



BluGlass Limited

ABN 20 116 825 793

Prospectus

This Prospectus is being issued for:

1. A share purchase plan offer of a maximum of 461,538,461 new Shares whereby each Eligible Shareholder is able to subscribe for up to \$100,000 worth of new Shares (New Shares) together with one attaching option (New Options) at the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer per New Share to raise up to \$6.0 million (SPP Offer);
2. An Offer to Placement Participants to acquire one New Option for every one Placement Share which was subscribed for by them (Participants Offer); a
3. A further offer to Eligible Optionholders of one option (Piggyback Options) for every New Option exercised on or before the New Option Expiry Date (Piggyback Offer) and
4. An offer to Commitment Investors to acquire New Shares together with one attaching New Option for each New Share subscribed for pursuant to the Shortfall Offer,

This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt about what to do, you should consult your professional adviser without delay.

The New Shares, New Options and Piggyback Options offered in connection with this Prospectus should be considered as speculative nature.

Important Information

This Prospectus is dated 1 May 2025 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Shares, New Options or Piggyback Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

It is important that Eligible Shareholders and Placement Participants and Eligible Optionholders and Commitment Investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares, New Options and Piggyback Options offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

A copy of this Prospectus is available for inspection at the registered office of the Company at 74 Asquith Street, Silverwater NSW 2128 during normal business hours.

The Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company.

The Company will apply for Official Quotation by ASX of the New Shares offered by this Prospectus. The Company will not apply for listing of the New Options or Piggyback Options at this time.

No action has been taken to permit the offer of New Shares or New Options under this Prospectus in any jurisdiction other than Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of New Shares, New Options or Piggyback options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of the New Options and Piggyback Options under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website at www.bluglass.com. By making an Application for the New Options or exercising your New Options you warrant that you have read and understood the TMD and that you fall within the target market as set out in the TMD.

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to time in Sydney, Australia unless otherwise indicated.

Corporate Directory

Issuer

BluGlass Limited
ABN 20 116 825 793
74 Asquith Street
Silverwater NSW 2128

Tel: +612 9334 2300
Website: www.bluglass.com
ASX Code: BLG

Share Registry

Automic Registry Services
ABN 48 078 279 277
Level 5, 126 Phillip Street
Sydney NSW 2000
www.automic.com.au

Directors

James Walker – Non-Executive Chair
Vivek Rao - Non-Executive Director
Stephe Wilks - Non-Executive Director
Jean-Michel Pelaprat - Non-Executive Director

Legal Counsel to the Offers

Dash Corporate Lawyers Pty Ltd
4 McMahon Ave,
Coorangong, NSW, 2265

Company Secretary

Patricia Vanni

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

Indicative Timetable

Event	Date
Record Date	30 April 2025
Lodgement of Prospectus and TMD with ASIC	1 May 2025
Lodgement of Appendix 3B, Announcement and Prospectus and TMD with ASX	1 May 2025
Offer opens	8 May 2025
Issue of Notice of Meeting	8 May 2025
General Meeting held	9 June 2025
Offer Closes	10 June 2025
Issue of New Shares	12 June 2025

Issue and allotment of New Options	12 June 2025
Expected date of despatch of Holding Statements for New Shares	16 June 2025
Expected date of despatch of Holding statements for New Options	16 June 2025
Expected date of Quotation of New Shares	18 June 2025
Last Date to exercise New Options #	31 May 2026
Last Date for Issue of Shares following exercise of New Options #	2 June 2026
Issue and Allotment Date of Piggyback Options following exercise of New Options #	2 June 2026
Expected date of despatch of Holding statements for Shares and Piggyback Options issued on exercise of New Options #	4 June 2026

Exercise date and subsequent dates may be earlier in the event BLG announces the entry of a sales contract with a value of a minimum of at least A\$3 million in revenue to the Company with a Tier 1 company in which case exercise date will be 30 days from the date of the announcement if that date would be prior to 31 May 2026 and subsequent dates would be adjusted accordingly

Note

* These dates are indicative only and may change without prior notice. As such the date the New Options are expected to commence trading on ASX may vary.

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Letter from the Board

Dear Eligible Shareholders and Placement Participants and Commitment Investors

On behalf of the Directors, I am pleased to offer you the opportunity to participate in these Offers for New Shares, New Options and Piggyback Options, which comes at a very exciting time in our business.

Funds raised will primarily be used to scale and speed production and delivery of BluGlass' visible lasers to fulfil new and existing contracts. The raise will also support additional fab equipment, working capital, and development of next-generation products to increase market competitiveness and sales.

In undertaking these Offers we'd like to thank our shareholders that have supported the Company over time and those new shareholders who participated in the Placement.

The Company recently completed the Placement which raised \$2,352,493 at \$0.013 per New Share. \$44,000 worth of New Shares under the Placement are to be issued to Directors subject to Shareholder approval.

Eligible Shareholders who hold Shares as of the Record Date of 30 April 2025 are each offered up to \$100,000 worth of New Shares at the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer. per New Share together with one attaching New Option exercisable at \$0.013 per New Share to raise up to \$6.0 million (SPP Offer).

The Company has received commitments from sophisticated and professional investors (**Commitment Investors**) to subscribe for SPP Shares in a Shortfall Offer so that the total raised under the SPP Offer and the Shortfall Offer is at least \$3 million. In consideration for this commitment, the Commitment Investors will be paid a cash fee totalling \$90,000 and issued a total of 19,500,000 New Options. The Shortfall Offer will only be made if the total subscribed for under the SPP Offer is less than \$3 million and will only be for the number of New Shares that takes the total raised under the SPP Offer and Shortfall Offer to \$3 million.

Placement Participants are offered one New Option for every one Placement Share which was subscribed for by them (Participants Offer) for nil additional consideration. The Participants Offer is optional. No funds will be raised from the Participants Offer.

New Shares under the SPP Offer and the issue of the New Options will be subject to shareholder approval under ASX LR 7.1 and 10.11, to be sought at a general meeting to be held on or about 9 June 2025.

The New Options, if exercised, will result in the issue of one Share and one attaching Piggyback Option. The full terms and conditions of the New Options and the Piggyback Options are set out in Sections 4.1 and 4.3 of this Prospectus.

It is important that Eligible Shareholders, Placement Participants Eligible Optionholders and Commitment Investors read this Prospectus in its entirety and seek professional advice where necessary. The New Shares and New Options offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

If you have any questions, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 8.30am to 7.00 (Sydney time), Monday to Friday or emailcorporate.actions@automicgroup.com.au. If you have any further questions, you should contact your stockbroker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of the Board, I look forward to your continued support and on updating you on the Company's progress.

Yours faithfully

A handwritten signature in black ink, appearing to read 'J Walker', with a stylized flourish at the end.

James Walker
Non-Executive Chair

Investment Overview

This Section is intended to highlight key information for potential investors and shareholders. It is an overview only and is not intended to replace the Prospectus. Shareholders and investors should read the Prospectus in full.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for offers of New Shares, New Options and Piggyback Options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to:</p> <ul style="list-style-type: none"> • Eligible Shareholders in respect to the SPP Offer and professional advisers whom Eligible Shareholders may consult; • Placement Participants in respect of the Participants Offer and professional advisers whom Placement Participants may consult; • Eligible Optionholders in respect to the Piggyback Offer and professional advisers whom Eligible Optionholders may consult; and • Commitment Investors in respect of the Shortfall Offer and professional advisers whom Commitment Investors may consult.. 	Section 4.6
<p>Risk factors</p> <p>Prospective investors should be aware that subscribing for Securities involves risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 3.</p>	Section 3

Key Information	Further Information
<p>The Offers</p> <p>This Prospectus sets out details of the following offers:</p> <ol style="list-style-type: none"> 1. The SPP Offer of a maximum of 461,538,461 new Shares whereby each Eligible Participant is able to subscribe for up to \$100,000 worth of new Shares (New Shares) at the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the closing date for the SPP Offer. per New Share together with one attaching option (New Options) 	Sections 1.1, 1.2 1.3 and 1.4

<p>to Eligible Shareholders exercisable at \$0.013 per New Share to raise up to \$6.0 million (SPP Offer);</p> <ol style="list-style-type: none"> 2. An offer to Placement Participants to acquire one New Option for every one Placement Share which was subscribed for by them (Participants Offer). No funds will be raised under the Participants Offer; 3. A further offer to Eligible Optionholders of one option (Piggyback Option) for every New Option exercised on or before the New Option Expiry Date (Piggyback Offer); and 4. A Shortfall Offer to Commitment Investors to take up such number of New Shares so that at least \$3.0 million is raised under the SPP Offer and Shortfall Offer at the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the closing date for the SPP Offer per New Share together with one attaching option (New Options) to Eligible Shareholders exercisable at \$0.013 per New Share <p>Fractional Entitlements will be rounded up to the nearest whole number.</p>	
<p>Eligible Shareholders</p> <p>The SPP Offer is made to Eligible Shareholders only. Eligible Shareholders are those holders of Shares who:</p> <ul style="list-style-type: none"> • are the registered holder of the Shares as at 5.00pm (Sydney Time) on 30 April 2025; and • have a registered address in Australia or New Zealand. 	Sections 1.1 and 1.8
<p>Placement Participants</p> <p>The Participants Offer is made to those persons who participated in the Placement only and who have a registered address in Australia or New Zealand.</p>	Sections 1.2 and 1.8
<p>Eligible Optionholders</p> <p>The Piggyback Offer is made to Eligible Optionholders who are those holders of New Options who exercise their New Options on or before the New Option Expiry Date.</p>	Sections 1.3 and 1.8
<p>Commitment Investors/Shortfall Offer</p> <p>The Shortfall Offer will only be made if less than \$3.0 million is raised under the SPP Offer. The Shortfall Offer will be made to those sophisticated and professional investors who have committed to take up such shortfall under the SPP Offer.</p> <p>The Shortfall Offer will only be for the number of New Shares and attaching New Options that would need to be subscribed so the amount raised under the SPP Offer and the Shortfall Offer is a total of \$3.0 million.</p> <p>In consideration for this commitment, the Commitment Investors will be paid a cash fee totalling \$90,000 and issued a total of 19,500,000 New Options.</p>	Section 1.4

Use of funds**Section 2.4**

The funds raised under the SPP Offer if fully subscribed and the funds raised in the Placement will be used as follows:

	\$
Scaling product delivery and capital expenditure	\$6,817,000
Working capital	\$995,000
Costs of the Offer	\$540,000
Total	\$8,352,000

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right, if the SPP Offer is not fully subscribed, to alter the way the funds are applied.

The funds raised if the Shortfall Offer is made and the funds raised in the Placement Offer will be used as follows:

	\$
Scaling product delivery and capital expenditure	\$4,007,000
Working capital	\$995,000
Costs of the offer	\$350,000
Total	\$5,352,000

Key Information				Further Information
Indicative capital structure The overall effect of the Offers (assuming the SPP is fully subscribed at \$0.013 per New Share) on the Company's issued capital as at the date of this Prospectus is as shown in the following table.				Sections 2.2 and 2.5.
	Number of existing Securities	Number of Options to be issued	Fully Diluted Capital	
Existing Shares	1,840,560,341	NIL	1,840,560,341	
Existing Performance Rights	50,633,135	NIL	50,633,135	
Existing Options exp 28.02.27	323,136	NIL	323,136	
Existing Options exp 24.03.26	4,000,000	NIL	4,000,000	
Maximum to be issued under the Placement	180,961,000	180,961,000	361,922,000	
Commitment Investor Options	Nil	19,500,000		
Maximum to be issued under the SPP Offer	461,538,461	461,538,461	923,076,922	
Maximum number of Piggyback Options to be issued	Nil	661,999,461	661,999,461	
Total	2,538,016,073	1,323,998,922	3,862,014,995	

Key Information				Further Information
<p>If the SPP Offer issue price is less than \$0.013 then the number of New Shares, New Options and Piggyback Options that may be issued will increase and so the fully diluted capital will also increase.</p> <p>The overall effect of the Offers (assuming the Shortfall Offer is made and the SPP Offer is made at \$0.013 per New Share) on the Company's issued capital as at the date of this Prospectus is as shown in the following table.</p>				
	Number of existing Securities and New Shares to be issued	Number of Options to be issued	Fully Diluted Capital	
Existing Shares	1,840,560,341	NIL	1,840,560,341	
Existing Performance Rights	50,633,135	NIL	50,633,135	
Existing Options exp 28.02.27	323,136	NIL	323,136	
Existing Options exp24.03.26	4,000,000	NIL	4,000,000	
Maximum to be issued under the Placement	180,961,000	180,961,000	361,922,000	
Commitment Investor Options	Nil	19,500,000	19,500,000	
Maximum to be issued under the SPP Offer and Shortfall Offer	230,769,231	230,769,231	461,538,462	
Maximum number of Piggyback Options to be issued	Nil	431,230,231	431,230,231	
Total	2,307,246,843	862,460,462	3,169,707,305	
<p>If the SPP Offer issue price is less than \$0.013 then the number of New Shares, New Options and Piggyback Options that may be issued will increase and so the fully diluted capital will also increase.</p>				

Directors' participation and interests

Section 4.10

The relevant interests of each of the Directors in Securities as at the date of this Prospectus and their expected participation in the SPP Offer are as set out in the table below.

Director	Shares	Options	Performance Rights	Expected Participation in the Placement*
James Walker	3,602,102	-	4,191,489	846,154 New Shares and 846,154 New Options
Vivek Rao	1,857,155	-	3,191,489	846,154 New Shares and 846,154 New Options
Stephe Wilks	1,709,458	-	3,191,489	846,154 New Shares and 846,154 New Options
Jean-Michel Pelaprat	566,555	-	3,191,489	846,154 New Shares and 846,154 New Options

Forward looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', 'anticipates' or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.

The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3.

Important
Information and
Section 3

1. Details of the Offer

1.1 The SPP Offer

As announced on 1 May 2025, the Company is undertaking an offer of New Shares and attaching New Options to Eligible Shareholders pursuant to the SPP Offer.

By this Prospectus, the Company invites Eligible Shareholders to apply for a total of up to 461,538,461 Shares at an issue price of the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer. per New Share, together with one free New Option for every one New Share subscribed for and issued, to raise up to \$6.0 million (before costs) (SPP Offer). Eligible Shareholders are shareholders of the Company with an address in Australia or New Zealand as at the Record Date. Applications under the SPP Offer will be scaled back only if the offer is oversubscribed.

Eligible Shareholders are entitled to apply for a maximum of \$100,000 worth of New Shares (representing 7,692,308 New Shares at an issue price of the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer per New Share), together with one free New Option for every one New Share subscribed for and issued. This is at least a 18.75% discount to the closing share price on 28 April 2025 and a 25.5% discount to the VWAP for Shares calculated over the last ten days on which sales of Shares were recorded before the date of announcement of the SPP Offer.

Applications for more than \$100,000 worth of New Shares will only be accepted up to that value and the balance of subscription moneys will be returned to the applicant (without interest).

The issue of New Shares and New Options is subject to and conditional upon shareholder approval being obtained at the General Meeting. If shareholder approval is not obtained then the New Shares and New Options will not be issued under the SPP Offer

Eligible Shareholders who are Custodians holding Shares on behalf of Eligible Beneficiaries are also invited to participate on the terms and conditions set out in this Prospectus.

All the New Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

Each New Option is exercisable at \$0.013 on or before the earlier of 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least \$3 million in revenue to the Company with a Tier 1 company. On exercise of each New Option the holder will receive one Share and an attaching Piggyback Option. No funds will be raised from the issue of the New Options issued pursuant to the SPP Offer.

If the SPP Offer is fully subscribed and all New Options issued under the SPP Offer are exercised, the Company will receive \$6.0 million in total from the exercise of the New Options issued to shareholders. The exercise of the New Options is entirely at the discretion of the holder. See Section 2.4.5 for the effects if the exercise of the New Options.

The terms and conditions of the New Options are set out in Section 4.1 of this Prospectus.

Any Shares to be issued upon the exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

The terms and conditions of the Piggyback Options are set out in section 4.3.

Details of the purpose and effect of the SPP Offer are set out in Section 2 of this Prospectus.

1.2 The Participants Offer

The Participants Offer is for the issue of up to 180,961,000 New Options for nil consideration to persons who participated in the Placement and whose registered address as at the Record Date is in Australia or New Zealand. No funds will be raised from the issue of the New Options issued pursuant to the Participants Offer

The Placement was for the issue on 1 May 2025 of 180,961,000 Shares at an issue price of \$0.013 per Share (Placement).

The Placement raised a total of approximately \$2.352 million, before costs, to be used primarily to scale and speed production and delivery of BluGlass' visible lasers to fulfil new and existing contracts. The raise will also support additional fab equipment, working capital, and development of next-generation products to increase market competitiveness and sales. Details are in Section 4.1.

Based on the number of Shares issued to Placement Participants who participated in the Placement, a maximum of 180,961,000 New Options will be issued pursuant to the Participants Offer. Each New Option is exercisable at \$0.013 on or before the earlier of 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least A\$3 million in revenue to the Company with a Tier 1 company.

The issue of New Options is subject to and conditional upon shareholder approval being obtained at the General Meeting. If shareholder approval is not obtained then the New Options will not be issued under the Participants Offer.

If all New Options issued to Placement Participants are exercised, the Company will receive approximately \$2.352 million from the exercise of those New Options. The exercise of the New Options is entirely at the discretion of the holder. See Section 2.4.5 for the effects of the exercise of the New Options.

The terms and conditions of the New Options are set out in Section 4.1 of this Prospectus.

Any Shares to be issued upon the exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

Details of the purpose and effect of the Participants Offer are set out in Section 2 of this Prospectus.

1.3 The Piggyback Offer

The Piggyback Offer is an offer to Eligible Optionholders of one Piggyback Option for every one New Option exercised on or before the New Option Expiry Date of 31 May 2028, exercisable at \$0.019 each on or before the Piggyback Option Expiry Date.

Each Piggyback Option entitles the Eligible Optionholder to one new Share on exercise of the Piggyback Option on or before the Piggyback Option Expiry Date. Assuming both the SPP Offer and the Participants Offer are fully subscribed and all New Options are then exercised, based on the capital structure of the Company as at the date of this Prospectus, approximately 661,999,461 Piggyback Options will be issued.

The Piggyback Options are contingent on the exercise of the New Options. No funds will be raised from the issue of the Piggyback Options, other than in respect of funds received on exercise of the New Options. However, if:

- (a) the maximum number of New Options able to be issued under the SPP Offer and the Participants Offer are issued and then are exercised; and
- (b) all Piggyback Options issued on exercise of the New Options are exercised,

the Company will raise approximately \$12.578 million in additional funds (by virtue of the exercise of the Piggyback Options). See Section 2.4.6 for the effects of the exercise of the New Options.

Only Eligible Optionholders will be entitled to participate in the Piggyback Offer. Eligible Optionholders will be holder of New Options with a registered address in Australia or New Zealand as at the date of the exercise of the New Options by them. The Piggyback Offer is non-renounceable, which means that Eligible Optionholders may not transfer their rights to any Piggyback Options offered under the Piggyback Offer.

The Piggyback Options will be issued on the terms and conditions set out in Section 4.3.

Any Shares issued upon the future exercise of Piggyback Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to Shares.

The purpose of the Piggyback Offer and the intended use of funds raised are set out in Section 2.

As the Piggyback Offer involves the issue of Piggyback Options to Eligible Optionholders (who will submit exercise notices), there will be no requirement for applications to be submitted to receive Piggyback Options.

1.4 Shortfall Offer

If less than \$3 million is raised under the SPP Offer then the Shortfall Offer will be made to the Commitment Investors. The number of New Shares and attaching New Options to be offered under the Shortfall Offer will be such number of New Shares and attaching New Options that will see the Company raise a total of \$3 million from the SPP Offer and the Shortfall Offer. Any New Shares not taken up by Eligible Shareholders in the SPP Offer may become available as shortfall.

If the Shortfall Offer is made then the Commitment Investors will be offered New Share on the same terms as the Eligible Shareholders under the SPP Offer being an issue price of the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer per New Share. Each New Share issued under the Shortfall Offer will receive one free New Option for every one New Share subscribed for and issued.

Each New Option is exercisable at \$0.013 on or before the earlier of 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least \$3 million in revenue to the Company with a Tier 1 company. On exercise of each New Option the holder will receive one Share and an attaching Piggyback Option. No funds will be raised from the issue of the New Options issued pursuant to the Shortfall Offer.

If the Shortfall Offer is made then the number of New Options that could be subscribed for under the Shortfall Offer are issued and exercised the Company would receive \$3 million following the exercise of those New Options.

All the New Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

In consideration for this commitment, the Commitment Investors will be paid a cash fee totalling \$90,000 and issued a total of 19,500,000 New Options.

1.5 **ASX Listing**

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out on page iv of this Prospectus. The New Shares will also be issued in accordance with the timetable, however they will remain unquoted until such time as the Company has satisfied the quotation requirements. The Company anticipates that quotation will occur soon after issue.

The fact that ASX may grant Official Quotation to the New Share is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered. ASX takes no responsibility for the contents of this Prospectus.

The New Options will not be listed.

The Company does not intend at this time to apply for listing of the Piggyback Options but will reassess the position after 31 May 2026.

1.6 **Issue**

New Shares, New Options and Piggyback Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out on page iv this Prospectus.

Holding statements for New Shares, New Options and Piggyback Options issued under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out on page iv of this Prospectus as soon as practicable after their issue.

1.7 **CHESS**

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Shareholders will not receive a certificate but will receive a statement of their holding of Securities.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statements will specify the number of Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities, including a notice to exercise New Options or Piggyback Options.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by the Share Registry and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Share or Option holding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.8 Overseas Shareholders

This Prospectus does not, and is not intended to, constitute an offer of New Shares or New Options or Piggyback Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the New Shares, New Options and Piggyback Options may not be offered or sold, in any country outside Australia or New Zealand where it would be unlawful to do so.

The Offers are being made in New Zealand pursuant to the Financial Markets Conduct (Incidental Offers) Exception Notice 2016). This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not a product disclosure statement for the purpose of New Zealand law, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

It is not practicable for the Company to comply with securities laws of overseas jurisdictions (other than New Zealand)). The Company has formed this view having considered:

- (a) the number of overseas Shareholders or Placement Participants;
- (b) the number and value of the New Shares, New Options and Piggyback Options that would be offered to those overseas Shareholders or Placement Participants; and
- (c) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Offers are not being extended and New Shares, New Options and Piggyback Options will not be issued to Shareholders or Placement Participants with a registered address which is outside Australia and New Zealand.

1.9 Notice to nominees and custodians

Nominees and custodians that hold Shares should note that the SPP Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the SPP Offer is compatible with applicable foreign laws.

Nominees and custodians that hold shares should note that the Placement Offer is available only to Placement Participants. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Placement Offer is compatible with applicable foreign laws.

Nominees and custodians that hold Shares or New Options should note that the Piggyback Offer is available only to Eligible Optionholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares or New Options. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Piggyback Offer is compatible with applicable foreign laws.

1.10 **Risk factors**

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 3.

1.11 **Taxation implications**

The Directors do not consider it appropriate to give Eligible Shareholders or Placement Participants or Eligible Optionholders or Commitment Investors advice regarding the taxation consequences of subscribing for New Shares, New Options or Piggyback Options.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Eligible Shareholders or Placement Participants or Eligible Optionholders or Commitment Investors. As a result, Eligible Shareholders or Placement Participants or Eligible Optionholders or Commitment Investors should consult their professional tax adviser in connection with subscribing for New Shares or New Options or Piggyback Options.

1.12 **Major activities and financial information**

A summary of the major activities and financial information relating to the Company, for the financial year ended 30 June 2023, can be found in the Company's Revised Annual Report announced on ASX on 17 September 2024. The Company's continuous disclosure notices (i.e. ASX announcements) since 17 September 2024 are listed in Section 4.6. Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Shareholders review these and all other announcements.

1.13 **Enquiries concerning Prospectus**

If you have any questions, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 8.30am to 7.00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.

2. Effect of the Offers

2.1 Purpose of the Offers

The primary purposes of the Offers are:

- (a) to reward Shareholders and Placement Participants for continuing to support the Company;
- (b) to provide Shareholders and Placement Participants with the potential benefit of greater exposure to the potential future success of the Company;
- (c) secure at least \$3million from the SPP Offer and Shortfall Offers;
- (d) to provide the Company with a potential source of additional capital if the New Options or the Piggyback Options are exercised;
- (e) to raise funds incrementally such that the Company will receive:
 - (i) funds from the exercise of the New Options during the period in which those New Options are able to be exercised and converted into Shares and Piggyback Options; and
 - (ii) later, further funds raised from the exercise of any Piggyback Options during the period in which those Piggyback Options are able to be exercised and converted into Shares.

An additional purpose of the Offers is to remove any trading restrictions attaching to New Options and Piggyback Options and to Shares issued on exercise of the New Options and Piggyback Options respectively, given that the New Options and Piggyback Options offered under the Offers are being issued with disclosure under this Prospectus.

No funds will be raised through the issue of the New Options or Piggyback Options pursuant to this Prospectus. However, if the maximum number of New Options is issued under the SPP Offer and the Participants Offer and they all exercised, the Company will receive approximately \$8.2 million. If the maximum number of Piggyback Options are issued and then they are exercised the Company will receive approximately \$14.47 million. See Sections 2.4.4 and 2.4.5 for full details of the effect of the exercise of the New Options and Piggyback Options.

2.2 Capital structure on completion of the Offers

Indicative capital structure The overall effect of the Offers (assuming the SPP is fully subscribed at \$0.013 per New Share) on the Company's issued capital as at the date of this Prospectus is as shown in the following table.				Sections 2.2 and 2.5.
	Number of existing Securities	Number of Options to be issued	Fully Diluted Capital	
Existing Shares	1,840,560,341	NIL	1,840,560,341	
Existing Performance Rights	50,633,135	NIL	50,633,135	
Existing Options exp 28.02.27	323,136	NIL	323,136	
Existing Options exp 24.03.26	4,000,000	NIL	4,000,000	
Maximum to be issued under the Placement	180,961,000	180,961,000	361,922,000	
Commitment Investor Options	Nil	19,500,000	19,500,000	
Maximum to be issued under the SPP Offer	461,538,461	461,538,461	923,076,922	
Maximum number of Piggyback Options to be issued	Nil	661,999,461	661,999,461	
Total	2,538,016,073	1,323,998,922	3,862,014,995	

Key Information			Further Information																																								
<p>If the SPP Offer issue price is less than \$0.013 then the number of New Shares, New Options and Piggyback Options that may be issued will increase and so the fully diluted capital will also increase.</p> <p>The overall effect of the Offers (assuming the Shortfall Offer is made and the SPP Offer is made at \$0.013 per New Share) on the Company's issued capital as at the date of this Prospectus is as shown in the following table.</p> <table> <tr> <th></th><th>Number of existing Securities and New Shares to be issued</th><th>Number of Options to be issued</th><th>Fully Diluted Capital</th></tr> <tr> <td>Existing Shares</td><td>1,840,560,341</td><td>NIL</td><td>1,840,560,341</td></tr> <tr> <td>Existing Performance Rights</td><td>50,633,135</td><td>NIL</td><td>50,633,135</td></tr> <tr> <td>Existing Options exp 28.02.27</td><td>323,136</td><td>NIL</td><td>323,136</td></tr> <tr> <td>Existing Options exp 24.03.26</td><td>4,000,000</td><td>NIL</td><td>4,000,000</td></tr> <tr> <td>Maximum to be issued under the Placement</td><td>180,961,000</td><td>180,961,000</td><td>361,922,000</td></tr> <tr> <td>Commitment Investor Options</td><td>Nil</td><td>19,500,000</td><td>19,500,000</td></tr> <tr> <td>Maximum to be issued under the SPP Offer and Shortfall Offer</td><td>230,769,231</td><td>230,769,231</td><td>461,538,462</td></tr> <tr> <td>Maximum number of Piggyback Options to be issued</td><td>Nil</td><td>431,230,231</td><td>431,230,231</td></tr> <tr> <td>Total</td><td>2,307,246,843</td><td>862,460,462</td><td>3,169,707,305</td></tr> </table> <p>If the SPP Offer issue price is less than \$0.013 then the number of New Shares, New Options and Piggyback Options that may be issued will increase and so the fully diluted capital will also increase.</p>				Number of existing Securities and New Shares to be issued	Number of Options to be issued	Fully Diluted Capital	Existing Shares	1,840,560,341	NIL	1,840,560,341	Existing Performance Rights	50,633,135	NIL	50,633,135	Existing Options exp 28.02.27	323,136	NIL	323,136	Existing Options exp 24.03.26	4,000,000	NIL	4,000,000	Maximum to be issued under the Placement	180,961,000	180,961,000	361,922,000	Commitment Investor Options	Nil	19,500,000	19,500,000	Maximum to be issued under the SPP Offer and Shortfall Offer	230,769,231	230,769,231	461,538,462	Maximum number of Piggyback Options to be issued	Nil	431,230,231	431,230,231	Total	2,307,246,843	862,460,462	3,169,707,305	
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2.3 Substantial Holders

There are no persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

The Directors do not believe that there will be any significant impact on the control of the Company as a result of the Offers. The largest shareholder holds 2.93% of the Shares currently on issue in the Company. Assuming that shareholder acquired \$100,000 worth of New Shares under the SPP Offer and then exercised their New Options and Piggyback Options (absent any other purchase of Shares or Options by them) they would then hold between 2.19% of the Shares on issue (assuming no other person participated in the SPP Offer and the Shortfall Offer was completed) and 1.43% of the Shares on issue (assuming the Offers were fully subscribed and all New Options and Piggyback options were exercised).

2.4 Use of funds and effects of the exercise of New Options and Piggyback Options

2.4.1 SPP Offer – use of funds

The funds raised under the SPP Offer if fully subscribed and the funds raised in the Placement will be used as follows:

	\$
Scaling product delivery and capital expenditure	\$6,817,000
Working capital	\$995,000
Costs of the Offer	\$540,000
Total	\$8,352,000

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right, if the SPP Offer is not fully subscribed, to alter the way the funds are applied.

The funds raised if the Shortfall Offer is made and the funds raised in the Placement Offer will be used as follows:

	\$
Scaling product delivery and capital expenditure	\$4,007,000
Working capital	\$995,000
Costs of the Offer	\$350,000
Total	\$5,352,000

2.4.2 New Options under SPP Offer and Participants Offer – use of funds

The Company will receive \$0.013 for each New Option exercised. If all New Options are issued and exercised, the Company will receive approximately 8.522 million. There is no certainty that any New Options will be exercised and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period. It is currently intended that any funds raised by the exercise of the New Options will be used towards continued development on the Company's existing business activities and for working capital. Working capital includes but is not limited to corporate administration and operating costs, ASX and Share Registry fees, legal, tax and audit fees, insurance and travel costs and payment of creditors or other liabilities. The Company notes there are extra costs associated with the New Options. Upon each exercise of New Options, the Company must lodge an Appendix 3B with the ASX and will, accordingly, incur further costs in this regard.

The application of funds will depend on when New Options are exercised, how many are exercised and the status of the Company's projects and requirements at the relevant time.

2.4.3 Piggyback Options – use of funds

The Company will receive \$0.019 for each Piggyback Option exercised. If all Piggyback Options are issued and exercised, the Company will receive approximately \$12.578 million. There is no certainty that any Piggyback Options will be exercised and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period. It is currently intended that any funds raised by the exercise of the Piggyback Options will be used towards continued development on the Company's existing business activities and for working capital. Working capital includes but is not limited to corporate administration and operating costs, ASX and Share Registry fees, legal, tax and audit fees, insurance and travel costs and payment of creditors or other liabilities. The Company notes there are extra costs associated with the Piggyback Options. Upon each exercise of Piggyback Options, the Company must lodge an Appendix 3B with the ASX and will, accordingly, incur further costs in this regard.

The application of funds will depend on when Piggyback Options are exercised, how many are exercised and the status of the Company's projects and requirements at the relevant time.

2.4.4 Effect of the offers of New Options under the SPP Offer and Participants Offer

The principal effect of the offers of New Options under the SPP Offer and Participants Offer, assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date and the two offers are fully subscribed, will be to increase the number of Options on issue from 4,323,136 as at the date of this Prospectus to 666,322,597 Options.

If all New Options are exercised (and no Shares are issued including on exercise or conversion of other Securities on issue), the effect will be to:

- (a) increase the Company's cash reserves by approximately \$8.3 million (less expenses);
- (b) increase the number of Shares on issue after the Placement and the SPP Offer from 1,840,560,341 to 3,145,059,263; and
- (c) result in the issue of 61,999,461 Piggyback Options bringing the then total number of options to 666,322,597,

immediately following the issue of the Shares and Piggyback Options on exercise of the New Options.

2.4.5 Effect of the Piggyback Options Offer

The principal effect of the Piggyback Offer, assuming all New Options are subscribed for under the SPP Offer and the Participants Offer and are exercised in full and no Shares are issued including on exercise or conversion of other Securities on issued, prior to the Record Date, will be to increase the number of Options on issue as at the date of this Prospectus to 666,322,597 Options.

If all Piggyback Options are exercised (and no Shares are issued including on exercise or conversion of other Securities on issue, other than in respect of on exercise of the New Options) the effect would be to:

- (a) increase the Company's cash reserves by approximately \$12.578 million;
 - (b) increase the number of Shares on issue after the exercise of the Piggyback Options from 3,200,015,534 to 3,811,381,860;
 - (c) decrease the number of Options then on issue from 666,322,597 to 4,323,136,
- immediately following the issue of the Shares on exercise of the Piggyback Options.

2.4.6 Effect if Shortfall Offer is made

If the Shortfall Offer is made then the Company will:

- (a) receive a total of \$3.0million from both the SPP Offer and Shortfall Offer rather than the maximum of \$6.0 million under the SPP Offer.
- (b) The number of New Shares issued will be 230,769,231 and the number of attaching New Options will be 230,769,231 rather than the maximum of 461,538,461 New Shares and 461,538,461 New Options under the SPP Offer.
- (c) The maximum amount that could be raised through the exercise of New Options would be reduced by \$3.0 million to \$5.372 million rather than the possible \$8.532 million if the maximum number of New Options were issued under the SPP Offer and then exercised
- (d) The maximum amount that could be raised through the exercise of Piggyback Options would be reduced by approximately \$4.38 million to \$8.54 million rather than the possible \$12.578 million if the maximum number of New Options were issued under the SPP Offer and then exercised.

2.5 Effect on Balance Sheet

The issue of New Shares under the SPP Offer will see the share capital of the Company and the cash held by the Company increase by up to \$6.0 million.

The New Options to be issued pursuant to this Prospectus will be issued for no consideration. There will be no effect on the Company's balance sheet unless the New Options are exercised.

The Piggyback Options to be issued pursuant to this Prospectus will be issued for no consideration. There will be no effect on the Company's balance sheet unless the Piggyback Options are exercised.

2.6 **Market price of Shares**

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Lowest: \$0.016 on 28 April 2025; and

Highest: \$0.025 on 28 January 2025.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.016.

3. Risk Factors

3.1 Introduction

Eligible Shareholders, Placement Participants and Eligible Optionholders should be aware that there are risks associated with an investment in BluGlass and the Securities carry no guarantee in respect of profitability, return of capital or the price at which they will trade on ASX. The key risk factors relevant to an investment in BluGlass are set out below. If you have any queries or are uncertain about any aspects of the Offer Booklet, including these risk factors, consult with your stockbroker, accountant or other professional adviser.

As with any investment in Securities, there are risks involved. This Section identifies the major areas of risk associated with an investment in the Company but should not be taken as an exhaustive list of the potential risk factors to which the Company and its security holders are exposed. Securityholders and potential investors should read the entire Prospectus and consider consulting their professional advisers.

The Directors consider that the following summary represents some of the major risk factors which Securityholders and potential investors need to be aware of in evaluating the Company's business and risks of investing in the Company. Securityholders and potential investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

3.2 Risks specific to the Offer

(a) Exercise price of New Options and Piggyback Options

There is no guarantee the Securities issued under this Prospectus and which are listed on ASX will trade on the ASX or that there will be a liquid market for them. If the New Options or Piggyback Options are exercised, there is no guarantee that Shares issued on exercise of those New Options or Piggyback Options will trade above the exercise price paid for those Shares.

(b) Dilution

If you are an Eligible Shareholder and you do not subscribe for the number of New Shares under the SPP Offer that is at least proportionate to your existing percentage holding of Shares in the Company or you are an Excluded Shareholder you will be diluted by the issue of New Shares under the SPP.

If you do not exercise the New Options or Piggyback Options, because either you sell those New Options on market, because you allow those New Options or Piggyback Options to expire without being exercised, or you do not subscribe under the SPP Offer for the same percentage of Shares you currently hold in the Company or if a Placement Participant you do not subscribe for your New Options under the Placement Offer or you do not receive New Options because you are an Excluded Holder, and other investors exercise their New Options or Piggyback Options, your shareholding will be diluted.

3.3 **Risks specific to the Company**

(a) Loss of key management personnel

BluGlass has appointed Jim Haden as BluGlass Chief Executive Officer and together with James Walker as Non-Executive Chair are responsible for the management of the business.

In its US based Fab operation BluGlass employs a number of personnel with extensive experience of the equipment being operated.

BluGlass' ability to effectively execute its business strategy depends upon the performance and expertise of its key management personnel. Any loss of key management personnel, any delay in the replacement of any key management personnel, or any extended period where key management personnel are unable to work will adversely affect BluGlass' operations and future performance.

(b) Development and commercialisation of technologies

The success of BluGlass will be impacted by the successful development and commercialisation of its technologies.

For instance, BluGlass' RPCVD technology may fail to achieve the performance anticipated, or its MOCVD laser diode may fail to meet competitive specifications. BluGlass' key laser diode suppliers may also experience technology limitations.

Should the development not be completed in accordance with BluGlass' specifications or should the results of further testing indicate technology performance is below market requirements, BluGlass will have to expend additional time and resources to rectify any outstanding issues which will delay the commercialisation of the technology. BluGlass may also experience difficulty in raising capital if such technology-related milestones are not achieved.

BluGlass believes that it provides a meaningful and engaging offering. Moreover, in addition to its current products, BluGlass is planning to continue innovation and development on its technologies and associated products. There is the risk that delays in product development, cost overruns or difficulties in delivering new features will negatively impact BluGlass and its business.

The acquisition of an additional contract manufacturer's operation into the US based Fab facility should lead to accelerated product manufacturing outcomes and reduced manufacturing costs. BluGlass' ability to integrate the new facility into its internal process will be key in delivering these outcomes.

(c) Research and development

BluGlass can make no representation that any of its research into or development of its various technology units will be successful, that the development milestones will be achieved, or that its technologies will be developed into products that are commercially exploitable.

There are many risks inherent in the development of technology products, particularly where the products are in the early stages of development. Projects can be delayed or fail to demonstrate any benefit, or research may cease to be viable for a range of scientific and commercial reasons.

(d) Product liability and uninsured risks

Through its business, BluGlass is exposed to potential product liability risks, which are inherent in the research and development, manufacturing, marketing and use of its products or products developed with future co-development alliance partners. It is therefore necessary to secure insurance to help manage such risks.

Although BluGlass regularly reviews its insurance policies to ensure all required insurance is in place, BluGlass may not be able to maintain insurance for product or service liability on reasonable terms in the future and, in addition, BluGlass' insurance may not be sufficient to cover large claims, or the insurer could disclaim coverage on claims.

Although BluGlass endeavours to work to rigorous standards, there is still the potential for its products to contain defects that may result in system failures. These defects or problems could result in the loss of or delay in generating revenue, loss of market share, failure to achieve market acceptance, diversion of development resources, injury to BluGlass' reputation or increased insurance costs. If BluGlass fails to meet its clients' expectations, BluGlass' reputation could suffer and it could be liable for damages.

Furthermore, BluGlass is exposed to the risk of catastrophic loss to necessary laboratory equipment, computer equipment or other facilities, which would have a serious impact on BluGlass' operations. BluGlass gives no assurance that all such risks will be adequately managed through its insurance policies to ensure that catastrophic loss does not have an adverse effect on its performance.

(e) Intellectual property

BluGlass relies upon a combination of patents, know-how, trade secret protection and confidentiality agreements to protect its technologies. However, if BluGlass fails to protect the intellectual property adequately, competitors may gain access to its technology which may harm BluGlass' business.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trade mark, copyright and trade secret protection may not be available to BluGlass in every country in which its products may be sold. Accordingly, despite its efforts, BluGlass may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

BluGlass may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to BluGlass and cause a distraction to management.

In addition, unauthorised use of the "BluGlass" brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(f) Competition

The industry in which BluGlass is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While BluGlass undertakes all reasonable due diligence in its business decisions and operations, BluGlass has no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of BluGlass' projects and business. For instance, new technologies could result in BluGlass not being differentiated to other similar offerings.

The size and financial strength of some of BluGlass' competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, BluGlass' ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of BluGlass.

(g) Regulatory Risk

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, the respective interpretation of the legal requirements in any of the legal jurisdictions that govern the BluGlass' operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of BluGlass and its shares. In addition, there is a commercial risk that legal action may be taken against BluGlass in relation to commercial matters.

(h) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Offer Booklet. Although BluGlass is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of BluGlass.

(i) Security breaches

BluGlass collects, stores, processes and analyses various information which can be highly sensitive, regulated and confidential in nature. The provision of secure and reliable information storage and processing services is integral to the businesses and operations of BluGlass.

Whilst BluGlass has recently upgraded its servers and cyber security measures, and follows best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise risks, there is no guarantee that the implementation of such precautions will be sufficient to prevent data security breaches and information being compromised or misused.

(j) Contract risks

BluGlass and its subsidiaries operate through a series of contractual relationships with operators, sub-contractors and manufacturers. All contracts carry risks associated with the performance by the parties thereto of their obligations as to time and quality of work performed. Any disruption to services or supply may have an adverse effect on the financial performance of BluGlass' operations.

1.4 General risks

(a) Share market and economic risk

The market price of the New Shares may be highly volatile and subject to wide fluctuations. In addition, the trading volume of New Shares may fluctuate and cause significant price variations to occur. If the market price of the New Shares declines significantly, you may be unable to resell your New Shares at or above your purchase price, if at all. BluGlass cannot assure you that the market price of the New Shares will not fluctuate or significantly decline in the future.

The market price of the New Options may be highly volatile and subject to wide fluctuations. In addition, the trading volume of New Options may fluctuate and cause significant price variations to occur. If the market price of the New Options declines below the exercise price of the New Options, you may be unable to resell your New Options. BluGlass cannot assure you that the market price of the New Options will not fluctuate or significantly decline in the future.

Some specific factors that could negatively affect the price of the New Shares and New Options or result in fluctuations in their price and trading volume include:

- actual or expected fluctuations in BluGlass' operating results;
- changes in market valuations of similar companies;
- further changes in BluGlass' key personnel;
- changes in financial estimates or recommendations by securities analysts; and
- conditions in the financial markets or changes in general economic conditions.

In addition, general economic conditions, movements in interest and inflation rates, the imposition of tariffs and other restrictions on international trade and currency exchange rates may have an adverse effect on BluGlass' activities, as well as on its ability to fund those activities.

(b) Additional requirements for capital

BluGlass' funding requirements depend on numerous factors including BluGlass' ability to generate income from its business endeavours, the outcome of future research and development programs and the acquisition of any new projects or acquisitions. BluGlass may require further funding in addition to current cash reserves to fund future activities or the acquisition of new projects. Additional equity financing, if available, may be dilutive to shareholders or occur at prices lower than the market price. Debt financing, if available, may involve restrictions on financing and operating activities. If BluGlass is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its expansion and development programs.

(c) Litigation risk

BluGlass is exposed to possible litigation risks including intellectual property claims, contractual disputes, work health and safety claims and employee claims. Further, BluGlass may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on BluGlass' operations, financial performance and financial position. BluGlass is not currently engaged in any litigation.

(d) Technology sector risk

The technology sector is characterised by rapid change. New and disruptive technologies can place competitive pressures on existing companies and business models, and technology stocks may experience greater price volatility than securities in some slower changing market sectors.

The value of BluGlass' securities may be adversely affected by any general decline in the valuation of listed securities or adverse market sentiment towards the technology sector in particular, regardless of the BluGlass' operating performance.

(e) Force majeure

BluGlass, now or in the future, may be adversely affected by risks outside the control of BluGlass including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

(f) Acquisitions

As part of its business strategy, BluGlass may make acquisitions of, or significant investments in, companies, products, technologies or products that are complementary to BluGlass' business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

3.5 Investment highly speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by BluGlass or by investors in BluGlass. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of BluGlass. Therefore, the Options to be issued pursuant to this Offer Booklet carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Options. Potential investors should consider that the investment in BluGlass is speculative and should consult their professional advisers.

4. Additional information

4.1 Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

(a) **Entitlement**

Each New Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.

(b) **Exercise Price and Expiry Date**

Each New Option has an exercise price of \$0.013 and will expire on the earlier of 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least \$3 million in revenue to the Company with a Tier 1 company (**Expiry Date**).

Any New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Period**

The New Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) **Quotation of the Options**

The Company will not apply for Official Quotation of the New Options.

(e) **Transferability of the Options**

The New Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

(f) **Notice of Exercise**

The New Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by BPAY electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that option as at the date of receipt.

(g) **Shares and Piggyback Options Issued on Exercise**

Shares issued on exercise of the New Options rank equally with the then Shares of the Company.

In addition to the issue of Shares each exercised New Option will entitle the holder to one Piggyback Option for every New Option exercised.

(h) **Participation in New Issues**

There are no participation rights or entitlements inherent in the New Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options.

i) **Adjustment for Bonus Issues of Shares**

If the Company makes a Bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the Bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for Entitlements Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which paragraph (i) will apply) there will be no adjustment of the Exercise Price of a New Option or the number of Shares over which the New Options are exercisable.

(k) **Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

4.2 **Rights and liabilities attaching to Shares**

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) **General meeting and notices**

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

The Directors may convene a general meeting whenever they think fit. The

Constitution does not permit Shareholders to call a general meeting, although Shareholders may call a general meeting in accordance with the provisions of the Corporations Act.

A notice of general meeting must be given in accordance with the Corporations Act and must specify the place, date and time of the meeting, the general nature of the business to be transacted at the meeting, information regarding a Shareholder's right to appoint a proxy, and if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and the text of the special resolution.

The quorum for a meeting of the Shareholders is two Shareholders and the quorum must be present at all times during the meeting.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class of Shares whether by the terms of their issue, the Constitution, the Corporations Act or the Listing Rules, at a general meeting every Shareholder present in person or by a representative has one vote on a show of hands and every Shareholder present in person or by a representative, proxy or attorney has one vote per Share on a poll. Where there are two or more joint Shareholders and more than one of them is present at a meeting and tenders a vote in respect of the Share (whether in person or by proxy or attorney), the Company will count only the vote cast by the Shareholder whose name appears before the other(s) in the Company's register.

(c) Alteration of Capital

Subject to the Constitution, Corporations Act and the Listing Rules, the Company in general meeting may increase, divide, consolidate or reduce its share capital if it complies with the Constitution, Corporations Act and the Listing Rules.

(d) Variation of Rights

Subject to the Constitution, Corporations Act and Listing Rules, if at any time the share capital is divided into different classes of shares, the rights attached to the shares in any class may be altered only by special resolution passed at a separate meeting of the holders of the issued shares of the affected class, or with the written consent of the holders of at least three quarters of the issued shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and the Listing Rules, Shares are freely transferable.

The Shares may be transferred by a proper transfer effected in accordance with ASX Settlement Rules, by any other method of transferring or dealing introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by the Directors or the ASX.

The Company must not prevent, delay or in any way interfere with the registration of a proper ASX Settlement transfer. However, the Company may decline to register a transfer of Shares in the circumstances described in the Constitution and where permitted to do so under the Listing Rules. If the Company declines to register a

transfer, the Company must, within five business days after the transfer is lodged with the Company, give the lodging party written notice of the refusal and the reasons for refusal. The Directors must decline to register a transfer of Shares when required by law, the Constitution, the Listing Rules or the ASX Settlement Rules.

(f) **Dividends**

The Directors, subject to the Constitution, the Corporations Act and the Listing Rules, may determine that a dividend is payable and fix the amount, the time for payment, and the method of payment. The Directors may, before declaring any dividend, set aside out of the profits of the Company, such sums as they think proper as reserves, which may be used in the business of the Company or be invested in such investments as the Directors think fit.

(g) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.3 **Terms and conditions of Piggyback Options**

The terms and conditions of the Piggyback Options are as follows:

(a) **Entitlement**

Each Piggyback Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.

(b) **Exercise Price and Expiry Date**

Each New Option has an exercise price of \$0.019 and will expire on 31 May 2028 (**Expiry Date**).

Any Piggyback Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Period**

The Piggyback Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) **Quotation of the Options**

The Company does not intend to apply for Official Quotation of the Piggyback Options at this time. However, the Company will reconsider the position after 31 May 2026.

(e) **Transferability of the Options**

The Piggyback Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

(f) **Notice of Exercise**

The Piggyback Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency BPAY or electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that option as at the date of receipt.

(g) **Shares Issued on Exercise**

Shares issued on exercise of the Piggyback Options rank equally with the then Shares of the Company.

(h) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Piggyback Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Piggyback Options.

(i) **Adjustment for Bonus Issues of Shares**

If the Company makes a Bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment):

(iii) the number of Shares which must be issued on the exercise of a Piggyback Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the Bonus issue; and

(iv) no change will be made to the Exercise Price.

(j) **Adjustment for Entitlements Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a Bonus issue to which paragraph (i) will apply) there will be no adjustment of the Exercise Price of a Piggyback Option or the number of Shares over which the New Options are exercisable.

(k) **Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

4.4 **Dividend Policy**

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.5 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.6 below). Copies of all documents announced to the ASX can be found at www.bluglass.com.

4.6 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2024, being the last financial statements for a financial year of the Company lodged with ASX on 17 September 2024; and
- (b) the financial statements of the Company for the financial half year ended 31 December 2024, being the last financial statements for a financial year of the Company lodged with ASX on 27 February 2025; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in Section 4.5(a) above until the date of this Prospectus:

Date lodged	Subject of Announcement
1 May 2025	Proposed issue of securities - BLG
1 May 2025	BluGlass Investor Presentation
1 May 2025	BLG completes \$2.3M Placement and launches up to \$6M SPP
30 April 2025	Quarterly Activities Report & Appendix 4c – 31 Mar 2025
29 April 2025	Trading Halt
29 April 2025	Pause in trading
16 April 2025	Notification of cessation of securities - BLG

17 March 2025	Tech titans to lead BluGlass Industry Advisory Board
11 March 2025	BluGlass demonstrates world-record single mode GaN laser
5 March 2025	Notification of cessation of securities
5 March 2025	Notification regarding unquoted securities
5 March 2025	Application for quotation of securities
27 February 2025	Appendix 4D and Financial Report 31 December 2024
20 February 2025	BLG receives \$120k order for GaN lasers from repeat customer
31 January 2025	Quarterly Activities Report/Appendix 4C – 31 December 2024
29 January 2025	Showcases new product capability at Photoncis West, files US
23 January 2025	Application for Quotation of Securities - BLG
22 January 2025	Update – Application for Quotation of Securities -BLG
20 December 2024	Change of Director's Interests X4
19 December 2024	Application for Quotation of Securities - BLG
13 December 2024	Notification Regarding Unquoted Securities - BLG
9 December 2024	BluGlass receives A\$5.37M R&D Tax Rebate
22 November 2024	BLG to present at Automic Invest 2024 Conference
14 November 2024	BLG Secures A\$2.9M CLAWS Hub sub-contract
11 November 2024	Application for Quotation of Securities - BLG
31 October 2024	Quarterly Activities Report/Appendix 4C – 30 September 2024
22 October 2024	BLG enters JDA and secures A\$1.2m contract
21 October 2024	2024 AGM Poll Results
21 October 2024	2024 AGM Presentation
21 October 2024	2024 AGM Chairman and CEO Address
18 October 2024	BluGlass to present at Semiconductor Australia conference
2 October 2024	BluGlass and Macquarie University partnering on LiDAR Project
23 September 2024	Notification of Cessation of Securities - BLG
23 September 2024	Notification Regarding Unquoted Securities - BLG
23 September 2024	Application for Quotation of Securities - BLG
20 September 2024	Notice of Annual General meeting/Proxy Form

20 September 2024	Microelectronics Commons Project Update
19 September 2024	Clarification of Title of Appendix 4E and Annual Report

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.13 and the consents provided by the Directors to the issue of this Prospectus.

4.7 **Information excluded from continuous disclosure notices**

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

4.8 **Determination by ASIC**

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Options under this Prospectus.

4.9 **ASIC Instruments**

The Offer is made pursuant to ASIC Corporations (Exposure Period) Instrument 2016/74 which exempts the Company from complying with section 727(3) of the Corporations Act to the extent that that section prohibits the Company from issuing Options in the seven-day period after the date of lodgement of the Prospectus with ASIC.

The Offer is also made pursuant to ASIC Corporations (Application Form Requirements) Instrument 2017/241 which exempts the Company from complying with section 723(1) of the Corporations Act to the extent that that section only permits an issue of Options in response to an application form included in or accompanied by a disclosure document.

4.10 **Interests of Directors**

(a) **Information disclosed in this Prospectus**

Other than as set out in this Prospectus, no Director (or entity in which they are a partner or director) holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
- (iii) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offer.

(b) **Security holdings**

The relevant interests of each of the Directors in Securities as at the date of this Prospectus and their expected participation in the SPP Offer are as set out in the table below.

Director	Shares	Options	Performance Rights	Expected Participation in the Placement*
James Walker	3,602,102	-	4,191,489	846,154 New Shares and 846,154 New Options
Vivek Rao	1,857,155	-	3,191,489	846,154 New Shares and 846,154 New Options
Stephe Wilks	1,709,458	-	3,191,489	846,154 New Shares and 846,154 New Options
Jean-Michel Pelaprat	566,555	-	3,191,489	846,154 New Shares and 846,154 New Options

(c) **Remuneration of Directors**

The Constitution of the Company provides that the Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the shareholders in a general meeting, to be divided among the Directors and in default of agreement then in equal shares. The current maximum total aggregate amount of directors' fees payable to Non-Executive Directors without the approval of holders is set at \$600,000 per annum.

The Company may also pay the Director's travelling and other expenses they properly incur.

A Managing Director and Executive Directors are entitled to receive such remuneration as the Directors determine. Their remuneration must not include a commission on or percentage of operating revenue.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two financial years (FY), inclusive of directors fees, consultancy fees, superannuation benefits and share-based payments.

Director	FY ended 30 June 2024 (\$)	FY ended 30 June 2023 (\$)
James Walker	291,536	196,324
Vivek Rao	149,349	53,084
Stephe Wilks	146,889	50,322
Jean-Michel Pelaprat	135,716	66,031

4.11 Related party transactions

There are no related party transactions involved in the Offer.

4.12 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Options offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the New Options offered under this Prospectus.

Dash Corporate Lawyers Pty Ltd will be paid approximately \$12,700 (plus GST) in fees for legal services in connection with the Offer.

Automic has been appointed to conduct the Company's share registry functions and will provide administrative services in respect of this Offer, and will be paid for these services on standard industry terms and conditions.

4.13 Expenses of Offers

The estimated cash expenses of the Offers are as follows:

Estimated expenses of the Offers	No Shortfall \$	With Shortfall \$
ASIC lodgement fee	3,206	3,206
ASX quotation fee	40,000	40,000
Legal and preparation expenses	12,700	12,700
Printing, mailing and other expenses	63,240	63,240

Commitment Fees	90,000	90,000
Capital raising fees	330,854	140,854
Total	540,000	350,000

In addition to the above cash expenses the Company has issued New Options to the Commitment Investors valued at \$90,000.

4.14 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Dash Corporate Lawyers Pty Ltd has given its written consent to being named as the solicitors to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Automatic Registry Services has given its written consent to being named as the Share Registry to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

General information

5.1 How to apply for New Shares under the SPP Offer

You should carefully read this Prospectus and the instructions accompanying the Application Form before subscribing for New Shares. If you wish to participate in the Offer, you should complete the Application Form attached to this Prospectus.

5.1.1 How to Apply

Applications for New Shares under this Prospectus may only be made under the SPP Offer:

1. by making payment by BPAY as shown on your Personalised Application Form; OR
2. by making payment by Electronic Funds Transfer (EFT) as shown on your Personalised Application Form. You must quote your unique reference on your personalised application form as your payment/ reference/description when processing your EFT Payment.

The New Shares under the SPP Offer may only be issued in response to an SPP Application Form. If the Company does not have reasonable grounds to believe that the form was included in or accompanied by the Prospectus when the SPP Application Form was distributed, any Applications may need to be dealt with in accordance with section 724 of the Corporations Act.

There is no minimum number of New Shares that need to be applied for, but Applicants may only apply for New Shares to a maximum value of \$100,000.

An Application for New Shares shall also be treated as an application for New Options.

5.1.2 How to Pay

If you are an Eligible Shareholder and you are applying online, you must complete your online SPP Application by following the instructions and by making a BPAY® payment or making payment by EFT.

Apply by BPAY®

Using the BPAY® details provided when you complete your online SPP Application or Shortfall Application, you need to:

- a) access your participating BPAY® financial institution either through telephone banking or internet banking;
- b) select BPAY® and follow the prompts;
- c) enter the biller code supplied;
- d) enter the unique "Customer Reference Number" supplied for each SPP Application or Shortfall Offer Application;
- e) enter the total amount to be paid, which corresponds to the number of Shares you wish to apply for under each SPP Application (maximum \$100,000) or you have committed to subscribe for under the Shortfall Offer. Note that your financial institution may apply limits on your use of BPAY®. You should enquire about the limits that apply in your own personal situation;
- f) select the account you wish your payment to be made from;
- g) schedule your payment. Note that Applications without payment cannot be accepted; and

h) record your BPAY® receipt number and date paid. Retain these details for your records.

BPAY® payments must be made from an Australian dollar account of an Australian financial institution. You will need to check with your financial institution in relation to their BPAY® closing times to ensure that your Application Monies will be received by 5.00pm (AEST) on the Closing Date. If you do not pay the Application Monies by this time, your Application will be incomplete and will not be accepted. If you complete your Application by making a BPAY® payment, you do not need to complete or return the paper Application Form. By completing a BPAY® payment, you acknowledge you are applying pursuant to the Application Form.

5.1.3 Acceptance of SPP Applications

Regardless of the method of Application the Share Registry must receive the relevant Application by no later than the Closing Date (unless the Company varies the dates and times).

Completed BPAY® payment constitutes an irrevocable offer to BluGlass Limited to subscribe for Shares on the terms and conditions set out in this Prospectus (including any supplementary or replacement Prospectus), and as set out in the SPP Application Form.

The Company reserves the right to:

1. reject any SPP Application if the SPP Offer is oversubscribed, including SPP Applications that have not been correctly completed or are accompanied by payments that are dishonoured;
2. accept late SPP Applications received after the Closing Date;
3. allocate to any SPP Applicant a lesser number of New Shares than that for which any Applicant applied if the SPP offer is oversubscribed or and SPP Application is for more than \$100,000 worth of New Shares in which case the Application will be accepted for \$100,000 worth of New Shares only and the balance of subscription moneys will be returned (without interest); and
4. waive or correct any errors made by an Applicant in their SPP Application.

The Directors, subject to the requirements of the ASX Listing Rules and the Corporations Act, reserve the right to:

1. close the Offer early without prior notice; or
2. vary any of the important dates set out in this Prospectus, including extending the Offer.

5.1.4 Allotment and Allocation of New Shares and New Options under the SPP Offer

The Directors will determine the allottees of all the New Shares and New Options in their discretion if the SPP Offer is oversubscribed or an Applicant applies for more than \$100,000 worth of New Shares. The Directors reserve the right to allot New Shares and New Options in full for any application or to allot any lesser number or to decline any application. Where the number of New Shares and New Options allotted is less than the number applied for or where no allotment is made, the surplus application monies will be returned to the Applicant within seven days of the allotment date.

Subject to ASX agreeing to admit the Company's New Shares to the Official List, New Shares to be issued pursuant to the SPP Offer will be allotted as soon as practicable after the Offer closing. New Options will be issued as soon as possible after the General Meeting if their issue is approved.

Pending the allotment and issue of the New Share and New Options or payment of refunds pursuant to this Prospectus, all application monies shall be held by the Company on trust. The Company, irrespective of whether the allotment of New Shares or New Options takes place, will retain any interest earned on the application monies.

It is the responsibility of applicants to determine their allocations prior to trading in the New Shares or New Options. Applicants who sell New Shares or New Options or New Options before they receive their statement of Shareholding or Optionholding will do so at their own risk.

5.2 Allotment and Allocation of New Options under the Participants Offer

Placement Participants do not need to apply for New Options. They will be issued to them on upon Shareholder approval to their issue being obtained.

It is the responsibility of applicants to determine their allocations prior to trading in the New Options. Applicants who sell New Options before they receive their statement of Optionholding will do so at their own risk.

will be issued to them on exercise of their New Options.

5.3 Piggyback Options

Eligible Optionholders do not need to apply for Piggyback Options. They will be issued to them on exercise of their New Options.

5.4 Shortfall Offer

The Commitment Investors do not need to apply for New Shares and attaching New Options under the Shortfall Offer. These will be allocated in accordance with their individual commitments upon payment of the relevant amount to be subscribed by each.

5.4 CHESS and Issuer Sponsorship

The Company will participate in the Clearing House Electronic Sub-register System (CHESS). CHESS is operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Operating Rules. Investors, who do not wish to participate through CHESS, will be issuer sponsored by the Company.

Under CHESS the Company will not issue certificates to investors. Instead, Shareholders and Optionholders will receive a statement of their holding in the Company. If an investor is broker sponsored, ASX will send a CHESS statement. Statements are sent by post and set out the number of New Shares issued to the Shareholder or Options under this Prospectus and advice of their Holder Identification Number or Securityholder Reference Number. Subsequently, where a holding changes in the course of a calendar month that Shareholder or Optionholder will be issued with a statement that sets out the changes in their holding. That statement is despatched in the week following the relevant month end.

5.5 Foreign Offer Restrictions

This Prospectus does not constitute an offer or invitation to apply for Securities in any place which, or to any person whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify the Securities or the Offers or to otherwise permit an offering of the Securities, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Securities or the Offers or otherwise permit an Offer of any of the Securities that are the subject of this Prospectus in any jurisdiction outside Australia.

Applicants, who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed to enable them to apply for and be allotted Shares. If you are outside Australia, it is your responsibility to obtain all necessary approvals for the allotment and issue of the Securities pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

5.5 Dividends

The Company does not expect to pay dividends in the near future as its focus will primarily be on developing its products. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

5.6 Forward-looking Statements

This Prospectus contains forward-looking statements, which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects' or 'intends', and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management. Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 7.

5.7 Privacy Statement

The Company collects, holds and will use information in relation to each Applicant as provided on an Application Form (Information) for the purposes of processing the Application Form and should the Application be successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the Information for the purposes and the Company may disclose the Information for the purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third-party service providers, and to ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, licenced securities dealers, the Share Registry, print service providers, mail houses, and regulatory bodies including the Australian Taxation Office.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

5.8 Enquiries in relation to the Offer

This Prospectus provides information for potential investors in the Company and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact:

- a) Your stockbroker, accountant or independent financial adviser; or
- b) The Share Registry (on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday.

6. **Directors' Statement and Consent**

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

James Walker
Non-Executive Chair

Dated: 1 May 2025

7. Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

Defined Term	Definition
\$	means Australian dollars.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
ASX Settlement	means ASX Settlement Pty Limited ACN 008 504 532.
ASX Settlement Operating Rules	means ASX Settlement Operating Rules of ASX Settlement.
BluGlass	means BluGlass Limited (ABN 20 116 825 793).
Board	means the Directors meeting as a board.
Business Day	means Monday to Friday inclusive, other than a day that ASX declares is not a business day.
CHESS	means ASX Clearing House Electronic Subregistry System.
Closing Date	means 10 June 2025
Company	means BluGlass Limited (ACN 116 825 793).
Commitment Investor	means an investor who has committed to take New Shares and New Options under the Shortfall Offer
Constitution	means the constitution of the Company as at the date of this Prospectus.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	mean the directors of the Company as at the date of this Prospectus.
Eligible Optionholder	means a person who exercises New Options.
Eligible Shareholder	means a Shareholder with a registered address in Australia and New Zealand as at the date of this Prospectus as at 7pm on 30 April 2025.
Excluded Holder	means a Shareholder who is not an Eligible Shareholder.
Issue Date	means the date specified in the Indicative Timetable.
Issuer Sponsored	means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.
Listing Rules	means the listing rules of ASX.
New Options	means the Options the terms of which are set out in Section 4.1.
New Option Expiry Date	means the earlier of 31 May 2026 or 30 days after the Company announces the entry of a sales contract with a value of a minimum of at least A\$3 million in revenue to the Company with a Tier 1 company.

Offers	means the SPP Offer, the Participants offer and the Piggyback Offer.
Official List	means the official list of ASX.
Official Quotation	means quotation of Securities on the Official List.
Option	means the right to acquire one Share in the capital of the Company.
Optionholder	means a holder of an Option.
Piggyback Options	means the options the terms of which are set out in Section 4.3.
Placement	means the placement of shares at \$0.013 announced on 1 May 2025.
Placement Application	means the Placement Application form attached to or accompanying this Prospectus.
Placement Participant	means a person who participated in and was issued Shares in the Placement.
Prospectus	means this prospectus in respect of the Offers dated 1 May 2025.
Record Date	means 7.00 pm (Sydney Time) on 30 April 2025.
Section	means a section of this Prospectus.
Securities	mean any securities including Shares, Options (including New Options and Piggyback Options) or performance rights issued or other securities issued or granted by the Company.
Securityholders	means a holder of Securities.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Automic Registry Services.
Shareholder	means a holder of Shares.
SPP Application	means the SPP Offer Application Form attached to or accompanying this Prospectus.
SPP Offer	means the offer to Eligible Shareholders of up to 461,538,461 New Shares at the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer. per New Share and attaching New Options exerciseable at \$0.013 each.
Sydney Time	means time in Sydney, New South Wales, Australia

Holder Number:

Record Date:

**7.00pm (Sydney time) on
30 April 2025**

SHARE PURCHASE PLAN APPLICATION FORM

OFFER CLOSES 5:00PM (SYDNEY TIME) 10 JUNE 2025 (WHICH MAY CHANGE WITHOUT NOTICE)

This Offer entitles each Eligible Shareholder in BluGlass Limited (**BluGlass** or the **Company**) to subscribe through the Company's Share Purchase Plan for a maximum of \$100,000 worth of fully paid ordinary shares in the Company (**New Shares**) together with one attaching option (**New Options**) at the lower of \$0.013 or a 2.5% discount to the 5 day VWAP for BLG shares prior to the Closing Date for the SPP Offer per New Share to raise up to \$6.0 million (**SPP Offer**). The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia or New Zealand.

The Prospectus dated 1 May 2025 contains information about the SPP Offer and you should carefully read the Prospectus before applying for New Shares. This Application Form should be read in conjunction with the Prospectus. If you do not understand the information provided in the Prospectus or you are in doubt as to how you should deal with it, you should seek professional advice. Other than as defined in this Application form, capitalised terms have the same meaning as defined in the Prospectus.

1 SUBSCRIPTION

As there is no minimum subscription amount, Eligible Shareholders may subscribe for any amount from the SPP Offer issue price up to a maximum of \$100,000 worth of shares by paying the Subscription Amount in accordance with the payment instructions in section 2 of this Application Form.

2 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Application Form.

Option A - BPAY®



Biller Code:

Ref No:

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

Note: You do not need to return this form. Your BPAY® reference number or unique reference number will process your payment for your application for New Securities electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is:

Funds are to be deposited in AUD currency directly to following bank account:

Account name: Automic Pty Ltd

Account BSB:

Account number:

Swift Code: WPACAU2S

IMPORTANT: You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and Shares subsequently not issued.

3 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Application Form by post, you have not provided your email address or elected to receive all communications electronically.

We encourage you to elect to receive shareholder communications electronically to:

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION
PREFERENCE



INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

The right to participate in the SPP Offer is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP OFFER

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$100,000 worth of New Shares. As there is no minimum subscription, Eligible Shareholders can subscribe for any amount from the SPP Offer issue price up to a maximum of \$100,000 worth of shares and will receive 1 New Option for every 1 New Share subscribed and issued, exercisable at \$0.013 on or before 31 May 2026.

The maximum application for New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$100,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of New Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that over \$100,000 the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$100,000 worth of New Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any New Shares that have been applied for. Applications may be scaled back in the event of the SPP Offer being oversubscribed or if an application is made for more than \$100,000 worth of shares, as described in the Prospectus that this Application Form accompanies.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (Sydney time) on the Closing Date.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase New Shares under the SPP Offer, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP Offer in the Prospectus accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP Offer is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of New Shares indicated on this Application Form; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP Offer or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$100,000.
7. The maximum subscription limitation of A\$100,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any New Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for New Shares under the SPP Offer as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Prospectus and you have read and understood the terms and conditions of the SPP Offer;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Prospectus;
 - you agree to accept any lesser number of New Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP Offer to any person in the United States.

If you require further information about the SPP Offer, please contact Automic line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.