

Further funds raised under the Placement Bio-Gene's Share Purchase Plan commences

- Total amount raised under the placement has increased to \$1.9 million.
- The Share Purchase Plan forms part of the capital raising initiative announced on 1 September 2023.
- Eligible shareholders are offered shares under the SPP at the same price of \$0.084 (8.4 cents) as was offered to sophisticated and professional investors, up to a maximum of \$10,000 per eligible shareholder.
- Funds for the production of FLAVOCIDE[®] active constituent and the conduct of key studies required for regulatory approval application in Australia.

Bio-Gene Technology Limited (ASX: BGT, **Bio-Gene** or **the Company**), an agtech development company enabling the next generation of novel insecticides to address insecticide resistance, announced the launch of a placement and SPP on 1 September 2023. On 5 September 2023 Bio-Gene announced that it had received commitments to raise \$1.4 million via a share placement to sophisticated and professional investors. Today the Company announces that it has received a further amount of \$500,000 as part of the placement.

The funds raised under the placement and the SPP will enable the production of FLAVOCIDE[®] active constituent and the conduct of key toxicology and other studies required for inclusion in the dossier of data to support an application for registration of FLAVOCIDE[®] active constituent in Australia.

Tim Grogan, Bio-Gene's Managing Director and Chief Executive Officer, commented:

"The support of Bio-Gene's shareholders is critically important in enabling the Company to move forward with the development and commercialisation of the FLAVOCIDE[®] active constituent. We are very pleased with the response to the placement from sophisticated and professional investors, and the SPP enables our Eligible Shareholders to participate in the Company's current capital raising."

Share Purchase Plan (SPP)

In order to allow existing Eligible Shareholders (defined below) to participate in the capital raising, the Company is offering to issue fully paid ordinary shares in the Company under a Share Purchase Plan (**SPP**) without disclosure to investors under Part 6D.2 of the *Corporations Act 2001*. Under the SPP, Eligible Shareholders will be able to purchase up to \$10,000 worth of new fully paid ordinary shares in the Company, irrespective of the number of shares an Eligible Shareholder currently holds.

Eligible Shareholders are those shareholders whose registered address is in Australia as at 7.00 pm (AEST) on 31 August 2023 (**Record Date**). Shareholders with a registered address outside Australia at the Record Date will not be eligible to participate in the SPP. The closing date for the SPP is 5:00 pm (AEST) on 27 September 2023 (and if this date changes, an announcement will be made to ASX). Further details are included in the SPP Offer Booklet which is being dispatched to Eligible Shareholders and released to ASX.

Approved for release by the Board.

- ENDS -

For further information, please contact:*Bio-Gene Technology Limited:*

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About Bio-Gene Technology Limited

Bio-Gene is an Australian agtech development company enabling the next generation of novel insecticides to address the global problems of insecticide resistance and toxicity. Its novel platform technology is based on a naturally occurring class of chemicals known as beta-triketones.

Beta-triketone compounds have demonstrated insecticidal activity (e.g. kill or knock down insects) via a novel mode of action in testing performed to date. This platform may provide multiple potential new solutions for insecticide manufacturers in applications across Crop Protection, Grain Storage, Public Health and Consumer Products. The Company's aim is to develop and commercialise a broad portfolio of targeted insect control and pest management solutions.

FLAVOCIDE® is a nature-identical beta-triketone molecule produced synthetically by a chemical process. It is covered by Bio-Gene patents for use as an insecticide and has demonstrated significant activity against a range of insect pests. Bio-Gene is the Owner in Australia of FLAVOCIDE®, registered Trademark 1714598.

Share Purchase Plan



12 September 2023

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

IMPORTANT INFORMATION

This is an important document offering Eligible Shareholders the opportunity to apply to purchase Shares worth up to the Maximum Application Amount in respect of each Eligible Shareholder (as that term is defined in the SPP Offer, and being an amount up to A\$10,000) without paying brokerage or transaction costs. If you are unsure what to do, please contact your professional adviser.

Disclaimers

This SPP Offer booklet and the accompanying Application Form is not an offer to sell or a solicitation of an offer to subscribe or purchase or a recommendation of any securities and may not be distributed in any jurisdiction except in accordance with the legal requirements applicable in such jurisdiction. No action has been or will be taken that would permit a public offering of the Shares in any jurisdiction. Recipients of this SPP Offer booklet should inform themselves of the restrictions that apply in their own jurisdiction.

New Zealand

The Shares are not being offered or sold to shareholders who are residents of New Zealand.

United States

This SPP Offer booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or for the account or benefit of, any "U.S. Person" (as defined in Rule 902(k) under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**)) (**U.S. Person**). Neither this SPP Offer booklet nor the Application Form may be distributed to, or relied upon by, persons in the United States or U.S. Persons or persons who are acting for the account or benefit of persons in the United States or U.S. Persons. The Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may only be offered and sold outside the United States to persons that are not U.S. Persons and are not acting for the account or benefit of U.S. Persons in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act (**Regulation S**) and the laws of the jurisdiction in which such securities are offered and sold.

Advice warning

The information in this SPP Offer booklet is given in good faith and derived from sources believed to be accurate at this date but no warranty of accuracy or reliability is given and no responsibility arising in any other way, including by reason of negligence for errors or omission herein is accepted by Bio-Gene or its officers. This SPP Offer booklet does not take into account the investment objectives, financial situation and particular needs of the investor. Nothing in these terms and conditions, the Application Form or any other accompanying documentation constitutes investment or financial product advice.

Before making an investment in Bio-Gene, the investor or prospective investor should consider whether such an investment is appropriate to their particular investment needs, objectives and financial circumstances and consult an investment adviser if necessary.

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KEY EVENTS AND DATES*

Record Date (for determining eligibility to participate in SPP)	7.00pm on 31 August 2023
SPP Offer opening date	12 September 2023
SPP Offer closing date	5.00pm on 27 September 2023
Announcement of the number of Shares to be allotted under the SPP	3 October 2023
Allotment of new Shares under the SPP, and despatch of transaction confirmations	3 October 2023
Expected commencement date for trading of new Shares issued under the SPP on ASX	4 October 2023

* The above dates and times refer to dates and times in Melbourne, Australia. Bio-Gene reserves the right, in its discretion, to vary these dates by making an announcement to the ASX.

SUMMARY OF THE SPP

What is the SPP?

The SPP provides Eligible Shareholders with the opportunity to subscribe for Shares worth up to the Maximum Application Amount in respect of each Eligible Shareholder (being an amount up to A\$10,000) at an issue price of A\$0.084 (8.4 cents) per Share, without incurring any brokerage, commissions or other transaction costs. The right to participate in the SPP is personal and not transferable.

Eligible shareholders

Participation in the SPP is optional and is available exclusively to "eligible shareholders". In general terms, to be an eligible shareholder you must be registered as the holder of Shares as at the Record Date and your address as recorded in Bio-Gene's register of members must be in Australia.

Issue price

The issue price for each new Share under the SPP will be at A\$0.084 (8.4 cents) per Share.

How much can you invest?

Applications can be made to purchase a parcel of Shares in respect of a minimum amount of A\$1,000 or an amount of A\$2,500 or A\$2,500 incremental amounts thereafter. The maximum number of Shares that an Eligible Shareholder can subscribe for will be restricted to Shares worth up to the Maximum Application Amount in respect of each Eligible Shareholder.

The Maximum Application Amount, in relation to each Eligible Shareholder, is A\$10,000. The Maximum Application Amount in respect of an Eligible Shareholder applies to each Eligible Shareholder irrespective of the number of Shares held as at the Record Date.

How to participate

If you would like to participate in the SPP you can either:

- Make a payment by BPAY® in accordance with the instruction on the Application Form ensuring that payment is made prior to 5.00pm Melbourne, Australia time on Wednesday, 27 September 2023. If payment is made by BPAY® there is no requirement to return the Application Form.
- Make a payment by electronic funds transfer (**EFT**) in accordance with the instruction on the Application Form ensuring that payment is made prior to 5.00pm Melbourne, Australia time on Wednesday, 27 September 2023. If payment is made by EFT there is no requirement to return the Application Form.

Payments by cheque or money order will not be accepted.

CHAIRMAN'S LETTER
12 SEPTEMBER 2023

Dear Shareholder,

On behalf of the Bio-Gene Board of Directors, I am pleased to invite you to participate in a share purchase plan (the **SPP**) to purchase fully paid ordinary shares in Bio-Gene (the **Shares**) worth up to the Maximum Application Amount (as that term is defined in the SPP Offer and being an amount up to A\$10,000) without incurring brokerage or any other transaction costs.

On Tuesday, 5 September 2023, Bio-Gene announced that it had secured commitments to subscribe for approximately 16.7 million new fully paid ordinary shares at a price of A\$0.084 (8.4 cents) per share raising approximately A\$1.4 million and on Tuesday, 12 September 2023, Bio-Gene announced that it had secured further commitments to subscribe for approximately 5.95 million new fully paid ordinary shares at a price of A\$0.084 (8.4 cents) per share raising a further A\$0.5 million, such that a total of A\$1.9 million would be raised under the placement (together the **Placement**). Bio-Gene is now giving the opportunity to Eligible Shareholders to subscribe for Shares under the SPP at the same price of A\$0.084 (8.4 cents) per Share as was offered to sophisticated and professional investors.

The proceeds raised from the Placement and SPP will primarily be used to fund expenses related to the production of FLAVOCIDE® active constituent and the conduct of key toxicology and other studies required for inclusion in the dossier of data to support an application for registration of FLAVOCIDE® active constituent in Australia.

This booklet contains the terms and conditions of the SPP. Accompanying this booklet you will also find your personalised Application Form which provides information and instructions on how to apply and pay for Shares under the SPP (the **Instructions**). You should read both this booklet and the Application Form in their entirety.

It is important to note that the SPP is scheduled to close at 5.00pm (Melbourne, Australia time) on Wednesday, 27 September 2023. To participate, you need to ensure that you have paid your application monies via BPAY or EFT pursuant to the Instructions before this time and date. You can participate in the SPP by applying to purchase a parcel of Shares for a minimum amount of A\$1,000 or an amount of A\$2,500 or A\$2,500 incremental amounts thereafter (subject to a maximum of the Maximum Application Amount (A\$10,000), irrespective of the size of your existing shareholding).

Your participation in the SPP is voluntary. All new Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights and entitlement to receive any future distributions. No brokerage or other transaction costs apply to purchases under the SPP. The issue of new Shares is expected to occur on Tuesday, 3 October 2023.

How to accept this offer

To apply for new Shares under the SPP, please follow the instructions in the enclosed personalised Application Form.

To participate, you can either:

1. Apply by BPAY®: Apply by making a payment by BPAY® from your cheque or savings account with your financial institution. To do this, you must use the biller code and the customer Reference Number shown on the Application Form, which is required to identify your holding. If you make your payment with BPAY® you do not need to return your Application Form.

OR

2. Apply by EFT: Apply by making a payment by EFT from your cheque or savings account with your financial institution. To do this, you must use the unique Payment Reference shown on the Application Form, which is required to identify your holding. If you make your payment with EFT you do not need to return your Application Form.

This letter and its attachments set out the details and terms and conditions of the SPP and the SPP Offer. We encourage you to read the enclosed material and seek your own financial advice in relation to the SPP before you decide whether to participate.

If you have any questions about the SPP please contact the Company's share registry (Automic) on 1300 288 664 (in Australia) or +61 2 9698 5414 (outside Australia) between 9.00am to 7.00pm (Australian Eastern Standard time) Monday to Friday or by e-mail to hello@automicgroup.com.au

On behalf of the Bio-Gene Board, I invite you to consider this investment opportunity and thank you for your ongoing support of our Company.

Yours sincerely,

Alex Ding
Chairman
Bio-Gene Technology Limited

1. SPP OFFER

- (a) Bio-Gene Technology Limited (**Bio-Gene** or the **Company**) offers Eligible Shareholders (defined in clause 2 below) the opportunity to purchase fully paid ordinary shares in Bio-Gene (**Shares**) at an issue price per Share of A\$0.084 (8.4 cent) per Share (**Issue Price**) up to the Maximum Application Amount (defined in clause 1(b)(iii) below) applicable to each Eligible Shareholder under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out in this booklet.
- (b) In these terms and conditions:
 - (i) the **SPP Offer** means the offer in clause 1(a);
 - (ii) the **SPP Shares** means the Shares which are offered for issue, or to be allotted, to Eligible Shareholders under the SPP; and
 - (iii) the **Maximum Application Amount**, in relation to each Eligible Shareholder, means A\$10,000.
- (c) Only persons who are Eligible Shareholders may participate in the SPP.
- (d) Directors and employees of Bio-Gene who are Eligible Shareholders may participate in the SPP.
- (e) Participation in the SPP is optional.
- (f) If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and non-renounceable, which means you cannot transfer them to another person.

2. ELIGIBLE SHAREHOLDERS

- (a) Subject to the remaining paragraphs of this clause 2, an **Eligible Shareholder** means a registered holder of Shares as at the **Record Date** (being 7.00pm (Melbourne, Australia time) on Thursday, 31 August 2023) whose address, as recorded in Bio-Gene's register of members, is in Australia.
- (b) Bio-Gene has determined that because of foreign securities laws, it is not practical for holders of Shares with registered addresses outside Australia to participate in the SPP.
- (c) Shareholders who hold Shares on behalf of persons who reside outside Australia or are "U.S. Persons" (as defined in Regulation S under the United States Securities Act of 1933) (**U.S. Securities Act**) or who act for the account or benefit of a U.S. Person are not entitled to participate in the SPP.

The Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act. Accordingly, Bio-Gene shareholders who are located in the United States or who are, or are acting for the account or benefit of, U.S. Persons, are not Eligible Shareholders entitled to participate in the SPP.

- (d) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification in the Application Form by one joint holder will be taken to have been given by all joint holders.
- (e) Where a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) is a registered holder of Shares and holds Shares on behalf of one or more persons (**Beneficiaries**), the SPP Offer is made to the custodian and the custodian has the discretion whether to extend the SPP Offer to the Beneficiaries.

If a custodian applies for Shares on behalf of a Beneficiary, Bio-Gene will not issue SPP Shares unless the custodian certifies the following in writing to Bio-Gene:

- (i) either or both of the following:
 - (A) that the custodian holds the Shares on behalf of one or more persons (each a **Participating Beneficiary**) that are not custodians; or
 - (B) that another custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more other persons (each a **Participating Beneficiary**), and the custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian;

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons to apply for SPP Shares on their behalf:

- (C) where sub-paragraph (i)(A) applies - the custodian; and
- (D) where sub-paragraph (i)(B) applies - the Downstream Custodian;
- (ii) the number of Participating Beneficiaries;
- (iii) the name and address of each Participating Beneficiary;
- (iv) in respect of each Participating Beneficiary:
 - (A) where sub-paragraph (i)(A) applies - the number of Shares that the custodian holds on their behalf; and
 - (B) where sub-paragraph (i)(B) applies - the number of Shares to which the beneficial interests relate;
- (v) in respect of each Participating Beneficiary:
 - (A) where sub-paragraph (i)(A) applies - the number or the dollar amount of Shares they instructed the custodian to apply for on their behalf; and
 - (B) where sub-paragraph (i)(B) applies - the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;

- (vi) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds A\$10,000:
 - (A) the Shares applied for by the custodian under the SPP in accordance with the instructions referred to in sub-paragraph (v): and
 - (B) any other Shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
 - (vii) that a copy of this SPP booklet was given to each Participating Beneficiary; and
 - (viii) where sub-paragraph (e)(i)(B) applies - the name and address of each custodian who holds beneficial interests in the Shares held by the custodian in relation to each Participating Beneficiary.
- (f) Custodians must request a "Custodian Certificate" when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the custodian application process, a shareholder should contact Bio-Gene's Share Registry Enquiry Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 9.00am to 7.00pm (Australian Eastern Standard time) Monday to Friday. Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.
- (g) A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

3. ISSUE PRICE

- (a) The Issue Price per SPP Share will be A\$0.084 (8.4 cents) per SPP Share.
- (b) The current Share price can be obtained from the ASX website at www.asx.com.au (ASX code: BGT).
- (c) Each person who applies to participate in the SPP accepts the risk that the market price of Shares may change between the Record Date, the date of the SPP Offer, the date on which the applicant makes a BPAY payment or sends in an Application Form and the date on which Shares are issued to the applicant under the SPP. The effect of this is that the Issue Price may be higher or lower than the market price of Shares at any given time, and that Shares could be bought on-market at a lower price than the Issue Price.

4. APPLICATION TO PARTICIPATE

4.1 Applying for SPP Shares

- (a) Participation in the SPP is optional.
- (b) Eligible Shareholders may participate in the SPP by applying to purchase a parcel of Shares for a minimum amount of A\$1,000 or an amount of A\$2,500 or A\$2,500

incremental amounts thereafter, up to a maximum of the Maximum Application Amount that applies to that Eligible Shareholder.

(c) If you are an Eligible Shareholder and wish to participate in the SPP, you must either:

(i) Make a payment by BPAY® in the appropriate amount in Australian dollars (being A\$1,000 or an amount of A\$2,500 or A\$2,500 incremental amounts thereafter up to the Maximum Application Amount (being A\$10,000) that applies to you) by using the biller code and your customer Reference Number (which is required to identify your holding), which are both on your personalised Application Form, so that payment is received by Bio-Gene's share registry by 5.00pm (Melbourne, Australia time) on Wednesday, 27 September 2023. If you make a payment by BPAY®, you do not need to send your completed Application Form as receipt of your BPAY® payment will be taken by Bio-Gene as your application;

OR

(ii) Make a payment by EFT in the appropriate amount in Australian dollars (being A\$1,000 or an amount of A\$2,500 or A\$2,500 incremental amounts thereafter up to the Maximum Application Amount (being A\$10,000) that applies to you) by using your unique Payment Reference (which is required to identify your holding), which appears on your personalised Application Form, so that payment is received by Bio-Gene's share registry by 5.00pm (Melbourne, Australia time) on Wednesday, 27 September 2023. If you make a payment by EFT, you do not need to send your completed Application Form as receipt of your EFT payment will be taken by Bio-Gene as your application.

Payments by cheque or money order will not be accepted.

(d) Receipts for payment will not be issued.

(e) If an Eligible Shareholder has more than one holding, the Eligible Shareholder may make a BPAY payment in respect of more than one holding, but may not apply for SPP Shares with an aggregate value of more than the Maximum Application Amount that applies to that Eligible Shareholder. Thus, an Eligible Shareholder may only make an application with respect to one holding. If an Eligible Shareholder has multiple holdings they will have multiple customer Reference Numbers or unique Payment References. Eligible Shareholders must use the customer Reference Number or unique Payment Reference shown on the Application Form when paying for any SPP Shares that are being applied for.

(f) You should be aware that your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when making payment of application monies via BPAY® or EFT. Your financial institution may have set a limit on the amount that you can pay via BPAY® or EFT. It is your responsibility to ensure that the amount you wish to pay via BPAY® or EFT is received by Bio-Gene's share registry by 5.00pm (Melbourne, Australia time) on Wednesday, 27 September 2023.

4.2 Bio-Gene's discretion with regard to applications

Bio-Gene may accept or reject any application under the SPP, including where:

- (a) you are not making a BPAY® payment or EFT payment or your application is otherwise determined by Bio-Gene to be invalid;
- (b) the amount of your BPAY® payment or EFT payment is less than A\$1,000;
- (c) your BPAY® payment or EFT payment is received after 5.00pm (Melbourne, Australia time) on Wednesday, 27 September 2023;
- (d) payment of the application monies is not submitted in Australian currency; or
- (e) Bio-Gene reasonably believes that you are not eligible to participate in the SPP (subject to compliance with any applicable ASIC or ASX requirements).

4.3 Certain applications

- (a) If the amount of your BPAY® payment or EFT payment is A\$1,000 or more (or A\$2,500 or more but not equal to a A\$2,500 incremental amount thereafter) up to the Maximum Application Amount that applies to you, Bio-Gene may allot to you the number of SPP Shares that would have been allotted had you applied for the number of Shares that equates to your application monies divided by the issue price of A\$0.084 (8.4 cents) per share.
- (b) If it appears that you are applying to purchase SPP Shares worth more than the Maximum Application Amount that applies to you in aggregate (including as a result of any Shares you hold directly, jointly or through a custodian or nominee arrangement), Bio-Gene may allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount (being A\$10,000) and refund to you the excess of your application monies without interest.

4.4 Refund

If you are entitled to a refund of all or any of your application monies for SPP Shares the refund will be paid to you, without interest, as soon as practicable by direct credit to your nominated bank account (as recorded by Bio-Gene's share registry).

5. EFFECT OF MAKING AN APPLICATION

If you submit a BPAY® payment or an EFT payment:

- (a) you warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (b) you are deemed to have accepted the SPP Offer, and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) you acknowledge that your application will be irrevocable and unconditional;
- (d) you agree to pay the Issue Price per SPP Share up to the maximum of:
 - (i) the value you have selected on the Application Form; or

- (ii) the maximum value of your BPAY® payment amount or EFT payment amount;
- (e) you certify and represent to Bio-Gene that you have not applied for SPP Shares worth more than the Maximum Application Amount that applies to you;
- (f) you certify that the total of the application price for the following does not exceed A\$10,000:
 - (i) the SPP Shares the subject of your application;
 - (ii) any other Shares issued under an arrangement similar to the SPP in the 12 months before the expected date of issue of SPP Shares;
 - (iii) any other Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the expected date of issue of SPP Shares as a result of an instruction given by you to the custodian or another custodian to apply for Shares on your behalf under that arrangement similar to the SPP and which resulted in you holding beneficial interests in such Shares,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (g) if you are a custodian, you represent to Bio-Gene that you satisfy one or more of the following sub-paragraphs:
 - (i) you hold an Australian financial services licence that covers the provision of a custodial or depository service (as defined by section 766E of the *Corporations Act 2001* (Cth) (**Corporations Act**));
 - (ii) you are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
 - (iii) you hold an Australian financial services licence covering the operation of an IDPS or you are a responsible entity of an IDPS-like scheme (as each of those terms are defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
 - (iv) you are a trustee of a:
 - (A) self-managed superannuation fund (within the meaning of section 17A of the *Superannuation Industry (Supervision) Act 1993* (Cth)); or
 - (B) superannuation master trust as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547; or
 - (v) you are the registered holder of Shares and are noted on Bio-Gene's register of members as holding the Shares on account of another person,

and that you have provided a Custodian Certificate to Bio-Gene;

- (h) you accept the risk associated with any refund that may be sent to your address as shown on Bio-Gene's register of members or to your nominated bank account (as recorded by Bio-Gene's share registry);
- (i) you acknowledge that no interest will be paid on any application monies held pending the allotment of SPP Shares or subsequently refunded to you for any reason;
- (j) you acknowledge that neither Bio-Gene nor its share registry has provided any investment advice or financial product advice, and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (k) you acknowledge that Bio-Gene (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (l) you acknowledge that the Shares to be issued under the SPP have not, and will not be, registered under the U.S. Securities Act or the securities law of any other jurisdiction outside Australia and, accordingly, the Shares to be issued under the SPP may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws. You may sell any Shares issued to you under the SPP in a standard brokered transaction on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;
- (m) you agree not to send this booklet or any other material relating to the SPP to any person in the United States or any other country outside Australia;
- (n) you agree to be bound by Bio-Gene's constitution;
- (o) you authorise Bio-Gene (and each of its officers and agents) to correct any error in or omission from the Application Form and complete the Application Form by inserting any missing details; and
- (p) you acknowledge that Bio-Gene may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective.

6. THE SHARES

- (a) Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.
- (b) Bio-Gene will apply for new Shares issued under the SPP to be quoted on the ASX.
- (c) If the amount of your BPAY® payment or EFT payment amount, when divided by the Issue Price per SPP Share of A\$0.084 (8.4 cents), results in a number with decimal points, the number of Shares allotted and issued to you will be rounded down to the nearest whole number of Shares.

7. NO TRANSACTION COSTS

Eligible Shareholders who participate in the SPP will not pay any brokerage, commissions or other transaction costs in respect of the issue and allotment of SPP Shares.

8. TIMETABLE

- (a) Subject to clause 8(b), the timetable for the key events relating to the SPP is as set out on page 3 of this booklet (**Timetable**).
- (b) Bio-Gene may, at its discretion, vary any of the dates in the Timetable or in these terms and conditions by lodging a revised timetable with the ASX.

9. RISK

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP Offer. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of Bio-Gene, previous disclosures made by Bio-Gene to the ASX (including disclosures regarding the risks of making an investment in Bio-Gene) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP Offer.

10. DISPUTE RESOLUTION

Bio-Gene may settle in any manner it thinks fit any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Bio-Gene will be conclusive and binding on all shareholders eligible to participate in the SPP and other persons to whom the determination relates. Bio-Gene's rights may be exercised by its board or any delegate of the board.

11. VARIATION, SUSPENSION AND TERMINATION

- (a) Bio-Gene may at its discretion and at any time:
 - (i) vary, suspend or terminate the SPP; or
 - (ii) waive compliance with any provision of the SPP.
- (b) If Bio-Gene varies, suspends or terminates the SPP, it will make an announcement to the ASX. Failure to notify shareholders of changes to or the suspension or termination of the SPP will not invalidate the variation, suspension or termination.
- (c) Bio-Gene reserves the right to issue no Shares under the SPP or fewer Shares under the SPP than you apply for under the SPP if Bio-Gene believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

12. ASIC CORPORATIONS (SHARE AND INTEREST PURCHASE PLANS) INSTRUMENT 2019/547

- (a) The SPP is offered in compliance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. ASIC Corporations (Share and Interest

Purchase Plans) Instrument 2019/547 provides relief from the requirement for Bio-Gene to provide full prospectus disclosure in relation to the SPP.

- (b) This instrument also provides relief to allow clients of second or subsequent level custodians to participate in the SPP. Any additional or varied ASIC requirements in the instrument will apply to participation on behalf of such clients.

13. **PRIVACY**

By receiving completed Application Forms, Bio-Gene collects personal information about Shareholders. Bio-Gene will use this information to process the Application Form and update its records. To the extent restricted by law, Bio-Gene will not disclose personal information about a Shareholder to a third party.

To the extent permitted by law, Shareholders are able to access, upon request, personal information about them held by Bio-Gene. A copy of the Bio-Gene Privacy Policy can be obtained from the Bio-Gene website at <https://www.bio-gene.com.au>. Bio-Gene's share registry's privacy policy is available on its website at <https://www.automicgroup.com.au>. Each privacy policy contains information about how you may seek access to, and correction of, your personal information and also contains information about how you can complain about a breach of the *Privacy Act 1988* and how such a complaint will be dealt with.

14. **UNDERWRITING**

Bio-Gene reserves the right to have the SPP underwritten, in whole or in part.

15. **GOVERNING LAW**

These terms and conditions are governed by the laws in force in the state of Victoria, Australia. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of the state of Victoria, Australia. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in the state of Victoria, Australia.

The rights and obligations attached to the SPP Shares are contained in the constitution of Bio-Gene. The terms and conditions of the SPP prevail over those set out in the Application Form to the extent of any inconsistency.