

BLUGLASS LIMITED

SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus and is dated 16 June 2025 (**Supplementary Prospectus**).

This Supplementary Prospectus supplements the prospectus dated 1 May 2025, (the **Prospectus**) issued by BluGlass Limited ACN 116 825 793 (**Company**). A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 16 June 2025. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed via the Company's website www.bluglass.com.au.

A printed copy of this Supplementary Prospectus is available and will be supplied together with a printed Prospectus at the registered address of the Company.

The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for New Shares and New Options in the Prospectus up to the date of the Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

2. Definitions

Defined terms used in the Supplementary Prospectus have the same meaning given to those terms in the Prospectus, unless otherwise stated.

3. Purpose of this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is:

- To amend the indicative timetable and refresh the timelines applicable to the Offer regarding the quotation of New Shares and New Options;
- Update the Prospectus for the offer to the New Committed Investors; and
- To update the list of announcements to the market.

4.1 Extension of the Closing Date

The Closing Date of the Offer has been extended to 5.00pm (Sydney Time) on 18 June 2025. Accordingly, the Important Dates as set out in the Key Offer Information section on pages iii and iv of the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

Event	Date
Lodgement of Supplementary Prospectus	16 June 2025
Offer Closes	18 June 2025
Issue of New Shares	20 June 2025
Issue and allotment of New Options	20 June 2025
Expected date of despatch of Holding Statements for New Shares	24 June 2025
Expected date of despatch of Holding statements for New Options	24 June 2025
Expected date of Quotation of New Shares	26 June 2025
Expected date of Quotation of New Options	26 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

Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are time in Sydney Australia. The Company reserves the right to vary the dates and times of the Offer, including to open or close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice. Applicants are encouraged to submit their Applications as soon as possible.

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

4.2 New Commitment Investor

The Company has received applications to take up New Shares and New Options for \$3,558,007 worth of New Shares and New Options.

The Company has now agreed with a New Commitment Investor that if following the Close of the Offer and any issue to the Commitment Investors that less than \$6 million has been raised that the New Commitment Investor will acquire up to \$1,500,000 of additional New Shares at the lower of \$0.013 or a 2.5%. (**New Commitment Offer**) discount to the 5-day VWAP for BLG shares prior to the Closing Date for the SPP Offer.

In consideration for this commitment the Company has agreed to pay to the New Commitment Investors a cash fee totalling \$90,000 and will be issued New Options equal to a total of 6% of the number of New Options issued to the Commitment Investors. The New Commitment Offer will only be made in the event the total subscribed for under the SPP Offer and the Shortfall Offer is less than \$6 million and will only be for a maximum of \$1.5 million worth of New Shares

As a result of the New Commitment Offer the following changes are made to the Prospectus:

- Cover Page; add item 5 as follows: “5 The New Commitment Offer to Sophisticated Investors and Professional Investors to subscribe for up to \$1.5 million New shares and New Attaching Options if less than \$6 million is raised under the SPP Offer and Shortfall Offer.”
- A new 8th paragraph is inserted in the Letter from the Board as follows:
“New Commitment Investors have agreed to subscribe for up to \$1.5 million worth of New Shares on the same terms as the SPP Offer if less than \$6 million is raised under the SPP Offer and the Shortfall Offer The maximum amount that can be raised under the three offers is \$6 million.”
- All references to “Eligible Participants, and Placement Participants and Eligible Optionholders and Commitment Investors” should now refer to “Eligible Participants, and Placement Participants and Eligible Optionholders and Commitment Investors and New Commitment Investors”.
- A fifth dot point be inserted under the heading “Transaction Specific Prospectus” on page i of the “Investment Overview” in the Prospectus as follows: “New Commitment Investors in respect of the New Commitment Offer and professional advisors whom New Commitment Investors may consult.”
- A new section be included on page ii of the Investment Overview immediately after the section headed “Commitment Investment/Shortfall Offer” as follows:

New Commitment Offer

The New Commitment Offer will only be made if less than \$6 million is raised under the SPP Offer and Shortfall Offers. The New Commitment Offer will be made to those sophisticated and professional investors.

The New Commitment 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 all Offers up to \$6 million provided no more than \$1.5 million is raised under the New Commitment Offer.

In consideration for this commitment the Company has agreed to pay to the New Commitment Investors a cash fee totalling \$90,000 and will issue them New Options equal to a total of 6% of the number of New Options issued to the Commitment Investors.

- The Capital table on pages iv and v of the Investment Overview and pages 8 and 9 of the Prospectus be amended as follows:

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.

	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	165,000,000	165,000,000	330,000,000
Commitment Investor Option	Nil	19,500,000	19,500,000
New Commitment Investor Options	Nil	6,923,077	6,023,077
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	646,038,461	646,038,461
Total	2,522,055,073	1,298,999,999	3,821,055,072

- A new Section 1.4A be inserted immediately after the end of Section 1.4 as follows:

“New Commitment Offer

If less than \$6 million is raised under the SPP Offer and the Shortfall offers the New Commitment Offer will be made to the New Commitment Investors. The number of New Shares and attaching New Options to be offered under the New Commitment Offer will be such number of New Shares and attaching New Options that will see the Company raise up to a total of \$1.5 million from the New Commitment Offer such that no more than \$6 million is raised under all Offers.

If the New Commitment Offer is made then the New Commitment Investors will be offered New Shares 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 New Commitment Offer will receive together with 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 A\$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 New Commitment Offer is made then the maximum number of New Options that could be subscribed for under all offers at \$0.13 is 461,538,462 and if exercised the Company would receive \$6million 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 Company has agreed to pay to the Commitment Investors a cash fee totalling \$90,000 and will issue them a total of 6% of the number of New Options issued to the Commitment Investors.

- Section 4.13 of the Prospectus be amended as follows:

4.13 Expenses of Offer

The estimated cash expenses of the Offer are as follows:

Estimated expenses of the Entitlement Offer	No Shortfall \$	With Shortfall \$	With New Commitment Offer
ASIC lodgement fee	3,206	3,206	3,206
ASX quotation fee	40,000	40,000	40,000
Legal and preparation expenses	12,700	12,700	12,700
Printing, mailing and other expenses	63,240	63,240	63,240
Commitment Fees	90,000	90,000	90,000
New Commitment Fees	-	90,000	90,000
Capital raising fees	330,854	140,854	140,854
Total	540,000	440,000	440,000

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

In addition to the above cash expenses the Company will issue New Options equal to a total of 6% of the number of New Options issued to the Commitment Investors.

- The following section 5.4A be inserted immediately after section 5.4:

“5.4A Shortfall Offer

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

- The definitions be amended by the inclusion of a new definition for “New Commitment Investor” as follows:

“New commitment Investor means an investor who has committed to take New Share and New Options under the New Commitment Offer”

4.3 Information available to Investors

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- the Annual Financial Report for the Company for the year ending 30 June 2024
- the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ending 30 June 2024 and before the issue of this Prospectus:

Date lodged	Subject of Announcement
13 June 2025	Proposed Issue of Securities - BLG

13 June 2025	General Meeting Poll Results
11 June 2025	BluGlass SPP Extension
6 June 2025	BLG to supply Indian Department of Defence with GaN lasers
15 May 2025	General Meeting Notice of Meeting, Letter of Access and Proxy
15 May 2025	BluGlass to host virtual Business Update webinar
12 May 2025	Updated Cleansing Notice
12 May 2025	Cleansing Notice
12 May 2025	Application for Quotation of Securities - BLG
1 May 2025	Prospectus
1 May 2025	Proposed Issue of securities - BLG
1 May 2025	BLG Investor presentation
1 May 2025	BLG Completes 42.3M Placement and launches up to \$6 million 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	Microelectroncs Commons Project Update
19 September 2024	Clarification of Title of Appendix 4E and Annual Report

5. Applications

All new applications for New Shares and new Options under the SPP Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

6. Directors' Authorisation

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

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of the Company by Mr James Walker

A handwritten signature in black ink, appearing to read 'J Walker', with a long horizontal stroke extending to the right.

James Walker

Chair

Dated: 16 June 2025

Holder Number:

Record Date:

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

SHARE PURCHASE PLAN SUPPLEMENTARY APPLICATION FORM

OFFER CLOSES 5:00PM (SYDNEY TIME) 18 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 and Supplementary Prospectus dated 16 June 2025 contain information about the SPP Offer and you should carefully read the Prospectus and Supplementary Prospectus before applying for New Shares. This Application Form should be read in conjunction with the Prospectus and Supplementary Prospectus. If you do not understand the information provided in the Prospectus and Supplementary 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 and Supplementary Prospectus. If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail.

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 and Supplementary Prospectus that this Supplementary 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 and Supplementary Prospectus accompanying this Supplementary 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 Supplementary 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 and Supplementary 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.