Geographic regions
See note 23.

4. OTHER INCOME

	2025 $	2024 $
Research and development tax offset	840,047	310,637
Interest received	22,251	16,607
Income from royalties	10,664	6,853
	872,962	**334,097**

5. INCOME TAX

	2025 $	2024 $
(a) Income tax		
Deferred tax	-	-
(b) Numerical reconciliation of income tax benefit to prima facie tax payable		
Profit/(loss) from continuing operations before income tax expense	4,901,181	(12,974,651)
Profit/(loss) from discontinued operation	-	(526,072)
	4,901,181	(13,500,723)
Tax benefit at the Australian tax rate of 25% (2024 – 25%)	**1,225,295**	**(3,375,181)**
Difference in overseas tax rates	74,004	(38,312)
Tax effect of amounts which are deductible/not taxable in calculating taxable income	202,418	2,928,779
Tax losses (used)/carried forward tax benefit not recognised	(1,501,717)	484,714
Total income tax expense	**-**	**-**
(c) Tax losses		
Unused tax losses for which no deferred tax asset has been recognised	20,532,730	29,589,434
Potential tax benefit @ 25% (2023:25%)	**5,133,183**	**7,397,358**

6 DISCONTINUED OPERATIONS

	2025 $	2024 $
Sale of goods	-	104,691
Other income	-	10,129
Cost of goods sold	-	(90,320)
Expenses		
Personnel costs	-	(193,150)
Business development	-	(10,038)
General and administration	-	(143,505)
Inventory impairment	-	(168,318)
Loss on sale of assets	-	(35,561)
Loss before income tax expense	-	(526,072)
Income tax expense	-	-
Loss after income tax expense from discontinued expenses	-	(526,072)
Cash flow information		
Net cash from operating activities	(165,240)	(391,027)
Net cash used in investing activities	-	6,882
Net cash flow from financing	155,466	(464,366)
Net decrease in cash and cash equivalents from discontinued operations	(9,774)	(848,511)

	2025 $	2024 $
Carrying amounts of assets and liabilities on discontinued business		
Current assets		
Cash and cash equivalents	59,959	50,185
Trade and other receivables	9,719	15,658
	69,678	65,843
Current liabilities		
Trade and other payables	30,100	21,748
Intergroup balance payable	900,881	874,762
	930,981	896,510
Net assets/(liabilities)	(861,303)	(830,667)

7 CASH AND CASH EQUIVALENTS

	2025	2024
	$	$
Cash at bank and in hand	**7,667,522**	**1,027,989**

8 TRADE RECEIVABLES

	2025	2024
	$	$
Trade receivables	2,471,229	1,091,137
Less: Allowance for expected credit losses	(116,296)	(112,694)
	2,354,934	**978,443**

	Expected credit loss rate			Carrying Amount
%	2025	2024	2025	2024
$	%	%	$	$
Not overdue		-		-
0 – 2 months overdue	-	-	-	-
2 months or more overdue	100%	100%	116,296	112,694
			116,296	**112,694**

9 CURRENT ASSETS – CURRENT TAX RECEIVABLES

	2025	2024
	$	$
Research and development tax offset	1,059,212	419,145
GST receivable	112,516	125,459
	1,171,728	**544,604**

10 CURRENT ASSETS – OTHER CURRENT ASSETS

	2025	2024
	$	$
Other debtors	69,399	132,378
Prepayments	869,293	759,748
	938,692	**892,126**

11 CURRENT ASSETS – INVENTORIES

	2025	2024
	$	$
Raw materials	2,128,059	1,339,170
Work in progress	-	98,071
Finished goods	1,477,466	704,682
	3,605,525	**2,141,923**

12 INTANGIBLE ASSETS

	2025	2024
	$	$
Goodwill	-	11,568,010
Provision for impairment[1]	-	(11,568,010)
Capitalised development costs	514,185	514,185
Less related research and development tax offset claim[2]	-	(200,000)
Less amortisation	(128,546)	(25,709)
	385,639	**288,476**

12 INTANGIBLE ASSETS (CONTINUED)

[1]On 19 May 2023, Bioxyne Limited acquired Breathe Life Sciences Pty Ltd (BLS). The acquisition was treated as a reverse acquisition as per AASB3 Business Combinations.

At the time of the acquisition of BLS, the implied value of goodwill attributable to Bioxyne under reverse acquisition accounting was $11,568,010. The performance of the original Bioxyne business post-acquisition as outlined in the operations report provided an indicator of impairment, and a determination by the Company has resulted in a provision for full impairment of goodwill as at 30 June 2024.

Accordingly, during the year ended 30 June 2025, $Nil (2024: $11,568,010) was recognised as a provision for impairment of goodwill.

[2]Reclassified to research and development offset claim in FY2025.

13 PLANT AND EQUIPMENT

	Plant and equipment	Leasehold Improvements	Office Equipment	Total
	$	$	$	$
Cost				
Opening balance, 1 July 2024	328,261	-	51,263	379,524
Additions	1,789,536	608,123	64,484	2,462,143
Disposals	(41,330)	-	(6,195)	(47,525)
Foreign exchange adjustment	3,448	-	913	4,361
Closing balance, 30 June 2025	**2,079,915**	**608,123**	**110,465**	**2,798,503**
Opening balance, 1 July 2023	185,942	24,024	-	209,966
Additions	230,243	-	51,263	281,506
Disposals	(87,924)	(24,024)	-	(111,948)
Closing balance, 30 June 2024	**328,261**	**-**	**51,263**	**379,524**
Depreciation				
Opening balance, 1 July 2024	(183,835)	-	(26,585)	(210,420)
Depreciation expense	(229,109)	(52,644)	(21,257)	(303,010)
Disposals	41,330	-	6,195	47,525
Foreign exchange adjustment	(3,278)	-	(912)	(4,190)
Closing balance, 30 June 2025	**(374,892)**	**(52,644)**	**(42,559)**	**(470,095)**
Opening balance, 1 July 2023	(123,473)	(1,469)	-	(124,942)
Depreciation expense	(110,921)	-	(26,585)	(137,506)
Disposals	50,559	1,469	-	52,028
Closing balance, 30 June 2024	**(183,835)**	**-**	**(26,585)**	**(210,420)**
Written down value 30 June 2024	144,426	-	24,678	169,104
Written down value 30 June 2025	**1,705,023**	**555,479**	**67,906**	**2,328,408**

14 RIGHT-TO-USE ASSETS

	2025 $	2024 $
Lease assets		
Carrying amount of lease assets, by class of underlying asset:		
Buildings under lease arrangements		
At cost	1,659,947	838,803
Accumulated depreciation	(615,710)	(183,834)
Total lease assets	**1,044,237**	**654,969**
Lease liabilities		
Current	395,174	182,996
Non-current	792,091	490,727
	1,187,265	**673,723**

		Buildings
Carrying amount 1 July	654,969	-
Modifications	744,119	838,803
Depreciation	(354,851)	(183,834)
Carrying amount as at 30 June	**1,044,237**	**654,969**

Income, expense and cash flows from lease assets and lease liabilities
The following amounts of income, expense and cash flows were recognised from lease assets and lease liabilities during the year:

	2025 $	2024 $
Interest expense on lease liabilities	85,411	23,005
Depreciation expense on lease assets	354,851	183,834
Future lease payments		
Due within one year	467,265	229,589
Due within one to five years	562,893	516,059
	1,030,158	**745,648**

15 CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	2025 $	2024 $
Trade creditors	2,734,057	1,192,864
Accrued Expenses	1,014,756	818,019
Loan payable	-	36,699
GST/VAT payable	385,893	55,293
Customer deposits	1,063,692	373,503
Other payables	635,598	178,493
	5,833,996	**2,654,871**

16 BORROWINGS

	2025 $	2024 $
Equipment financing		
Borrowings on equipment financed	393,268	-
Less payments during the year	(47,077)	-
	346,191	**-**
Current liabilities		
	65,343	-
Non-current liabilities	280,848	-
	346,191	**-**

17 CONTRIBUTED EQUITY

(a) Share capital

	2025 Shares	2025 $	2024 Shares	2024 $
Ordinary Shares Fully Paid	**2,164,828,732**	**21,476,616**	**2,046,645,398**	**18,997,751**

(b) Movements in ordinary share capital

	Number of Shares	$
Opening balance 1 July 2023	1,901,645,398	$17,547,751
Shares placement	145,000,000	1,450,000
Balance as at 30 June 2024	**2,046,645,398**	**18,997,751**
Performance rights shares awarded	2,583,334	25,833
Share placement	115,600,000	2,890,000
Costs of capital raise	-	(436,968)
Balance as at 30 June 2025	**2,164,828,732**	**21,476,616**

(c) Ordinary shares
Each ordinary shareholder maintains, when present in person or by proxy or by attorney at any general meeting of the Company, the right to cast one vote for each ordinary share held.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

(d) Capital risk management
The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The capital management policy remains unchanged from the 30 June 2024 Annual Report.

18 RESERVES

(a) Reserves	2025 $	2024 $
Foreign currency translation reserve		
Balance 1 July	8,182	7,821
Movement in foreign currency translation reserve	(13,837)	361
Balance 30 June	**(5,655)**	**8,182**
Share based payment reserve		
Balance 1 July	204,039	65,308
Transfer from share based payment reserve	(25,833)	-
Transfer to share based payment reserve:	1,462,091	138,731
Balance 30 June	**1,640,297**	**204,039**
Total reserves	**1,634,642**	**212,221**

19 RETAINED PROFITS

	2025 $	2024 $
Accumulated losses at the beginning of the financial year	(15,603,748)	(2,483,750)
Profit/(loss) after income tax expense for the year	4,901,181	(13,325,050)
Disposal of subsidiary	-	205,052
Accumulated losses at the end of the financial year	**(10,702,567)**	**(15,603,748)**

20 NON-CONTROLLING INTEREST

	2025 $	2024 $
Retained profits	(306,668)	(306,668)
	(306,668)	**(306,668)**

The non-controlling interest has a 49% interest in the direct selling business.

21 SUBSIDIARIES

Name of Entity1	Country of Incorporation	Ownership Interest 2025 %	Ownership Interest 2024 %
Breathe Life Sciences Pty Ltd	Australia	100%	100%
BLS Wholesalers Pty Ltd	Australia	100%	100%
BLS Panther Pty Ltd	Australia	100%	100%
Breathe Life Science UK Ltd	United Kingdom	100%	100%
Always Pure Organics EU	Czech Republic	100%	100%
Mirai Solution Co KK	Japan	100%	100%
Dr Watson Japan KK	Japan	100%	100%
Global Treasure New Zealand Limited	New Zealand	51%	51%
New Zealand Nutritional Research Institute Limited	New Zealand	51%	51%
Bioxyne International Malaysia Sdn Bhd	Malaysia	51%	51%
Bioxyne International Pty Ltd	Australia	51%	51%
P.T. Gamata Utama	Indonesia	51%	51%
Bioxyne International (NZ) Limited	New Zealand	51%	51%

[1] All entities are body corporate.

22 RECONCILIATION OF PROFIT AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2025 $	2024 $
Profit/(Loss) for the year	4,901,181	(13,500,723)
Depreciation	657,861	234,401
Amortisation of capitalised costs	102,837	25,709
Loss of control of subsidiary	-	82,168
Impairment of intangibles	-	11,568,010
Impairment inventory	86,361	-
Share based payment	1,206,823	138,731
Other non-cash items	(343,878)	217,359
Change in operating assets and liabilities		
Increase in trade and other receivables	(2,050,181)	(1,215,859)
Increase in inventory	(1,463,602)	(1,147,117)
Increase in trade and other payables	3,179,125	37,367
Net cash inflow/(outflow) from operating activities	**6,276,527**	**(3,559,954)**

23 SEGMENT INFORMATION

Bioxyne Limited (ASX:BXN) is an Australian health and wellness products company (incorporated in 2000). In May 2023 the Company acquired Breathe Life Sciences Pty Limited (BLS).
The Bioxyne group operates in several high growth markets, including psychedelics, medicinal cannabis, preventative medicine and novel foods with three core areas of business/
The operating segments are based on the internal reports that are reviewed and used by Management (who are identified as the Chief Operating Decision Makers ('CODM') in assessing performance and in determining the allocation of resources. The CODM is Samuel Watson (CEO) and Jason Hine (COO). The operating segments are as follows:

1. Pharmaceutical manufacture and wholesale supply (business to business) of novel medicines, cannabis, Psilocybin, and MDMA under BLS, which is licensed by the Therapeutic Goods Administration (TGA), Office of Drug Control (ODC), and Queensland Health.

2. Manufacture and distribution (wholesale, online, and retail) of consumer health and novel food products (cannabidiol and functional mushrooms) under the company's Dr Watson® brand (regulated by FSA, EFSA) in the UK, Europe, and Japan.

3. Wholesale of patented Probiotics for gastrointestinal health and immunity, primarily to the USA.

Management have determined that it is appropriate to report by sales channel which correspondence with the business divisions outlined above.
The following table presents revenue and profit information and certain asset and liability information regarding geographical segments for the years ended 30 June 2025 and 30 June 2024.

2025

	Wholesale PCC/USA	Plant Based/ UK/EU/JPN/ AUS	Manufacture/ Sales Australia	Direct Sales/Asia	Unallocated	Total
Sales	700,917	3,045,964	24,682,663	-	-	28,429,544
Cost of sales	(344,359)	(2,046,806)	(15,713,644)	-	-	(18,104,809)
Gross margin	356,558	999,158	8,969,019	-	-	10,324,735
Other income	-	-			872,962	872,962
Overhead expenses	-	(2,201,954)	(2,191,961)	-	(1,902,601)	(6,296,516)
Profit/(loss) before tax	356,558	(1,202,796)	6,777,058	-	(1,029,639)	4,901,181
Taxation	-	-	-	-	-	-
Profit/(loss) after tax	356,558	(1,202,796)	6,777,058	-	(1,029,639)	4,901,181
Loss from discontinued operation	-	-	-	-	-	-
Profit/(loss) for the year	356,558	(1,202,796)	6,777,058	-	(1,029,639)	4,901,181
Total assets	109,915	1,472,598	14,968,171	69,678	2,956,323	19,576,685
Total liabilities	71,658	2,103,854	4,511,098	30,100	757,952	7,474,662
Cash Balance	-	110,907	4,971,059	59,959	2,525,597	7,667,522
Trade receivables	109,915	55,238	2,182,291	7,490	-	2,354,934
Trade and other payables	71,658	1,880,423	3,134,795	30,100	717,020	5,833,996
Inventories	-	751,625	2,853,900	-	-	3,605,525

2024

	Wholesale PCC/USA	Plant Based/ UK/EU/JPN/ AUS	Manufacture/ Sales Australia	Direct Sales/Asia	Unallocated	Total
Sales	886,906	5,438,817	2,999,297	104,691	-	9,429,711
Cost of sales	(378,599)	(3,692,924)	(1,855,575)	(90,320)	-	(6,017,418)
Gross margin	508,307	1,745,893	1,143,722	14,371	-	3,412,293
Other income	-	-	-	10,129	334,097	344,226
Overhead expenses	-	(2,402,179)	(770,122)	(550,572)	(13,534,369)	(17,257,242)
Profit/(loss) before tax	508,307	(656,286)	373,600	(526,072)	(13,200,272)	(13,500,723)
Taxation	-	-	-	-	-	-
Profit/(loss) after tax	508,307	(656,286)	373,600	(526,072)	(13,200,272)	(13,500,723)
Loss from discontinued operation	-	-	-	526,072	-	526,072
Loss for the year	508,307	(656,286)	373,600	-	(13,200,272)	(12,974,651)
Total assets	417,963	1,758,641	4,055,250	65,844	399,936	6,697,634
Total liabilities	162,155	650,034	1,250,389	21,748	1,313,752	3,398,078
Cash Balance	-	132,851	340,755	50,185	504,198	1,027,989
Trade receivables	417,963	257,786	295,366	7,328	-	978,443
Trade and other payables	162,155	521,957	857,231	21,748	1,091,780	2,654,871
Inventories	-	712,600	1,428,560	-	763	2,141,923

23 SEGMENT INFORMATION

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the board of directors in assessing performance and in determining the allocation of resources.

Segment revenues and results

Segment revenue reported above represents revenue generated from external customers.

The accounting policies of the reportable segments are consistent with the Group's accounting policies described in Note 1. Segment profit represents the profit earned by each segment without allocation of central administration costs and directors' salaries, share of profits of associates, gain recognised on disposal of interest in former associate, investment income, gains and losses, finance costs and income tax expense. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance.

24 FINANCIAL RISK MANAGEMENT

(a) Financial risk management

The Company's financial instruments consist mainly of deposits with banks, accounts receivable and payables.

The directors' overall risk management strategy seeks to assist the Company in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

The Group does not speculate in financial assets.

Credit risk
The Company trades only with recognised, creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The receivable balances are monitored on an ongoing basis. The Group's exposure to bad debts is mitigated by having a broad base of customers.

With respect to credit risk arising from other financial assets of the Company, which comprise cash and cash equivalents, the Company's exposure to credit risk arises form default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

Since the Group trades only with recognised third parties, there is no requirement for collateral security.

The maximum exposure to credit risk at balance date is as follows:

	2025	2024
	$	$
Cash and cash equivalents (Note 7)	7,667,522	1,027,989
Trade receivables (Note 8)	2,354,934	978,443
	10,022,456	**2,006,432**

Liquidity risk
The Company's policy is to maintain a comfortable level of liquidity through the continual monitoring of cash reserves and the raising of additional capital as required

(b) Financial instrument composition and maturity analysis

The table below reflects the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity as well as management's expectations of the settlement period of all other financial instruments. As such, the amounts may not reconcile to the Statement of Financial Position.

Consolidated Group	Within 1 year		1 to 5 years		Over 5 years		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	2024	$	$	$	$	$	$	$
Financial liabilities - due for payment:								
Trade and other payables	**5,833,996**	2,654,871	**-**	-	**-**	**-**	**5,833,996**	2,654,871
Borrowings	**65,343**	-	**280,848**		**-**		**346,191**	-
Lease liabilities	**395,174**	182,996	**792,091**	490,727	**-**	**-**	**1,187,265**	673,723
Total contractual outflows	**6,294,513**	2,837,867	**1,072,939**	490,727	**-**	**-**	**7,367,452**	3,328,594
Cash and cash equivalents	**7,667,522**	1,027,989	**-**	-	**-**	**-**	**7,667,522**	1,027,989
Trade receivables	**2,354,934**	978,443	**-**	-	**-**	**-**	**2,354,934**	978,443
Total anticipated inflows	**10,022,456**	2,006,432	**-**	-	**-**	**-**	**10,022,456**	2,006,432
Net inflow/ (outflow) on financial instruments	**3,727,943**	(831,435)	**(1,072,939)**	(490,727)	**-**	**-**	**2,655,004**	(1,322,162)

(c) Net fair values

The net fair value of assets and liabilities approximates their carrying value. No financial assets and liabilities are readily traded on organised markets in standardised form.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the Statement of Financial Position and notes to the financial statements.

(d) Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

(e) Sensitivity analysis

The Company has performed a sensitivity analysis relating to its exposure to foreign currency risk at balance date. The effect on profit and equity as a result changes in the value of the Australian Dollar to a range of currencies in which it holds funds including US Dollar, New Zealand Dollar, Euro, Pound Sterling, Japanese Yen, Indonesia Rupiah and Malaysian Ringgit, is as follows:

Consolidated	Carrying Amount	Interest Rate Risk-1%		Interest Rate Risk +1%	
	$	Profit $	Equity $	Profit $	Equity $
2025					
Financial Assets					
Cash and cash equivalents	7,667,522	(76,675)	(76,675)	76,675	76,675
2024					
Financial Assets					
Cash and cash equivalents	1,027,989	(10,280)	(10,280)	10,280	10,280

Consolidated A$ 5% stronger / (weaker)	Carrying amount in original currency	Currency Risk +5%		Currency Risk -5%	
		Profit	Equity	Profit	Equity
2025	$	A$	A$	A$	A$
Financial Assets					
Cash in US $	110,773	(8,053)	(8,053)	8,053	8,053
Cash in £ Sterling	97	(10)	(10)	10	10
Cash in JPY	8,759,313	(4,425)	(4,425)	4,425	4,425
Cash in Euro	13,481	(1,149)	(1,149)	1,149	1,149
Cash in IDR	281,044,395	(1,259)	(1,259)	1,259	1,259
Cash in MYR	25,212	(435)	(435)	435	435
Cash in NZ$	22,839	(1,010)	(1,010)	1,010	1,010
Cash in CZK	5,954	(21)	(21)	21	21
		(16,362)	**(16,362)**	**16,362**	**16,362**
2024					
Financial Assets					
Cash in US $	301,969	(21,708)	(21,708)	21,708	21,708
Cash in £ Sterling	21,340	(1,938)	(1,938)	1,938	1,938
Cash in JPY	6,037,221	(2,697)	(2,697)	2,697	2,697
Cash in Euro	33,815	(2,599)	(2,599)	2,599	2,599
Cash in IDR	313,194,364	(1,373)	(1,373)	1,373	1,373
Cash in MYR	24,940	(380)	(380)	380	380
Cash in NZ$	20,772	(905)	(905)	905	905
Cash in CZK	148,775	(453)	(453)	453	453
		(32,053)	**(32,053)**	**32,053**	**32,053**

25 REMUNERATION OF AUDITORS

Audit services	2025	2024
	$	$
Audit of financial reports – RSM Australia Pty Ltd	115,500	110,000
Total remuneration for audit services	**115,500**	**110,000**

26 COMMITMENTS

Capital commitments

As at 30 June 2025, the Company has no capital commitments (2024: $Nil).

27 EARNINGS PER SHARE

	2025	2024
Profit/(Loss) for the period used in earnings per share		
From continuing operations	4,901,181	(12,974,651)
From discontinued operations	-	(526,072)
Weighted average number of shares[1]		
Basic earnings per share calculation	2,078,445,855	1,930,248,138
Diluted earnings per share calculation	2,149,526,389	1,930,248,138
Earnings per share from continuing operations	Cents	Cents
Basic profit/(loss) per share (cents per share)	0.24	(0.67)
Diluted profit/(loss) per share (cents per share)	0.23	**(0.67)**
Earnings per share from discontinued operations		
Basic loss per share (cents per share)	-	(0.03)
Diluted loss per share (cents per share)	-	**(0.03)**

[1] the number of ordinary shares outstanding from the beginning of the year to the acquisition date is computed on the basis of the weighted average number of ordinary shares of the accounting acquirer (BLS) outstanding during the period multiplied by the exchange ratio established in the merger agreement; and (b) the number of ordinary shares outstanding from the acquisition date to the end of that period shall be the actual number of ordinary shares of (the accounting acquiree (BXN) outstanding during that period.

The basic earnings per share for the comparative period before the acquisition date presented in the consolidated financial statements following a reverse acquisition is calculated by dividing: (a) the profit or loss of the legal acquiree (BLS) attributable to ordinary shareholders in each of those periods by (b) the legal acquiree's historical weighted average number of ordinary shares outstanding multiplied by the exchange ratio established in the acquisition agreement.

28 SHARE BASED PAYMENTS

Equity settled incentives

The Company has accrued $726,000 in equity incentives for employees for the year ended 30 June 2025.

Options

The Company expensed $63,000 in respect of director options during the year and a further $57,762 in respect of consultants. There were no options issued in the prior year or outstanding at the end of the prior year.

During the year the Company issued the following options over ordinary shares:

- On 19 December 2024 the Company issued 5,000,000 director options on the terms outlined below (Series 1).
- On 1 April 2025 the Company issued 3,000,000 options to a broker and an advisor on the terms outlined below (Series 2).
- On 1 April 2025 the Company issued 24,000,000 options to a broker on the terms outline below (Series 3).
- On the 1 April 2025 the Company issued 57,800,000 options to shareholders participating in the capital raise undertaken in March 2025. The options were free attaching options on the basis of one option for every two new shares issued.

Weighted average exercise price for options outstanding at balance date is $0.045 and average life is 2.2 years.

The fair value at grant date has been determined using the Black-Scholes Option Pricing Methodology that takes into account the exercise price, the term of the right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right. These inputs are as follows:

The details relating to the options outstanding at balance date are;

	Series 1	**Series 2**	**Series 3**
Share price at date of issue	$0.02	$0.026	$0.026
Risk free rate	3.95%	3.39%	3.39%
Grant date	19/12/2024	1/4/2025	1/4/2025
Expiry date	19/12/2027	26/3/2027	26/3/2027
Exercise price	$0.02	$0.01	$0.0437
Number on issue	5,000,000	3,000,000	24,000,000
Volatility	100%	100%	100%
Value per option	$0.0127	$0.0193	$0.0107

Performance rights

Shareholders at the General Meeting on 5 May 2023 approved the issue of 26,666,667 performance rights to Mr Samuel Watson (20,000,000 performance rights) and Mr Jason Hine (6,666,667 performance rights). A total of 2,000,000 rights lapsed during the 2025 year (2024:13,333,334). The Company issued a further 17,638,890 performance rights to employees during the 2024 financial year, of which 2,333,334 rights lapsed during the 2025 year.

The Company issued 12,000,000 performance rights to employees on 31 October 2024, of which 6,000,000 rights lapsed during the year ended 30 June 2025, and a further 30,000,000 performance rights to directors on 19 December 2024.

The Company awarded 2,583,334 shares converted performance rights on 31 October 2024. A reconciliation of performance rights is outlined below.

	Number 2025	Number 2024
Opening balance	30,972,224	26,666,667
Performance rights lapsed	(10,333,334)	(13,333,333)
Performance rights vested	(2,583,334)	-
Performance rights issue 2024	42,000,000	17,638,890
Closing balance 30 June 2024	**60,055,556**	**30,972,224**

The performance rights will vest on the achievement of milestones based on achieving revenue and gross profit targets over the period to 31 December 2026.

Performance rights

During the year the 2024 Financial Year the Company issued 17,638,890 performance rights to employees and consultants, to vest over two years, based on achieving sales milestones for CY2024 and CY2024. The fair value at grant date was determined using the Black-Scholes Option Pricing Methodology that takes into account the exercise price, the term of the right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right. The Company recorded an expense for the 2024 year in respect of these performance rights in the amount of $44,097 and in the 2025 year $17,458.

	2024 Performance Rights Grants
i. Underlying share price	$0.01
ii. Exercise price	$nil
iii. Term	1.78 yrs
iv. Risk-free rate	4.07%
v. Dividend yield	Nil
vi. Volatility (rounded)	100.0%
vii. Performance Period	22/3/2024 to 31/12/25

The Company issued 26,666,667 performance rights during the previous year to two directors of the Company. The Company recorded an expense for the year in respect of these performance rights in the amount of $96,603 (2024: $94,634). The total value of rights as at grant date amounts to $428,000, and $313,857 after taking into account the probability of achievement on the non-market based vesting conditions. This amount will be amortised in accordance with the vesting conditions and term outlined below.

The fair value at grant date has been independently determined by an independent external advisor using a Monte Carlo Simulation Methodology and Black-Scholes Option Pricing Methodology that takes into account the exercise price, the term of the right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right. These inputs are as follows:

	Tranche 1 2023 STIs	Tranche 2 2023 STIs	Tranche 3 2024 STIs	Tranche 4 2025 STIs
viii. Underlying share price	$0.026	$0.026	$0.026	$0.026
ix. Exercise price	$nil	$nil	$nil	$nil
x. Term	0.80 yrs	0.80 yrs	2.80 yrs	2.80 yrs
xi. Risk-free rate	3.519%	3.519%	3.203%	3.203%
xii. Dividend yield	Nil	Nil	Nil	Nil
xiii. Volatility (rounded)	90.0%	90.0%	90.0%	90.0%
xiv. Performance Period	1/1/23 to 31/12/23	1/1/23 to 31/12/23	1/1/24 to 31/12/25	1/1/24 to 31/12/25
xv. VWAP Milestones (30day VWAP)	**(1) $0.03 (7.5% vesting)** **(2) $0.04 (10.0% vesting)** **(3) $0.05 (12.5% vesting)**	**(1)** **(2)** **(3)**		**$0.03 (15.0% vesting)** **$0.04 (20.0% vesting)** **$0.05 (25.0% vesting)**

The performance rights have been allocated as follows:

	Samuel Watson	Jason Hine
2023 STI Performance Rights	5,000,000	1,666,667
2023 LTI Performance Rights	5,000,000	1,666,667
2024 LTI Performance Rights	5,000,000	1,666,667
2025 LTI Performance Rights	5,000,000	1,666,667

The 2023 to 2025 LTI Performance Rights are subject to the following share price and revenue milestones/vesting conditions.

% Share Price Milestones – the 2023 – 2025 LTI Performance Rights will vest upon:

15% The 30 day VWAP (prior to the end of the Performance Period) of the Company's share price being equal or greater than 3 cents

20% The 30 day VWAP (prior to the end of the Performance Period) of the Company's share price being equal to or greater than 4 cents

25% The 30 day VWAP (prior to the end of the Performance Period) of the Company's share price being equal to or greater than 5 cents

Note: The share price milestones are cumulative. If the Share price achieves a second, third or fourth hurdle before there is time for vesting of the Rights for a previous hurdle, then all the Rights due at that hurdle will be vested

Either:	**Sales for the years 2023 to 2025 achieve the following:**
10%	CY 2023: A$10 million
15%	CY 2024: A$15 million
15%	CY 2025: A$20 million

The STI hurdles for CY2023 will be the rights granted with 30% applying to the share price hurdles, and 70% applying to the revenue hurdle for 2023 on a pro rata basis.
The 2023 STI and 2023 LTI hurdles were not achieved and these performance rights, 15,333,334 in total have lapsed.

28 SHARE BASED PAYMENTS CONTINUED

In FY2025 the Company issued a further 12 million performance rights to employees, of which 6,000,000 rights lapsed during the year ended 30 June 2025, and a further 30 million performance rights were issued to directors (20 million to Samuel Watson and 10 million to Jason Hine), which were approved at the Annual general meeting on 27 November 2024.

The hurdles for these 30 million performance rights are as follows:

The 2025 and 2026 Performance Rights are subject to certain performance milestones (**Performance Conditions**) which are set out below. Upon achievement of the Performance Conditions prior to the end of the Performance Period, the Performance Rights will vest in the percentages set out below.

%	Share Price Milestones – the Rights will vest upon:
25%	The 30 day VWAP of the Company's share price being equal to or above 50% of the 30 day VWAP for the Company's Shares as at 4 October 2024
25%	The 30 day VWAP of the Company's share price being equal to or above 100% of the 30 day VWAP for the Company's Shares as at 4 October 2024
25%	The 30 day VWAP of the Company's share price being equal to or above 150% of the 30 day VWAP for the Company's Shares as at 4 October 2024
25%	The 30 day VWAP of the Company's share price being equal to or above 200% of the 30 day VWAP for the Company's Shares as at 4 October 2024
Note: The share price milestones are cumulative. If the Share price achieves a second, third or fourth hurdle before there is time for vesting of the Rights for a previous hurdle, then all the Rights due at that hurdle will be vested	
Alternate Milestones: In the event that any one of the following alternative milestones are met during the Performance Period, the % of the Rights not yet vested at that time, allocated to that milestone, will vest.	
2025 50%	In the event revenue for the financial year ended 30 June 2025 is greater than $20m
2025 50%	In the event that the business is profitable (pre charge for share based payments) and cash flow positive for the year ended 30 June 2025
2026 50%	In the event revenue for the financial year ended 30 June 2026 is greater than $30m
2026 50%	In the event that the business is profitable (NPBT>10% of Revenue) (pre charge for share based payments) and cash flow positive for the year ended 30 June 2026

The fair value at grant date has been independently determined by an independent external advisor using Monte Carlo Simulation (MCS) Methodology, which utilises the Binomial Option Pricing Model, to estimate the fair value of the Rights. The valuation of the Rights takes into consideration the exercise price, the term of the right, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the right. The total value for these rights was determined at $246,000 using the inputs outlined below:

	2025 Performance Rights – Tranche 1	2025 Performance Rights – Tranche 2
xvi. Underlying share price	$0.009	$0.009
xvii. Exercise price	$nil	$nil
xviii. Term	1.71 yrs	1.88 yrs
xix. Risk-free rate	3.891%	3.872%
xx. Dividend yield	Nil	Nil
xxi. Volatility (rounded)	115.0%	115.0%
xxii. Performance Period	1/7/24 to 30/6/2026	1/7/24 to 30/6/2026
Value per right	**$0.0066**	**$0.0066**

The valuation inputs for the 12 million performance rights are as follows:

i. Underlying share price	$0.01
ii. Exercise price	$nil
iii. Term	3 yrs
iv. Risk-free rate	3.97%
v. Dividend yield	Nil
vi. Volatility (rounded)	100.0%
vii. Performance Period	6/5/24 to 30/6/2027
Value per right	$0.01

Summary of share based payments expense	**2025**	**2024**
	$	**$**
2023 performance rights directors	96,603	94,634
2024 performance rights employees	17,458	44,097
2025 performance rights directors	246,000	-
2025 options - director	63,000	-
2025 options - consultants	57,762	-
Accrued share based incentives for employees	726,000	-
	1,206,823	**138,731**

29 PARENT ENTITY DISCLOSURES

	2025 $	2024 $
(a) Financial position		
Total Current Assets	**2,895,212**	1,132,909
Total Assets	**12,931,633**	4,262,285
Total Liabilities	**829,610**	962,729
Net Assets/(Liabilities)	**12,102,023**	3,299,556
EQUITY		
Contributed equity	21,476,616	18,997,751
Reserves	1,327,974	212,221
Accumulated losses	(10,702,567)	(15,910,416)
Equity	**12,102,023**	**3,299,556**
(b) Reserves		
Option reserve	1,640,297	204,039
(c) Financial performance		
	2025 **$**	**2024** **$**
Profit/(loss) for the year	4,901,181	(13,325,050)
Other comprehensive income	-	-
	4,901,181	**(13,325,050)**
(d) Commitments	**-**	**-**

30 RELATED PARTY TRANSACTIONS

(a) Key management personnel

Refer to the Remuneration Report contained in the Directors Report contained in the Directors Report for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2025.

The total remuneration paid to key management personnel of the company and the group during the year is as follows:

	2025	2024
	$	$
Short-term employee benefits	683,000	770,000
Post- employment benefits	25,300	24,200
Share based payments	365,937	102,966
	1,074,237	**897,166**

(b) Transactions with other related parties

During the year the following transactions were undertaken with related parties on an arms' length basis:

$144,000 (2024: $132,000) was paid to Integrated CFO Solutions Pty Ltd, a company controlled by the Company Secretary, for accounting services.

31 EVENTS SUBSEQUENT TO BALANCE DATE

On 26 August,2025 the Company filed a claim for loss or damages against a major shareholder for relief pursuant to section 236 and 237 of the Australian Consumer Law (NSW).

On 29 August 2025 the Company provided FY 2026 market guidance as follows:

Revenue: $65,000,000 to $75,000,000
EBITDA: $11,500,000 to $13,500,000

Other than the foregoing, there are no matters that have arisen since 30 June 2025 that has significantly affected, or may significantly affect:

- The Company's operations in future financial years; or
- The results of those operations in future financial years; or
- The Company's state of affairs in future financial years.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Basis of preparation

The consolidated entity disclosure statement has been prepared in accordance with the s295(3A)(a) of the Corporations Act 2001 and includes the required information for Bioxyne Limited and the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

Tax Residency

S295(3A)(vi) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency may involve judgement as there are different interpretation that could be adopted, and which could give rise to different conclusions regarding residency.

In determining tax residency, the Group has applied the following interpretations:

Australian Tax Residency

Current legislation and judicial precedent has been applied, including having regard to the Tax Commissioner's public guidance.

Foreign tax residency

Where appropriate, independent tax advisers have been engaged to assist in the determination of tax residence to ensure applicable foreign tax legislation has been complied with.

Name of Entity[1]	Country of Incorporation	Ownership Interest 2024 %	Income Tax Jurisdiction
Breathe Life Sciences Pty Ltd	Australia	100%	Australia
BLS Wholesalers Pty Ltd	Australia	100%	Australia
BLS Panther Pty Ltd	Australia	100%	Australia
Breathe Life Science UK Ltd	United Kingdom	100%	United Kingdom
Always Pure Organics EU	Czech Republic	100%	Czech Republic
Dr Watson Japan KK	Japan	100%	Japan
Mirai Solution Co KK	Japan	100%	Japan
Global Treasure New Zealand Limited	New Zealand	51	New Zealand
New Zealand Nutritional Research Institute Limited	New Zealand	51	New Zealand
Bioxyne International Malaysia Sdn Bhd	Malaysia	51	Malaysia
Bioxyne International Pty Ltd	Australia	51	Australia
P.T. Gamata Utama	Indonesia	51	Indonesia
Bioxyne International (NZ) Limited	New Zealand	51	New Zealand

DIRECTOR'S DECLARATION

DIRECTOR'S DECLARATION

1. In the opinion of the directors of Bioxyne Limited ("the Company" or "the Group"):

a. The consolidated financial statements and notes thereto, as set out on pages 24 to 56, are in accordance with the Corporations Act 2001 including:

i. giving a true and fair view of the Group's financial position as at 30 June 2025 and of the performance of the Group for the year then ended; and

ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.

2. There are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

3. The consolidated financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

4. The consolidated entity disclosure statement required by subsection 295(3A) of the Corporations Act 2001 is true and correct

5. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2025. This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.303(5) of the Corporations Act 2001.

Sam Watson
Managing Director
30 September 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

RSM

RSM Australia Partners

Level 7, 1 Martin Place
Sydney
NSW 2000
Australia
T +61 (02) 8226 4500
F +61 (02) 8226 4501
rsm.com.au

INDEPENDENT AUDITOR'S REPORT
To the Members of Bioxyne Limited

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Bioxyne Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
(ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (*including independence standards*) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed this matter
Recognition of Revenue Refer to Note 3 in the financial statements	
Revenue for the year ended 30 June 2025 was $28,429,544. The primary revenue stream is sale of goods. There is the risk revenue may be deliberately overstated as a result of management override of internal controls. The management of the Group considers sales as a key performance measure which could create an incentive for sales to be recognized before the services have been provided. Revenue recognition is a significant risk also due to the nature of sales made in the course of operations for the Group, with payments often made in advance of the services being rendered. The Group is therefore required to recognise such receipts as deferred revenue until such time as the services are rendered or otherwise recognised in accordance with AASB 15 – Revenue from Contracts with Customers.	Our audit procedures in relation to the recognition of revenue included: • Obtaining a detailed understanding of each of the revenue streams and the process for calculating and recording revenue under *AASB 15 Revenue from Contracts with Customers*. • Assessing whether the Group's revenue recognition policies were in compliance with Australian Accounting Standards. • Performing tests of detail on a sample basis to test the occurrence, completeness and accuracy of revenue. The detailed testing included agreeing transactions recorded at the sales listing to sales invoices, agreeing the receipt of cash to bank statements, agreeing the delivery of goods to proof of delivery; • Performing specific targeted cut-off testing over transactions recorded either side of the period end, to ensure that revenues were recorded in the appropriate period. • Assessing the appropriateness of the disclosures in the financial report.
Accounting for Inventories Refer to Note 11 in the financial statements	
As of 30 June 2025, inventories amounted to 3,605,525 an increase of $1,463,602. We consider this to be a key audit matter because: • Inventory balances have significantly increased versus prior periods to meet the greater demand for BXN and BLS products under the various manufacture and supply agreements entered with customers. • Multiple arrangements have been noted for the sale of inventory, such as bill-and-hold inventory, inventory provided to customers on consignment, inventory sales via pick-up and inventory sales via delivery.	Our audit procedures in relation to inventories included: • Attendance at the year-end stock take procedures at a sample of locations. We validated the accuracy of the counts for a sample of items by comparing our count results with the results of counts performed by the Group's employees. We have also observed inventories that are considered obsolete or expired goods and if additional provision is needed. • Evaluated the accuracy of inventories whether they are carried at lower of cost or its net realisable value • Performing cut-off testing over purchases recorded either side of the period end, to ensure that inventories were recorded in the appropriate period • Assessing the appropriateness of the disclosures in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2025, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

a. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001; and

b. the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf. This description forms part of our auditor's report.

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 17 to 20 of the directors' report for the year to ended 30 June 2025.

In our opinion, the Remuneration Report of Bioxyne Limited, for the year ended 30 June 2025, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

RSM Australia Partners

Cameron Hume
Partner

Sydney, NSW, dated 30 September 2025

SHAREHOLDER INFORMATION

SHAREHOLDER INFORMATION

ASX additional information

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 12 September 2025.

(a) Distribution of equity securities

The number of shareholders, by size of holding, in each class of security are:

Security Classes:	BXN - ORDINARY FULLY PAID SHARES
As at date:	12-Sep-2025

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	97	27,961	0.00%
above 1,000 up to and including 5,000	59	176,205	0.01%
above 5,000 up to and including 10,000	98	837,524	0.04%
above 10,000 up to and including 100,000	714	32,032,858	1.47%
above 100,000	582	2,138,754,184	98.48%
Totals	**1,550**	**2,171,828,732**	**100.00%**

(b) Substantial shareholders

The company has the following substantial shareholders, as defined by the Corporations Act 2001, as at the date of this report:

Holder Name	Holding	% IC
BREATHE INTERNATIONAL LTD	576,268,527	26.53%
IAN EDWARD OWLES	132,488,966	6.10%
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	130,821,636	6.02%

(c) Voting rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(d) Top twenty shareholders

Top holders grouped report
Bioxyne Limited

Security classes: BXN - ORDINARY FULLY PAID SHARES

As at date: 12-Sep-2025
Display top: 20

Position	Holder Name	Holding	% IC
1	BREATHE INTERNATIONAL LTD	576,268,527	28.26%
2	KIRKMAN TRADING LTD	157,805,604	7.74%
3	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	130,821,636	6.41%
4	MR CHRISTOPHER PEACOCK WILSON	83,627,084	4.10%
5	BPMGMT LTD	79,493,379	3.90%
6	ZONETECH WELLNESS LTD	57,732,857	2.83%
7	CITICORP NOMINEES PTY LIMITED	55,846,056	2.74%
8	GAVIN JAMES OGILVIE	35,528,354	1.74%
9	ANDREW ALEXANDER OGILVIE	35,028,354	1.72%
10	PAULA OGILVIE	33,000,000	1.62%
11	GRACE INVESTMENTS - FZCO	30,000,000	1.47%
12	IONA BLAKENEY	24,500,000	1.20%
13	MR ANTHONY PENG HO & MRS CHUI HOONG HO	24,390,750	1.20%
14	KEE-SIONG CHIA	23,050,000	1.13%
15	CHUN-CHIEH HSU	20,000,000	0.98%
16	MR MAKRAM HANNA & MRS RITA HANNA <HANNA & CO P/L SUPER A/C>	17,000,594	0.83%
17	SOUTHAM INVESTMENTS 2003 PTY LTD <WARWICKSHIRE INVESTMENT A/C>	16,721,550	0.82%
18	MRS PENG HYANG NG	15,000,000	0.74%
19	MR JARRAD HAND	14,234,001	0.70%
20	MR BRETT ARTHUR BRETHERTON	12,700,000	0.62%
	Total	**1,442,748,746**	**70.75%**
		2,039,339,766	**100.00%**

(e) The Company has 296 unmarketable parcels as at 12 September 2025.

(f) There is currently no on-market buy-back

(g) Total number of each class of securities issued but not quoted on the ASX.

Option expiring 26 March 2027 Exercisable at $0.05: 57,800,000
Option expiring 26 March 2027 Exercisable at $0.0437: 24,000,000
Option expiring 26 March 2027 Exercisable at $0.01: 3,000,000
Option expiring 19 December 2027 Exercisable at $0.02: 5,000,000
Performance rights: 53,055,556

DIRECTORS

Anthony Ho	Independent Non-Executive Chairman
Samuel Watson	Managing Director, Chief Executive Officer
Jason Hine	Executive Director

CHIEF FINANCIAL OFFICER | COMPANY SECRETARY

Guy Robertson

AUDITORS

RSM Australia Partners
Level 13, 60 Castlereagh Street
Sydney NSW 2000

BANKER

National Australia Bank Limited
255 George Street
Sydney NSW 2000

SHARE REGISTRY

Automic Pty Ltd
Level 5 126 Phillip Street
Sydney NSW 200
Telephone:
1300 288 664 (within Australia)
+61 2 9698 5414 (international)

hello@automicgroup.com.au

REGISTERED OFFICE

Level 5, 50 Clarence Street
Sydney NSW 2000

MAILING ADDRESS

GPO Box Q128
Queen Victoria Building
NSW 1230
AUSTRALIA

WEBSITE

www.bioxyne.com

Bioxyne Limited shares (ASX Code: BXN) are listed on the Australian Securities Exchange.

Bioxyne

REGISTERED OFFICE
Level 5, 50 Clarence Street
Sydney NSW 2000

www.bioxyne.com