

BIOTRON LIMITED
ACN 086 399 144
SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 26 October 2022 (**Prospectus**) issued by Biotron Limited (ACN 086 399 144) (**Company**).

This Supplementary Prospectus is dated 23 November 2022 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus in hard copy or as an electronic copy and may be accessed on the Company's website at www.biotron.com.au.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. BACKGROUND

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in section 2 and section 3 by making an additional offer under the Prospectus of up to 59,613,457 Shares at an issue price of \$0.03 per Share to raise up to \$1,788,404 together with one (1) free New Option for every two (2) Shares applied for and issued (**Additional Offer**). The Additional Offer is being made due to the significant number of applications and interest received for the Shortfall Offer.

The amendments to the Prospectus outlined in section 2 and section 3 below should be read in conjunction with the Prospectus.

2. AMENDMENTS TO THE PROSPECTUS

2.1 General

The Company has resolved to seek to raise up to an additional \$1,788,404 by way of an offer of Shares (at the same price) and New Options (on the same ratio) as those securities offered under the Prospectus.

The Additional Offer is being made pursuant to this Supplementary Prospectus to remove any trading restrictions on the sale of the Shares and New Options to be issued under the Additional Offer.

2.2 The Additional Offer

Section 3.1 of the Prospectus is amended to include the following:

The Additional Offer is being made by way of a placement to third parties of up to 59,613,457 Shares at an issue price of \$0.03 per Share to raise up to \$1,788,404 together with one (1) free attaching New Option for every two (2) Shares subscribed for and issued.

A maximum of 59,613,457 Shares and 29,806,729 New Options will be issued pursuant to the Additional Offer to raise up to \$1,788,404. No funds will be raised from the issue of the New Options.

2.3 Use of funds

Section 4.1 of the Prospectus is amended to include the following:

The Company intends to apply the \$1,788,404 raised pursuant to the Additional Offer as set out in the table below.

Item	Proceeds of the Additional Offer	Full Subscription (\$)	%
1.	<i>BIT225 capsule production</i>	700,000	39
2.	<i>Commercialisation activities</i>	300,000	17
3.	<i>Working capital</i>	788,404	44
	Total	\$1,788,404	100%

2.4 Effect of the Offer and the Additional Offer

Section 4.2 of the Prospectus is amended and updated as follows:

The principal effect of the Offer, assuming all Entitlements are accepted, and no Options are exercised prior to the Record Date, and the Additional Offer will be to:

- (a) increase the cash reserves by \$5,458,571 (after adding the funds raised from the Additional Offer and deducting the estimated expenses of the Offer and the Additional Offer) immediately after completion of the Offer and the Additional Offer;*
- (b) increase the number of Shares on issue from 701,932,713 as at the date of this Prospectus to 901,932,713 Shares following completion of the Offer and the Additional Offer; and*
- (c) increase the number of Options on issue from 4,500,000 as at the date of this Prospectus to 116,500,000 Options following completion of the Offer and the Additional Offer.*

2.5 Effect on Capital Structure

Section 4.3 of the Prospectus is amended and updated by deleting the Shares and Options tables and including the following:

The effect of the Offer and the Additional Offer on the capital structure of the Company, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	701,932,713
Shares offered pursuant to the Entitlement Offer	140,386,543
Shares offered pursuant to the Additional Offer	59,613,457
Total Shares on issue after completion of the Offer and the Additional Offer	901,932,713

Options

	Number
Options currently on issue	
Options exercisable at \$0.20 on or before 29 November 2022	1,000,000
Options exercisable at \$0.20 on or before 29 November 2023	1,000,000
Options exercisable at \$0.20 on or before 31 January 2023	2,500,000
Total Options currently on issue	4,500,000
New Options to be issued pursuant to the Entitlement Offer	70,193,271
Lead Manager Options to be issued under the Lead Manager Options Offer	12,000,000
New Options to be issued pursuant to the Additional Offer	29,806,729
Total Options on issue after completion of the Offer	116,500,000

2.6 Pro-forma balance sheet

Section 4.4 of the Prospectus is amended by deleting the table in Section 4.4 and including the following:

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, the Additional Offer is fully-subscribed, no Options are exercised prior to the Record Date and including expenses of the Offer and the Additional Offer.

	AUDITED 30 June 2022	PROFORMA
	\$	\$
CURRENT ASSETS		
Cash	1,741,405	7,199,976
Other current assets	20,988	20,988
TOTAL CURRENT ASSETS	1,762,393	7,220,964
NON-CURRENT ASSETS		
Plant and equipment	89,683	89,683
Other financial assets	53,985	53,985
TOTAL NON-CURRENT ASSETS	143,668	143,668
TOTAL ASSETS	1,906,061	7,364,632
CURRENT LIABILITIES		
Trade and other payables	389,166	389,166
Employee entitlements	327,235	327,235
Lease liability	34,247	34,247
TOTAL CURRENT LIABILITIES	750,648	750,648
NON-CURRENT LIABILITIES		
Employee entitlements	19,925	19,925
Lease liability	42,992	42,992
TOTAL NON-CURRENT LIABILITIES	62,917	62,917
TOTAL LIABILITIES	813,565	813,565
NET ASSETS	1,092,496	6,551,067
EQUITY		
Issued capital	52,843,994	58,302,565

This Supplementary Prospectus is intended to be read with the Prospectus dated 26 October 2022 issued by Biotron Limited (ACN 086 399 144).

	AUDITED 30 June 2022	PROFORMA
	\$	\$
Options reserves	85,875	373,875
Accumulated losses	(51,837,373)	(52,125,373)
TOTAL EQUITY	1,092,496	6,551,067

Notes:

- The 30 June 2022 balances are extracted from the Company's audited 30 June 2022 financial statements.
- The PROFORMA balances are the 30 June 2022 balances adjusted for the following assumptions:
 - the issue of 200,000,000 New Shares and 100,000,000 New Options under the Entitlement Offer to raise \$6,000,000;
 - the issue of 12,000,000 Lead Manager Options; and
 - costs of the issue of \$541,429.

2.7 Payments to Underwriter

Section 7.4.1 of the Prospectus is amended as follows:

Mahe Capital Pty Ltd will be paid a fee of 6% of the total amount raised under the Additional Offer (equating to \$107,304).

Mahe Capital Pty Ltd has given its written consent to being named in this Supplementary Prospectus, in the form and context in which it is named.

2.8 Additional announcements

Section 7.2 of the Prospectus is amended by inclusion of the following announcements to the table:

Date	Description of Announcement
22 November 2022	Cancel – Proposed issue of securities – BIT
21 November 2022	Appendix 3B
18 November 2022	\$1.43M R&D rebate received
16 November 2022	Results of Annual General Meeting
16 November 2022	Chairman's Address and Presentation to AGM
11 November 2022	Presentation to Investors
7 November 2022	Clarification of Fractional Entitlements
31 October 2022	Commencement of Rights Trading – BITRC
31 October 2022	Letter to Shareholders
27 October 2022	Prospectus

Date	Description of Announcement
27 October 2022	Renounceable Issue
27 October 2022	Proposed issue of securities – BIT

3. EXPENSES OF THE OFFER AND THE ADDITIONAL OFFER

Section 7.8 of the Prospectus is amended as follows:

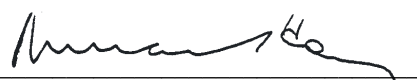
In the event that all Entitlements are accepted, the total expenses of the Offer and the Additional Offer are estimated to be approximately \$541,429 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	4,008
ASX fees	17,421
Lead Manager and Underwriting fees	312,696
Additional Offer Lead Manager and Underwriting fees	107,304
Legal fees	20,000
Printing and distribution	80,000
Total	541,429

4. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Michael Hoy
Non-Executive Chairman
For and on behalf of
BIOTRON LIMITED