blinklab

Revolutionising Mental Health Care
Through Mobile Solutions

Prospectus

2024

BlinkLab Limited
(ACN 652 901 703)

Replacement Prospectus

Public Offer

For an offer of 35,000,000 Shares, at an issue price of $0.20 per Share, to raise $7,000,000, (before costs) (**Public Offer**).

The Public Offer pursuant to this Prospectus is conditional upon satisfaction of the Conditions of the Public Offer, which are detailed in Section 2.5. No Shares will be issued pursuant to this Prospectus until the Conditions of the Public Offer are met.

It is proposed that the Public Offer will close at 5.00pm (WST) on 21 March 2024. The Directors reserve the right to close the Public Offer earlier or to extend this date without notice. Applications must be received before that time.

The Public Offer is not underwritten.

Lead Manager to the Public Offer:

Westar Capital Limited (ACN 009 372 838) (AFSL 255789).

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you have any queries or do not understand it you should consult your professional advisers without delay.
The Shares offered by this Prospectus should be considered highly speculative.

TABLE OF CONTENTS

CORPORATE DIRECTORY	4
IMPORTANT NOTICE	5
CHAIR'S LETTER	7
KEY OFFER INFORMATION	8
1. INVESTMENT OVERVIEW	10
2. DETAILS OF THE PUBLIC OFFER	27
3. INDUSTRY OVERVIEW	34
4. COMPANY OVERVIEW	43
5. FINANCIAL INFORMATION	57
6. RISK FACTORS	59
7. BOARD AND MANAGEMENT	65
8. CORPORATE GOVERNANCE	70
9. MATERIAL CONTRACTS	82
10. ADDITIONAL INFORMATION	89
11. DIRECTOR'S AUTHORISATION	100
12. GLOSSARY	102
ANNEXURE A – INDEPENDENT LIMITED ASSURANCE REPORT	105
ANNEXURE B – IP REPORT	131
APPLICATION FORM	147

Corporate Directory

Directors
Dr Anton Uvarov
Executive Director

Mr Brian Leedman
Non-Executive Chairman

Dr Richard Hopkins
Non-Executive Director

Ms Jane Morgan
Non-Executive Director

Proposed Chief Executive Officer
Dr Hendrikus Johannes Boele

Proposed Chief Technology Officer
Mr Cornelis Pieter Boele

Proposed Chief Scientific Officer
Dr Sebastiaan K.E. Koekkoek

Current Company Secretary
Ms Kamille Dietrich

Proposed Company Secretary
Mr Christopher Achurch
(Appointment on and from Admission)

Solicitors
Nova Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

Investigating Accountant
Nexia Perth Corporate Finance Pty Ltd
Level 3, 88 William Street
Perth WA 6000

Registered Office and Principal Place of Business
Level 5
126-130 Phillip Street
Sydney NSW 2000

Telephone: +61 (02) 9068 1925
Email: info@blinklab.org
Website: www.blinklab.org

Auditor*
Nexia Perth Audit Services Pty Ltd
Level 3, 88 William Street
Perth WA 6000

Share Registry*
Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000

Lead Manager
Westar Capital Limited
216 St Georges Terrace
Perth WA 6000

Corporate Advisor*
ARQ Capital Pty Ltd
PO Box 4
Cottesloe WA 6911

Intellectual Property Lawyers
Meagher Emanuel Laks Goldberg & Laio, LLP
One Palmer Square, Suite 325
Princeton, NJ 08542
USA

Proposed ASX Code
BB1

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

IMPORTANT NOTICE

GENERAL

This Replacement Prospectus is dated 21 February 2024 and was lodged with ASIC on that date (**Prospectus**). This Prospectus replaces the prospectus lodged with ASIC by the Company on 14 February 2024 relating to the securities of the Company (**Original Prospectus**). Neither ASX nor ASIC and its officers take responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No Shares may be issued on the basis of this Prospectus later than 13 months after the date of the Original Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

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

EXPOSURE PERIOD

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Shares under this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred on Applications lodged prior to the expiry of the Exposure Period.

REPLACEMENT PROSPECTUS

The key differences between this Prospectus and the Original Prospectus are as follows:

a. the inclusion of further disclosures to the Chair's Letter; and

b. further disclosures regarding ARQ Capital Pty Ltd, the Company's Corporate Advisor at Sections 1.1 and 9.2 of the Prospectus.

NO APPLICATIONS

The Company confirms that since the lodgement of the Original Prospectus no Applications have been received or processed by the Company that would require the Company to consider allowing those applicants to withdraw their Application under section 724(2)(b) of the Corporations Act.

PROSPECTUS AVAILABILITY

A copy of this Prospectus can be downloaded from the website of the Company at www.blinklab.org. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company. The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

APPLICANTS OUTSIDE AUSTRALIA

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus (in electronic or hard copy form) in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus 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 to qualify the Shares, or the Public Offer, or otherwise permit a public offering of Shares, in any jurisdiction outside Australia. Refer to Section 2.14 for more information.

FORWARD LOOKING STATEMENTS

This Prospectus contains forward-looking statements which are identified by words such as 'could', 'believes', 'may', '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 the Company, and its Directors and management.

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.

The Company has 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 our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6 of this Prospectus.

THIRD PARTY PUBLICATIONS

The Industry Overview (Section 3) and Company Overview (Section 4) of this Prospectus includes attributed statements from books, journals and comparable publications that are not specific to, and have no connection with the Company. Except where indicated otherwise, the authors of these books, journals and comparable publications have not provided their consents for these statements to be included in this Prospectus and the Company is relying upon ASIC Corporations (Consents to Statements) Instrument 2016/72 for the inclusion of these statements in this Prospectus without such consent having been obtained.

PHOTOGRAPHS AND DIAGRAMS

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

MARKET AND INDUSTRY DATA

This Prospectus (and in particular Sections 3 and 4) contains industry data and forecasts that were obtained from industry publications, opinions, market data, third-party market research and publicly available information. These publications may state or imply that the information contained in them has been obtained from sources believed to be reliable, but the Company has not independently verified the accuracy or completeness of such information. There is no assurance that any of this information will be achieved. These matters involve risks and uncertainties and are subject to change based on various factors, including those described in the risk factors set out in Section 6.

SPECULATIVE INVESTMENT

The Shares offered under this Prospectus are considered speculative. There is no guarantee that the Shares offered will make a return on the capital invested, that dividends will be paid on the Shares, or that there will be an increase in the value of the Shares in the future. Prospective investors should carefully consider whether the Shares offered under this Prospectus are an appropriate investment for them in light of their personal circumstances, including but not limited to their financial and taxation position. Refer to Section 6 for details of the risks associated with an investment in the Company.

RISK FACTORS

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Shares. There are risks associated with an investment in the Company. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares. Refer to Section 6 for details of some of the key risks associated with an investment in the Company that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

DEFINITIONS

Unless the context otherwise permits, defined terms and abbreviations used in this Prospectus have the meanings set out in Section 12.

CHAIR'S LETTER

Dear Investor,

On behalf of the Directors, I invite you to become a shareholder of BlinkLab.

Building on the success of ResApp Health, acquired by Pfizer in late 2021, BlinkLab emerges as the next groundbreaking venture in digital healthcare. BlinkLab inherits the spirit of innovation by harnessing the power of AI and Machine Learning algorithms to disrupt the healthcare landscape. This cutting-edge digital technology is poised to capture the imagination of both investors and major pharmaceutical companies, eager to embrace transformative solutions in healthcare.

BlinkLab stands poised to change the landscape of diagnosing and treating neurodevelopmental conditions like ASD and ADHD in children. Our innovative approach leverages the power of smartphones, AI and Machine Learning to deliver screening tests specifically designed for children as young as **18 months** old. This marks a significant advancement, considering traditional diagnoses typically occur around **five years of age**, often missing the crucial early window for effective intervention. In recent months, the NDIS in Australia has come under scrutiny for the tremendous cost to the Australian taxpayer for which ASD diagnosis and treatment in children is the single largest expenditure. This smartphone based 'screening test' will aid healthcare providers to identify these children at a much younger age than presently available providing a pathway to effective treatment and better outcomes for the child and their parents.

BlinkLab, a company started by neuroscientists at Princeton University, over the past several years have fully developed a smartphone based diagnostic platform and we are seeking investment to finalise an FDA Class II medical device registration study in partnership with leading US university hospitals. This approval will pave the way for broad use of our technology in diagnosing and treating conditions like ASD and ADHD.

Why invest in BlinkLab?

- Early Detection: Our technology detects potential neurological conditions in children as young as 18 months, significantly earlier than traditional methods (around five years old). This critical window allows for timely intervention, maximising treatment effectiveness and improving long-term outcomes.
- Proven Technology: Extensive multi-national clinical trials have already validated the app's efficacy and safety.
- Addressing a Critical Need: ASD and ADHD diagnosis and treatment represent a significant cost burden on healthcare systems globally. Early detection through BlinkLab has the potential to improve efficiency, reduce costs, and ultimately benefit countless families.
- Strong Partnerships: Future and ongoing research collaborations with prestigious university hospitals underscores the scientific merit and clinical potential of our technology.

BlinkLab is led by an experienced management team and directors with a proven track record in building companies and vast knowledge in digital healthcare, computer vision, AI and Machine Learning. Our Scientific Advisory board consists of leading experts in the field of ASD and Brain Development allowing us to bridge most advanced technological innovations with groundbreaking scientific research.

Together, this powerful combination of leadership and scientific expertise enables BlinkLab to:

- develop clinically relevant solutions based on real-world needs;
- navigate the regulatory landscape efficiently and effectively; and
- deliver meaningful results for children, families, and the healthcare system.

BlinkLab is more than just technology; it's a collaborative effort led by experienced minds and driven by a passion for making a difference.

We invite you to join us in shaping the future of paediatric healthcare. Your investment will bring BlinkLab's innovative solution closer to clinical application, offering hope for earlier diagnosis, improved outcomes, and a brighter future for children with neurodevelopmental conditions.

This Prospectus outlines the key details of our Company, including our current and planned operations, the investment opportunity, and potential risks involved. The key risks include, among others, risks associated with the Princeton Licence Agreement with Princeton University, the protection of intellectual property, patent applications, clinical development and clinical use, reimbursement, changes to laws or regulations, and government interest and rights. **We encourage you to carefully review Section 6, which details these risks, together with other general risks applicable to all investments in listed securities not specifically referred to, before making any investment decisions. Accordingly, an investment in BlinkLab should be considered speculative.**

It is important that you read this Prospectus in its entirety before deciding whether to invest in BlinkLab and we encourage you to discuss it with your financial advisor to ensure an informed investment decision. We prioritize transparency and believe in building long-term partnerships with stakeholders who share our vision.

We appreciate your interest in the Company and hope to welcome you as a shareholder should you participate in the Public Offer.

Yours sincerely,

Brian Leedman
Non-Executive Chairman
BlinkLab Limited

KEY OFFER INFORMATION

KEY DATES – INDICATIVE TIMETABLE

Event	Date
Lodgement of Prospectus with ASIC	14 February 2024
Exposure Period begins	14 February 2024
Lodgement of Replacement Prospectus	21 February 2024
Opening Date of the Public Offer[1]	22 February 2024
Closing Date of the Public Offer	21 March 2024
Allotment and issue of Shares under the Public Offer	28 March 2024
Expected dispatch of holding statements	28 March 2024
Shares expected to begin trading on ASX	4 April 2024

Notes:
1. Subject to the Exposure Period. The Exposure Period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act. Any extension of the Exposure Period will impact on the Opening Date.
2. Prospective investors are encouraged to submit their Applications as early as possible. The Directors reserve the right to close the Public Offer earlier or later than as indicated above without prior notice to prospective investors.
3. Anticipated dates only. The above dates are indicative only and may change without notice. The Directors reserve the right to amend the timetable. The date the Shares are expected to be issued and/or commence trading on ASX may vary with any change to the Closing Date.

KEY DETAILS OF THE PUBLIC OFFER

	Full Subscription ($7,000,000)
Shares on issue at the date of this Prospectus[1]	64,150,003
Shares to be issued under the Public Offer[2]	35,000,000
Offer Price per Share under the Public Offer	**$0.20**
Total Shares on issue on completion of the Public Offer	**99,150,003**
Options on issue at the date of this Prospectus[3]	33,750,000
Chairman Options to be issued to the Non-Executive Chairman[4]	2,000,000
Total Options on issue on completion of the Public Offer	**35,750,000**
Performance Rights on issue at the date of this Prospectus	-
Performance Rights to be issued to the Directors and Officers[5]	3,000,000
Total Performance Rights on issue on completion of the Public Offer	**3,000,000**
Fully diluted Share capital[6]	**137,900,003**
Gross Proceeds of the Public Offer	**$7,000,000**
Market Capitalisation on completion of the Public Offer (undiluted)[7]	**$19,830,000**
Market Capitalisation on completion of the Public Offer (fully diluted)[7]	**$27,580,000**

Notes:
1. Refer to Section 4.14 for details regarding the substantial Shareholders of the Company as at the date of this Prospectus. This figure includes 12,000,000 Shares issued pursuant to the Seed Raising and a further 11,725,003 Shares issued pursuant to the Pre-IPO Capital Raising.
2. Refer to Section 2.1 for details of the Public Offer.
3. Exercisable at $0.25 and expiring on 17 September 2026. Refer to Section 10.2 for the full terms and conditions of the Options.
4. Exercisable at $0.25 and expiring five (5) years from the date the Company is admitted to the Official List of ASX. Refer to Section 9.4 for a summary of the material terms and conditions of the Appointment Letter and Section 10.3 for the full terms and conditions of the Chairman Options.
5. Subject to vesting conditions. Refer to Section 10.4 for the full terms and conditions of the Performance Rights.
6. Certain Securities on issue post-listing will be subject to ASX-imposed escrow. Refer to Section 4.15 for further information. The Company will announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX.
7. Assuming a Share price of $0.20, however, the Company notes that the Shares may trade above or below this price.

blinklab

INVESTMENT OVERVIEW

1. INVESTMENT OVERVIEW

The information in this Section is a summary only and not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered by potential investors in full, including the full risk factors set out in Section 6 of this Prospectus.

1.1 KEY INFORMATION

Topic	Summary	Reference
A. Company Overview		
Who is issuing this Prospectus?	Blinkab Limited (ACN 130 148 560) (Proposed ASX Code: BB1) (**BlinkLab** or the **Company**).	Section 4
Who is the Company and what does it do?	BlinkLab was incorporated on 17 August 2021 for the purpose of accelerating the development and commercialisation of intellectual property developed at Princeton University relating to smartphone-neurobehavioral testing (**Licenced IP**). BlinkLab has the exclusive worldwide licence to commercialise the Licenced IP and has developed a smartphone-based application with an e-platform that serves as a medical device to perform neurometric tests to aid in the diagnosis of autism spectrum disorder (**ASD**), attention deficit hyperactivity disorder (**ADHD**), schizophrenia and other neurodevelopmental conditions (**BlinkLab Device**). The tests include, but are not limited to, eyeblink conditioning (**EBC**), prepulse inhibition of acoustic startle (**PPI**) and habituation of eye blink response which serve as biomarkers for neurological and psychiatric disorders (**BlinkLab Tests**). The results from the BlinkLab Tests are recorded by smartphone and uploaded to BlinkLab's confidential and secure online platform where the data is analysed using machine learning (**ML**). Upon admission, the primary focus of BlinkLab will be to complete the necessary regulatory clinical studies and obtain the necessary regulatory approvals (that being FDA approval in the US and CE Mark in Europe) to bring the BlinkLab Device to market initially as a diagnostic tool for ASD.	Section 4
What is the BlinkLab Device?	The BlinkLab Device consists of: a. the **BlinkLab App**: a mobile application available for download in the App Store for patients, caregivers and/or parents, effectively a front-end tool that helps collect test subjects' information and responses to the BlinkLab Tests in real time; and b. the **BlinkLab Portal**: the back end includes a fully built secure database and content management system (**CMS**) as well as experimenters' portal that allows for full customisation of the neurometric tests as well as data analysis, annotation and visualisation tools. The BlinkLab Device combines fundamental neuroscience with state-of-the-art artificial intelligence and machine learning. The BlinkLab Tests do not depend upon any verbal or social interaction and could be used at a very early age. The mobile-device-enabled environment allows real-time detection of facial expressions, including eyes and eyelids, and uses encrypted data transfer and storage to protect patient privacy. The results from these responses are recorded by smartphone and uploaded to a confidential and secure online platform and the data is analysed using automated facial recognition and image processing techniques. One of the intended uses of the BlinkLab Device is for use by healthcare providers as an aid in the diagnosis of ASD for patients ages 18 months and older who are at risk for developmental delay based on concerns of a parent, caregiver, or healthcare provider. The BlinkLab Device is not intended for use as a stand-alone diagnostic device but as an adjunct to the diagnostic process. The BlinkLab Device is currently being used as a research tool until BlinkLab completes the regulatory clinical studies and receives 510(k) market authorisation from FDA in the United States and CE Mark in Europe. These market authorisations will allow the BlinkLab Device to be initially used as a clinical aid in the diagnosis of ASD.	Section 4

Topic	Summary	Reference
	Further details regarding the technology underlying the BlinkLab Device and BlinkLab Tests (**BlinkLab Technology**), the development and testing that has been undertaken to date and the timetable for development is set out in Section 4.	
What is the Company's history?	Although BlinkLab was incorporated in August 2021, the management team at BlinkLab has been engaged in extensive research and development of the underlying BlinkLab Technology since 2007. Approximately $4.4M AUD has been spent on the development of the BlinkLab Technology to date, which has been funded by Government grants, industry sponsorships, and various seed raisings following incorporation (specifically the Seed Raising and Pre-IPO Capital Raising). The funds received prior to incorporation were primarily used to develop and validate the diagnostic capabilities of the platform, whereas the funds raised from the Seed Raising and Pre-IPO Capital Raising were used toward software development and clinical studies. On 15 November 2021, BlinkLab entered into an exclusive licence agreement with Princeton University (**Princeton Licence Agreement**) pursuant to which it has been granted an exclusive worldwide licence to commercialise the Licenced IP, which includes a number of patent applications filed in the US and worldwide. BlinkLab has also filed additional patent applications in respect of novel intellectual property developed independently by BlinkLab subsequent to the Princeton Licence Agreement. Refer to Section 4.12 and the IP Report at Annexure B for further details regarding the intellectual property rights of BlinkLab. BlinkLab has completed approximately 6,000 individual diagnostic tests since incorporation, including patients diagnosed previously with ASD, ADHD, Schizophrenia as well as tracking the effect of ADHD medication in real time. Refer to Section 4.2 for further information on the clinical studies that BlinkLab has undertaken.	Sections 4.2, 4.12 and Annexure B.
What is the Company's intellectual property portfolio?	BlinkLab has in place (either directly or via the Princeton Licence Agreement) all necessary intellectual property protections to advance its operations. Pursuant to the Princeton Licence Agreement, the Company has a worldwide exclusive licence to use, sub-licence, develop, modify and commercialise the Licenced IP. In addition to the patents filed by Princeton University, which are the subject of the Princeton Licence Agreement, the Company has also independently filed patent applications in respect of additional intellectual property developed by BlinkLab since incorporation. The intellectual property covering the BlinkLab Technology underpins the Company's operations. Refer to Section 9.6 for the terms of the Princeton Licence Agreement and Section 4.12 for details regarding the intellectual property rights of BlinkLab.	Sections 4.12 and 9.6
What industry does the Company operate in?	BlinkLab operates in the medical diagnostic industry. In the United States, digital diagnostics are governed by the US Food and Drug Administration's (**FDA**) Software-as-a-Medical-Device framework. Although digital therapeutics and diagnostic products are categorised as medical devices, they have research and development requirements similar to pharmaceuticals in that clinical studies are required during the premarket approval process to demonstrate effectiveness and safety for a specific therapeutic indication. However, unlike the extensive preclinical and clinical trial requirements specified for drug manufacturers seeking a new drug approval, the FDA has limited guidance regarding evidentiary standards necessary for approval of digital diagnostic products. In the European Economic Area (**EEA**), the CE Mark is a legal requirement for medical devices sold in the EEA. The CE Mark signifies that a device has met the requirements of the relevant European Union (**EU**) directives. Once a device has CE Mark, it can be sold freely in any EEA country.	Section 3

(Con.)

Topic	Summary	Reference
B. Business Model		
Overview of the Company's business model and growth strategy	BlinkLab's development and commercialisation strategy is focused on obtaining the necessary regulatory approvals to bring the BlinkLab Device to market initially as a diagnostic tool for ASD. The BlinkLab Device is currently being used as a research tool until BlinkLab completes the regulatory clinical studies and receives 510(k) market authorisation from FDA in the US and CE Mark in Europe. These market authorisations will allow the BlinkLab Device to be initially used as a clinical aid in the diagnosis of ASD. The BlinkLab Device will initially be developed and marketed as a tool to aid health care practitioners in the diagnosis and assessment of ASD for patients between 18 and 72 months of age who are at risk for developmental delay based on concerns of a parent, caregiver, or healthcare provider. The BlinkLab Device is not intended for use as a stand-alone diagnostic device but as an adjunct to the diagnostic process. In order for the BlinkLab Device to be used as a clinical aid in the diagnosis of ASD, BlinkLab will need to complete a pivotal registrational study and subsequently apply for FDA registration and reimbursement for the tests. The study intends to recruit up to 500 subjects. Enrolments for this study will start during the first half of 2024 and it is anticipated that the study will be completed by mid-2025. FDA approval will be sought via a 510(k) application which is based upon a 'Predicate Device' already on market. BlinkLab will also seek CE Mark certification for the BlinkLab Device as a Class I Medical Device in early diagnostics of ASD, which will allow the BlinkLab Device to be sold freely in any EEA. While initially seeking FDA market authorisation as a clinical aid in the diagnosis of ASD, BlinkLab will also pursue approvals in other indications, such as ADHD, Schizophrenia, and other neurodevelopmental conditions. Programs in these other indications will follow the De Novo FDA classification pathway for novel devices of low to moderate risk that do not have a valid predicate device. The De Novo pathway would require clinical studies similar to 510(k) application. A summary of the regulatory pathway and key milestones to achieve commercialisation of the BlinkLab Device as a diagnostic tool for ASD is set out in Section 4.5.	Section 4
What are the growth strategies and key business objectives of the Company?	The Company's main objectives on completion of the Public Offer and admission of the Company to the Official List of ASX are: a. to complete the necessary regulatory clinical studies and receive FDA approval in the US and CE Mark in Europe for the BlinkLab Device to be used as a clinical aid in the diagnosis of ASD; b. initiating larger feasibility clinical studies in ADHD and schizophrenia, as well as completing the proof-of-concept studies in neurodegenerative and emotional disorders; c. pursue approvals in other indications, such as ADHD, Schizophrenia and other neurodevelopmental conditions; d. supporting the clinical programs with academic and industry partners in multiple diseases as well treatment response monitoring applications; e. initiating business development and reimbursement processes ahead of commercial launch of the initial product in ASD diagnostics; f. following FDA approval of the BlinkLab Device, initially launch services in two states in the United States, where the Company is strongly connected with top tier medical research centres and that have a strong awareness of ASD – that being New Jersey and Pennsylvania; and g. develop and/or acquire complementary IP that will increase the Company's diagnostic market as well as launch digital products in the therapeutic market.	Section 4.4

Topic	Summary	Reference
	While the Company's immediate focus will be on the BlinkLab Device, it may pursue and assess other new business opportunities in the biotechnology and medtech sectors over time which complement its business. These new business opportunities may take the form of direct or passive investments. At present, the Company is not pursuing any such acquisitions. The Directors are satisfied that on completion of the Public Offer and admission of the Company to the Official List of ASX, the Company will have sufficient funds to carry out its stated objectives.	
What are the Company's sources of revenue?	Investors are cautioned that the Company is generally loss making and is unlikely to generate any material revenue in the near term. Following the successful development, receipt of regulatory approvals (that initially being FDA approval) and commercialisation of the BlinkLab Device, the Company intends to generate revenue by collaborating with health care providers (**HCPs**) and making the BlinkLab Device available to HCPs as a diagnostic device, to assist with ASD screening. The Company intends to enter into agreements with various HCPs, whereby the Company will charge HCPs a fee per diagnosis made using the BlinkLab Device. The successful commercialisation and marketing of the BlinkLab Device may require further funding in addition to the Company successfully completing the activities set out in Section 4.4.	Section 4.6
Where does the Company operate?	The Company's main business activities, being medical diagnostics and devices development and commercialisation, is in Australia, Europe and the United States.	Section 4
What are the key dependencies of the Company's business model?	The key dependencies of the Company's business model include: a. completion of the Public Offer; b. sufficient market awareness and industry adoption; c. FDA approval of the BlinkLab Device; d. being able to continue to maintain the Princeton Licence Agreement and to maintain, protect and develop its intellectual property portfolio; e. further product development to increase the functionality and performance of the BlinkLab Technology; f. sufficient funding to ensure the Company is able to complete development; g. future access to additional capital, should it be required to fund potential future growth; h. the ability to continually protect and advance the Company's existing knowledge, licenced and owned intellectual property rights and trade secrets; and i. attracting and retaining key staff and personnel.	Section 4.10
How was the value of the consideration under the Princeton Licence Agreement determined?	In determining the value of the consideration payable by the Company under the Princeton Licence Agreement, the Company considered the following: a. confidence in the Licenced IP's long term potential, supported by its current progress and IP security; b. recognition of the costs incurred by Princeton University and funds spent to take the technology towards the stage where it could be licensed; and c. the exclusivity and other material terms of the Princeton License Agreement as described in Section 9.6. Refer to Section 9.6 for further details regarding the consideration payable under the Princeton Licence Agreement.	Section 9.6

(Con.)

Topic	Summary	Reference
Will the Company require more capital?	The Company's planned activities following Admission will initially be funded by the funds raised by the Public Offer, as further detailed in Section 2.9. However, the Directors anticipate the Company will in the future require additional capital to further its proposed business strategy. The amount and nature of any such additional funding will be determined based on market conditions and the needs of the business at the relevant time. A summary of the Company's financial information is included in Section 5 and in the Independent Limited Assurance Report (included in Annexure A). Investors are cautioned that the Company is generally loss making and is unlikely to generate any material revenue in the near term.	Sections 2.9, 5 and Annexure A
C. The Public Offer		
What are the key terms of the Public Offer and why is it being conducted?	The Public Offer is an offer of 35,000,000 Shares at an issue price of $0.20 per Share, to raise $7,000,000 (before costs). The principal purposes of the Public Offer are to: a. implement the business model and objectives of the Company (as set out in Section 4); b. provide funding for the purposes set out in Section 2.9; c. meet the expenses of the Public Offer (as set out in Section 10.10); d. provide for general administration and working capital needs; e. enhance the public and financial profile of the Company to facilitate its growth; f. continue to provide the Company with access to equity capital markets for future funding needs; and g. meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules, as part of the Company's application for admission to the Official List.	Section 2.1
What is the Full Subscription amount under the Public Offer?	The full subscription requirement for the Public Offer is $7,000,000 representing the subscription of 35,000,000 Shares, at an issue price of $0.20 per Share (**Full Subscription**). No oversubscriptions will be accepted by the Company under the Public Offer.	Sections 2.2 and 2.3
How does the Company intend to use the funds raised from the Public Offer?	It is intended that the funds raised from the Public Offer will be applied in accordance with the table set out in Section 2.9. The Board is satisfied that upon completion of the Public Offer, the Company will have sufficient working capital to meet its stated objectives.	Section 2.9
Is the Public Offer underwritten?	The Public Offer is not underwritten.	Section 2.4
Who is the lead manager to the Public Offer?	The Company has appointed Westar Capital Limited (ACN 009 372 838) (AFSL 255789) (**Westar Capital**) as lead manager of the Public Offer (**Lead Manager**). A summary of the material terms and conditions of the lead manager mandate between the Company and the Lead Manager (**Lead Manager Mandate**) is set out in Section 9.1.	Section 9.1
What are the Conditions of the Offers?	The Public Offer is conditional upon the following events occurring: a. the Company receiving sufficient Applications to meet Full Subscription under the Public Offer (see Section 2.2 for further information); and b. ASX granting conditional approval for the Company to be admitted to the Official List on conditions reasonably acceptable to the Company, (together, the **Conditions of the Public Offer**). There is a risk that the Conditions of the Public Offer will not be achieved. In the event the Conditions of the Public Offer are not achieved, the Company will not proceed with the Public Offer and will repay all Application Monies received without interest in accordance with the Corporations Act.	Section 2.5

Topic	Summary	Reference
What will the Company's capital structure look like after the completion of the Public Offer?	Refer to Section 4.13 for details of the Company's capital structure following completion of the Public Offer.	Section 4.13
Will any Securities be subject to escrow?	Subject to the Company being admitted to the Official List and completion of the Public Offer, certain Securities on issue will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner. The Company will seek to enter into restriction deeds and issue restriction notices (as applicable) in respect of all Securities classified by ASX as restricted securities in accordance with Chapter 9 of the ASX Listing Rules. The Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX. The Company confirms its 'free float' (the percentage of the Shares that are not restricted and are held by shareholders who are not related parties (or their associates) of the Company) at the time of admission to the Official List will be not less than 20% in compliance with ASX Listing Rule 1.1 Condition 7. The number of Securities that are subject to ASX imposed escrow are at ASX's discretion in accordance with the ASX Listing Rules and underlying policy.	Section 4.15
What are the key dates of the Offers?	The key dates of the Public Offer are set out in the indicative timetable on page 8 of this Prospectus.	Page 8
What are the rights and liabilities attached to the Shares being offered?	A summary of the material rights and liabilities attached to the Shares offered under the Public Offer are set out in Section 10.1. A summary of the terms and conditions attaching to the Options, Chairman Options and Performance Rights to be issued to officers of the Company are set out in Sections 10.2, 10.3 and 10.4 respectively. Also refer to Section 10.5 for a summary of the Company's employee incentive plan, pursuant to which additional Securities may be issued in the future.	Sections 10.1, 10.2, 10.3, 10.4 and 10.5
Are there any forecasts of future earnings?	There are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's growth strategies and the general nature of the industry in which the Company will operate, as well as uncertain macro market and economic conditions in the Company's markets, the Company's performance in any future period cannot be reliably estimated. On these bases and after considering ASIC Regulatory Guide 170, the Directors do not believe they have a reasonable basis to reliably forecast future earnings and accordingly forecast financials are not included in this Prospectus.	Section 5 and Annexure A
D. Key Advantages and Key Risks		
What are the key advantages of investing in the Company?	The Directors are of the view that investing in the Company offers the following non-exhaustive list of benefits: a. High-growth market: the ASD diagnostic market size is expected to cross USD 5.4 billion by the end of 2036, growing at a compound annual growth rate (**CAGR**) of 8% during the 2024-2036 period; b. the Company is at the forefront of developing artificial intelligence and machine learning based healthcare products, which is one of the fastest growing sectors of the healthcare industry;	Section 4

(Con.)

Topic	Summary	Reference
	c. first-mover advantage: being an early investor in a company developing a novel digital diagnostic tool could grant a competitive edge in this growing market. Successful development and commercialisation could lead to substantial returns on investment; d. intellectual property ownership: strong intellectual property protection of the digital diagnostic technology can create a barrier to entry for competitors, further solidifying the Company's market position and generating long-term revenue streams; e. potential for acquisitions or partnerships: with its disruptive technology and promising market potential, the Company could attract interest from larger healthcare companies or technology giants, leading to lucrative acquisitions or partnerships that benefit investors; and f. socially responsible investing: for some investors, the opportunity to contribute to technology with a potential to improve the lives of many individuals adds a valuable ethical dimension to their investment, attracting socially conscious investors seeking impactful returns.	
What are the key risks?	You should consider the key risks when deciding whether to invest in Shares. You should be aware that an investment in Shares should be considered a highly speculative investment. Some of the risks set out in this Prospectus are beyond the Company's control and those risks may have a material adverse impact on the Company and on its financial performance and position. Set out below is a summary of key risks which apply to an investment in the Company. These risks include a variety of Company specific and general risks, including, but not limited to: a. **Additional Requirements for Capital** The Company's future capital requirements depend on numerous factors. The Company currently has no operating revenue and it is unlikely that the Company will generate any revenue until the BlinkLab Device is registered with the regulator (respective to the jurisdiction) and commercialised. Depending on the Company's ability to maintain its funds and/or generate revenue from its operations, the Company may require further capital in the future. Any additional equity financing will dilute shareholdings. If the Company is unable to obtain additional financing as and when needed, the Company may be required to reduce the scope of its operations. b. **Conditionality of Offer** The Public Offer is subject to the Conditions of the Public Offer summarised in Section 2.5. There is the risk that one or more of these conditions cannot be fulfilled, and therefore, the Public Offer will not proceed. c. **Limited Operating History** The Company has limited operating history and is generally loss making. Accordingly, the Company is relying upon raising funds under the Public Offer to continue to fund its operations, and develop and commercialise the BlinkLab Device. Refer to Section 4.10 for further information on the Company's key dependencies. Given that the Company has limited operating history, no assurance can be given that the Company will achieve commercial viability through the successful development, regulatory approval and commercialisation of the BlinkLab Device. Until the Company is able to commercialise the BlinkLab Device, it is likely to incur ongoing operating losses. d. **Licence Agreement** Under the Princeton Licence Agreement, the Company has a worldwide exclusive licence to discover, develop, manufacture, have made, use, sell, offer to sell, have sold, import, export, distribute, rent or lease any product or service covered by the patents filed by Princeton University. The Company also has the right to grant sub-licences subject to the terms and provisions of the Princeton Licence Agreement.	Section 6

Topic	Summary	Reference
	Princeton University may terminate the Princeton Licence Agreement if the Company commits a material breach and that breach is not remedied within 30 days after notice to do so is given. If the Princeton Licence Agreement is terminated this would have a significantly adverse effect on the Company and its ability to further develop the BlinkLab Device and maintain a listing on the ASX. Refer to Section 9.6 for further details regarding the Princeton Licence Agreement. As at the date of this Prospectus, the Directors confirm that the Company is not in breach of the Princeton Licence Agreement, and the Company is not aware of any facts or circumstances that may give Princeton University a right to terminate the Princeton Licence Agreement. e. **Government Interest and Rights** Under what is known as the *Bayh-Doyle Act of 1980* (L. 96-517, Dec. 12, 1980, 94 Stat. 3018), the United States Government has the ability to, and quite often does, provide financial assistance to various research conducted by universities, non-profit research institutions and small businesses in the United States. As a result of this, the United States Government retains an irrevocable, non-exclusive, royalty-free licence to any inventions/patents that arise from the funded research (**Government Interest**). This Government Interest also includes the right to sub-licence the inventions/patents in certain circumstances, including: i. if the 'sponsored entity' fails to show that it will take effective steps, within a reasonable time, to make the benefits of the sponsored invention 'available to the public on reasonable terms'; ii. it is needed to reasonably alleviate health and safety needs; iii. provide 'public use specified by Federal regulations'; or iv. favour United States manufacture of goods or services covered by the inventions/patents. The United States Government provided support in the form of a monetary grant to Princeton University, which was used to make the invention that is the subject of the patent applications lodged by Princeton University. As a result of this funding having been provided, the United States Government has a Government Interest in the Licenced IP. The Company does not anticipate that the United States Government would exercise its rights under the Government Interest (as set out above) in respect of the Licenced IP. Specifically, as set out in Section 4.4, the Company intends to commercialise the BlinkLab Device and, as soon as possible following FDA approval, launch the BlinkLab Device. Refer to the IP Report at Annexure B for further information in respect of the Government Interest and the Company's intellectual property rights. f. **Jurisdictional requirements and protections for patents** Each jurisdiction has its own laws and regulations that govern patents, and therefore, the requirements that must be met for the grant and maintenance of patents varies from jurisdiction to jurisdiction. For example, a patent granted and registered in one jurisdiction may not necessarily be granted and registered in another jurisdiction. Further, the level of protection for granted and registered patents also varies from jurisdiction to jurisdiction. Please refer to the IP Report include at Annexure B for more detailed information. Accordingly, the Company may be required to allocate additional resources to ensure it meets the various requirements for patents to be granted within each relevant jurisdiction, which may re-direct the Company's attention and funds from other operations. g. **Trade secrets and confidentiality** Whilst the Company's intellectual property is protected, the Company relies significantly on trade secrets and confidentiality in regards to research, development and commercialisation of the BlinkLab Device. There is the risk that the Company's existing measure to protect its trade secrets and maintain confidentiality may not be sufficient, or there may be a breach in confidentiality. The Company has measures in place to mitigate breaches of confidentiality or unauthorised sharing of trade secrets. However, the Company cannot provide absolute certainty that employees, contractors or third parties will not breach confidentiality or divulge the Company's trade secrets or any commercially sensitive information.	

(Con.)

Topic	Summary	Reference
	h. **Reimbursement Risk** A core focus of BlinkLab's commercialisation strategy will be to register and then launch the BlinkLab Device in major global markets. Once registered, the BlinkLab Device can qualify for reimbursement, which is a key commercial objective. Achieving the reimbursement for the tests and studies conducted in the development of the BlinkLab Technology and BlinkLab Device is a crucial step towards successful commercialisation of the BlinkLab Device. Any significant delays or inability to achieve reimbursement may adversely impact the Company's ability to commercialise the BlinkLab Device. Refer to Section 4.7 for further details on reimbursement. i. **Clinical development and clinical use** There is the risk of misdiagnosis and/or a delayed diagnosis of ASD with the BlinkLab Device. Such a misdiagnosis or delayed diagnosis of ASD could occur as a result of a false positive result, a false negative result or in a circumstance where no result is generated. Both a misdiagnosis and delayed diagnosis can result in delayed treatment of ASD, or in the case of a misdiagnosis, the delivery of treatment that is not appropriate for ASD. j. **Competition** The Company operates in a competitive landscape in the medical diagnostic industry. Such competition may include well-funded and well-established corporations in Australia and worldwide, that have significantly greater resources and capital than the Company. Further, competitors of the Company may use factors such as pricing, quality and innovation to set themselves apart and ahead of the Company. If the Company is significantly slower than its competitors to progress research and development, market the BlinkLab Device and commercialisation it could lead to a materially adverse effect on the Company's financial performance and ability to gain market acceptance. An overview of the competitive landscape is set out in Section 3.5. k. **Research and development of the BlinkLab Device** The Company's business significantly involves research and development in relation to medical diagnostic products and commercialisation of the BlinkLab Device. The Company's development strategy for the BlinkLab Device is outlined in Sections 4.4 and 4.5. If the Company fails to identify and invest in research into such medical diagnostic products and technologies, this could leave the Company behind its competitors, as well as result in customers moving to use of the products of the Company's competitors. Such investment from the Company is based on informed and calculated assumptions, as well as research. There is also the risk that if the Company invests into new and emerging technologies and/or areas, the Company may not receive the benefits of doing so for quite some time, or at all. As such, the Company may have invested significant cost and time with no benefit to come from this investment. l. **Technology Risks** The Company is developing a technology (that being the BlinkLab Technology) that uses AI (artificial intelligence) and ML (machine learning). As a result of this, the Company may be exposed to the following risks: i. Data Bias and Fairness: AI algorithms are trained on data, and if that data is biased, the resulting AI model will also be biased, potentially leading to inaccurate or unfair diagnoses, particularly for certain demographics. ii. Algorithm Transparency and Explainability: understanding how an AI model arrives at its conclusions is crucial for building trust and identifying potential errors. Lack of transparency can raise concerns about accountability and limit its adoption in the medical field. iii. Data Security and Privacy: medical data is highly sensitive, and securing it is paramount. AI systems that handle such data must have robust cybersecurity measures in place to prevent breaches and protect patient privacy.	

Topic	Summary	Reference
	iv. Overreliance on AI and Ignoring Human Expertise: while AI can be a powerful tool, it shouldn't replace human judgment and expertise in healthcare. Overreliance on AI without considering other factors can lead to misdiagnosis or missed diagnoses. v. Technical Issues and System Malfunctions: pin any software, AI systems can experience technical glitches or malfunctions. These can lead to inaccurate diagnoses or disruptions in patient care delivery. m. **Changes to laws or regulations** The Company is subject to local laws and regulations in all the jurisdictions in which the Company operates. The Company is familiar with keeping up to date with changes to laws or regulations. However, there is the risk that the Company may fail to keep up to date with any changes to or the introduction of laws or regulations, which may impact operations. Further, changes to existing laws or regulations, particularly in respect of compliance and/or reporting obligations, may significantly increase costs for the Company. n. **Reliance on key personnel** The Company's operations and success will depend to a large extent on the continuing efforts and expertise of its senior and key personnel. The loss of a senior or key member of the Company, may adversely affect the Company and its operations. Further, should the Company be unable to retain and attract highly skilled and appropriately qualified personnel, this may impede the Company's business and the Company achieving its objectives. o. **Protection of intellectual property** The Company protects its intellectual property through reliance on laws and regulations surrounding intellectual property. The Company also protects its intellectual property through trade secrets, internal data security policies and measures, and contractual confidentiality arrangements. However, the Company cannot guarantee that there will be no unauthorised use (or misuse) of its intellectual property. The commercial value of intellectual property assets depends completely on the applicable legal protections. However, such legal mechanisms do not guarantee that the Company's competitive position will be maintained or that the intellectual property will be protected. The Company cannot provide absolute certainty that employees, contractors or third parties will not breach confidentiality or misappropriate the Company's intellectual property or any commercially sensitive information. There is the possibility that third parties may challenge the Company's intellectual property rights. If the Company's intellectual property rights are challenged, the Company will be required to defend such claims. Irrespective of whether such claims are determined in the Company's favour or not, if the Company is required to defend such challenges, the Company may incur significant costs of such litigation, management would need to devote time and attention to defending such claims (rather than focusing on development and commercialisation of the BlinkLab Device) and the Company may suffer reputational damage. As at the date of this Prospectus, the Company is not aware of any claims of this nature in relation to any of the intellectual property rights in which it has. p. **Intellectual Property Infringement** The Company has an intellectual property strategy which involves the Company implementing policies and procedures to minimise the risk of infringement of the Company's intellectual property, and the risk of the Company infringing another party's intellectual property. Despite the Company's strategy, there still remains the risk of intellectual property infringement and disputes arising from claims of any potential infringement. If the Company is required to either defend or pursue a claim of infringement, the Company may incur significant cost, deviating the time of management and key personnel, as well as possible reputational damage to the Company (in the case of defending a claim of infringement). To date, the Company is not aware of any threatened of pending claims of infringement by third parties against the Company for intellectual property infringement.	

(Con.)

Topic	Summary	Reference
	q. **Patent Application Risk** The Company's current intellectual property portfolio (including the Licenced IP) comprises pending patent applications. There is no guarantee that these patent applications will be granted and that the Company will receive enforceable patent rights as a result of the patent applications being granted. If the patent applications are granted, there is the risk that the Company may not be able to practice and/or commercialise the inventions claimed in the patent applications and the workings of its patented invention may be prevented, as there may be another patent application or patent with a priority date earlier to that of the Company's priority dates. Further, if granted, the patents could be in part, or wholly, invalidated following claims and/or allegations by third parties. As at the date of this Prospectus, the Company is not aware of any claims and/or allegations relating to the patent applications. Refer to Section 4.12 and the IP Report at Annexure B for further details on the Company's intellectual property and patent applications. r. **Third party reliance** The Company relies on a number of third party research and development providers, to maintain and support its operations and business. Any material changes in the trading terms, relationship or supply from such third parties, or the inability to enter into new agreements for research and development with such third parties, may impact the Company's ability to carry on its operations and business, as well as undertake any future research. s. **Change in strategy** Over time, the Company's product development and commercialisation strategies and plans may change and evolve. Any such changes may be the result of, but not limited to, the following factors: change in the needs of the market; acceptance of the BlinkLab Device by the market in various jurisdictions; change in the competitive landscape, change to regulations and policies of the regulators, and change and/or innovation of the technology. A change in the Company's strategy may expose the Company to additional risks. The Company's current growth strategy is outlined at Section 4.4. t. **Regulatory approvals** The Company's business involves product development and commercialisation, which requires regulatory approvals from external bodies in the relevant jurisdictions. These regulatory approvals often involve a length evaluation process and there is no guarantee that the Company will meet the requirements of each regulator. If the Company is unable to meet the requirements of a regulator, the Company may be required to undertake further research, which would result in additional cost and delay to the Company. This list is only a summary and is not exhaustive, the prospective Applicants should refer to additional risk factors in Section 6 of this Prospectus before deciding to apply for Shares under the Prospectus.	
E. Directors, Related Party Interests and Substantial Holders		
Board and Management	The Directors of the Company comprise of: a. Dr Anton Uvarov (Executive Director); b. Mr Brian Leedman (Non-Executive Chairman); c. Dr Richard Hopkins (Non-Executive Director); and d. Ms Jane Morgan (Non-Executive Director). Refer to Section 7.1 details of the experience and qualifications of the Directors.	Section 7.1.

<table>
<tr><th>Topic</th><th>Summary</th><th>Reference</th></tr>
<tr><td>What benefits are being paid to the Directors?</td><td>
The below table sets out the proposed cash remuneration to be paid (and Options and/or Performance Rights to be issued) to the Directors.
<table>
<tr><th>Director</th><th>Cash [1]</th><th>Options</th><th>Performance Rights[2]</th></tr>
<tr><td>Dr Anton Uvarov[3]</td><td>$150,000</td><td></td><td>-</td></tr>
<tr><td>Mr Brian Leedman[4]</td><td>$180,000</td><td>2,000,000</td><td>750,000</td></tr>
<tr><td>Dr Richard Hopkins[5]</td><td>$60,000</td><td></td><td>-</td></tr>
<tr><td>Ms Jane Morgan[6]</td><td>$60,000</td><td></td><td>-</td></tr>
</table>
Notes:
1. Refer to the terms of the executive service agreement and letters of appointment (as applicable) between the Company and the Directors at Sections 9.3 and 9.4 respectively.
2. Further information about the Performance Rights being issued to the Directors are set out in Section 10.6. The Company determined the number of Performance Rights in consideration of the experience and skill set brought by each Director to the Board. The parties considered the Performance Rights were an appropriate benefit in light of comparable performance security packages for directors engaged by like size and nature companies that are on the ASX. The classes of Performance Rights were determined based on reasonable revenue milestones (the vesting conditions) with the aim of that delivering shareholder value (in the event the vesting condition was achieved). The number of Performance Rights issued to each Director was determined based on each Directors' expected future work load and involvement in assisting the Company to achieve the vesting conditions.
3. In the previous two (2) years, Dr Uvarov has received nil remuneration from the Company. Dr Uvarov also holds 2,000,000 Options (exercisable at $0.25 and expiring 17 September 2026), held indirectly via Ms Yulia Uvarova ATF <Techinvest Nominees> an entity associated with Dr Uvarov. For the avoidance of doubt, the 2,000,000 Options held by Dr Uvarov were not issued as part of his remuneration package. The full terms and conditions of the Options are set out in Section 10.2.
4. In the previous two (2) years, Mr Leedman has received nil remuneration from the Company. Mr Leedman currently holds 2,250,000 Options (exercisable at $0.25 and expiring 17 September 2026), held jointly with Mrs Natasha Leedman. For the avoidance of doubt, the 2,250,000 Options currently held by Mr Leedman were not issued as part of his remuneration. Upon admission of the Company to the Official List of ASX, Mr Leedman will also be issued a total of 2,000,000 Chairman Options (exercisable at $0.25 and expiring five (5) years from the date the Company is admitted to the Official List) and a total of 750,000 Performance Rights, subject to vesting conditions as part of his remuneration package. The full terms and conditions of the Options, Chairman Options and Performance Rights are set out in Sections 10.2, 10.3 and 10.4.
5. In the previous two (2) years, Dr Hopkins has received nil remuneration from the Company. Dr Hopkins currently holds 450,000 Options (exercisable at $0.25 and expiring 17 September 2026) directly. For the avoidance of doubt, the 450,000 Options held by Dr Hopkins were not issued as part of his remuneration package. The full terms and conditions of the Options are set out in Section 10.2.
6. In the previous two (2) years, Ms Morgan has received nil remuneration from the Company. Ms Morgan currently holds 1,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) directly. For the avoidance of doubt, the 1,000,000 Options held by Ms Morgan were not issued as part of her remuneration package. The full terms and conditions of the Options are set out in Section 10.2. Through Jane Morgan Management Pty Ltd, Ms Morgan also indirectly receives a financial benefit from the Company in respect of the services provided under the JMM Digital Agreement. Refer to Section 9.12 for further information regarding the JMM Digital Agreement.

The number of Options and Performance Rights was determined based on the experience and skill set brought by each Director to the Board, each Directors' expected future workload and involvement in assisting the Company following Admission, and current market standards for ASX listed companies of a similar size and stage of development. The issue of the Options and Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors. Further, the milestones attaching to the Performance Rights are connected to the future performance of the Company and its operations.
</td><td>Sections 7.5.3, 9.3 and 9.4</td></tr>
</table>

(Con.)

<table>
<tr><th>Topic</th><th>Summary</th><th>Reference</th></tr>
<tr><td>What interests do the Directors have in the Securities of the Company?</td><td>The Directors and their related entities have the following interests in Securities as at the date of this Prospectus:
<table>
<tr><th>Director</th><th>Shares[1]</th><th>Options[2]</th><th>Performance Rights[3]</th></tr>
<tr><td>Dr Anton Uvarov[4]</td><td>8,325,000</td><td>2,000,000[5]</td><td>nil</td></tr>
<tr><td>Mr Brian Leedman[5]</td><td>500,000</td><td>2,250,000[6]</td><td>nil</td></tr>
<tr><td>Dr Richard Hopkins[6]</td><td>700,000</td><td>450,000[7]</td><td>nil</td></tr>
<tr><td>Ms Jane Morgan[7]</td><td>nil</td><td>1,000,000[8]</td><td>nil</td></tr>
</table>
Notes:
1. Figures calculated on the basis that the Company has 64,150,003 Shares, 33,750,000 Options and nil Performance Rights on issue as at the date of this Prospectus.
2. Exercisable at $0.25 and expiring on 17 September 2026. Refer to Section 10.2 for the full terms and conditions of the Options.
3. Mr Brian Leedman will be issued 750,000 Performance Rights on the Company's successful admission to the Official List. Refer to Section 10.4 for the full terms and conditions of the Performance Rights.
4. 8,325,000 Shares and 2,000,000 Options (exercisable at $0.25 and expiring 17 September 2026), held indirectly via Ms Yulia Uvarova ATF <Techinvest Nominees> an entity associated with Dr Anton Uvarov.
5. 500,000 Shares held indirectly via Thunderous Pty Ltd an entity associated with Mr Leedman and 2,250,000 Options (exercisable at $0.25 and expiring 17 September 2026), held jointly with Mrs Natasha Leedman. Mr Leedman will be issued 2,000,000 Chairman Options upon the Company's admission to the Official List of ASX. Refer to Section 10.3 for the full terms and conditions of the Chairman Options.
6. 700,000 Shares and 450,000 Options (exercisable at $0.25 and expiring 17 September 2026), held directly.
7. 1,000,000 Options (exercisable at $0.25 and expiring 17 September 2026), held directly.

Refer to Section 7.5.2 for details regarding the interests of the Directors and their related entities in Securities on Admission. The full terms and conditions of the Options and Performance Rights are set out in Sections 10.2 and 10.4 respectively.</td><td>Section 7.5.2</td></tr>
<tr><td>Who will be the substantial holders of the Company?</td><td>Refer to Section 4.14 for details regarding the Shareholders who are expected to hold 5% or more of the total number of Shares on issue at Admission (based on information known at the date of this Prospectus and subject to Applications received under the Public Offer).

The Company will announce to the ASX details of its top-20 Shareholders following completion of the Public Offer prior to the Shares commencing trading on ASX.</td><td>Section 4.14</td></tr>
<tr><td>What important contracts has the Company entered into with related parties?</td><td>The Company has entered into the following related party transactions on arms' length terms:
a. an executive services agreement with Dr Anton Uvarov for his appointment as Executive Director;
b. a letter of appointment with Mr Brian Leedman for his appointment as Non-Executive Chairman;
c. a letter of appointment with Dr Richard Hopkins for his appointment as Non-Executive Director;
d. a letter of appointment with Ms Jane Morgan for her appointment as Non-Executive Director;
e. a contract with Jane Morgan Management Pty Ltd for website and graphic design services; and
f. deeds of indemnity, insurance and access with each of its Directors.

Refer to Sections 7.6 and 9 for further details of the material contracts to which the Company is party to.

The contract between Jane Morgan Management Pty Ltd and the Company (e. above) is considered to be a related party contract as Ms Jane Morgan is a director of Jane Morgan Management Pty Ltd as well as Non-Executive Director of the Company. Please refer to Section 9.12 for a summary of the JMM Digital Agreement.</td><td>Section 7.6 and 9</td></tr>
</table>

<table>
<tr><th>Topic</th><th>Summary</th><th>Reference</th></tr>
<tr><td colspan="3">F. Advisor Interests</td></tr>
<tr><td>What benefits are being paid to the Lead Manager and to other advisors?</td><td>Lead Manager
In accordance with the Lead Manager Mandate, the Lead Manager will receive a capital raising fee of 6% (plus GST) of the total amount raised under the Public Offer (that being a total of $420,000 based on Full Subscription).

The Company agreed to pay the fees to the Lead Manager set out above following arm's length negotiations with the Lead Manager. The Company considers that the fees payable under the Lead Manager Mandate are on industry standard commercial terms for capital raisings of this size and nature. The Lead Manager has previously received fees totalling $34,320.00 AUD (inclusive of GST) from the Company for services provided in relation to the Pre-IPO Capital Raising.

Refer to Section 9.1 for a summary of the key terms and conditions of the Lead Manager Mandate.

Corporate Adviser
The Company entered into a mandate to appoint ARQ Capital Pty Ltd (ACN 135 397 796) (Corporate Advisor) as corporate advisor to the Company with effect from the date the Company is admitted to the Official List of the ASX (Corporate Advisor Mandate). Pursuant to the Corporate Advisor Mandate, the Corporate Advisor will be paid a monthly retainer of $7,500 (plus GST) per month for corporate advisory services for 12 months commencing on the date the Company is admitted to the Official List of the ASX (a total of $90,000 plus GST).

The Corporate Advisor has previously received fees totalling $36,102.00 AUD (inclusive of GST) from the Company for services provided in relation to the Pre-IPO Capital Raising.

Mr Michael Nitsche is the sole director and shareholder of ARQ Capital Pty Ltd. Mr Nitsche served as a director of the Company from 30 September 2021 to 12 August 2022 and was not a related party for the purposes of the Corporations Act and ASX Listing Rules when the Company entered into the Corporate Advisor Mandate. Nevertheless, the Board considers the Corporate Advisor Mandate to be on arm's length terms as the fees payable are no more favourable than industry standard commercial terms. Refer to Section 9.2 for a summary of the key terms and conditions of the Corporate Advisor Mandate.

Other
Details of fees to be paid to other advisors in connection with the Public Offer are set out in Section 10.10.</td><td>Sections 2.6, 9.1, 9.2 and 10.9.</td></tr>
<tr><td>What are the advisors' interests in the Securities of the Company?</td><td>As at the date of this Prospectus, the Lead Manager and its respective associates have the following interests in the Securities of the Company:
<table><tr><th>Advisor</th><th>Shares</th><th>%[1]</th><th>Options</th></tr><tr><td>Lead Manager[2]</td><td>2,574,998</td><td>4.01%</td><td>3,000,000</td></tr><tr><td>Corporate Advisor[3]</td><td>3,750,000</td><td>5.85%</td><td>3,000,000</td></tr></table>
Based on the information available to the Company as at the date of this Prospectus regarding the intentions of the Lead Manager and the Corporate Advisor (and their respective associates) in relation to the Public Offer, they will have a relevant interest in the following Securities on Admission:

<table><tr><th>Advisor</th><th>Shares</th><th>%[1]</th><th>Options</th></tr><tr><td>Lead Manager[2]</td><td>2,574,998</td><td>2.60%</td><td>3,000,000</td></tr><tr><td>Corporate Advisor[3]</td><td>3,750,000</td><td>3.78%</td><td>3,000,000</td></tr></table>
Notes:
1. Figures calculated on the basis that the Company has 64,150,003 Shares on issue as at the date of this Prospectus, and that the Company will have 99,150,003 Shares on issue at Admission based on Full Subscription.
2. Comprising:
a. 1,875,000 Shares issued at an issue price of $0.067 each (post- Share Split basis) pursuant to the Seed Raising undertaken by the Company in November 2021 and 699,998 Shares issued at an issue price of $0.12.
b. 1,550,000 Options (exercisable at $0.25 and expiring 17 September 2026) held by Ice Lake Investments Pty Ltd an entity associated with Mr Brenton Reynolds (a Director of the Lead Manager), issued for previous services provided, including assistance with the Seed Raising;</td><td>Sections 2.6, 9.1 and 9.2</td></tr>
</table>

(Con.)

<table>
<tr><th>Topic</th><th>Summary</th><th>Reference</th></tr>
<tr><td></td><td>
c. 1,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) held by Mr Rohan Charles Edmondson (a Director of the Lead Manager), issued for previous services provided, including assistance with the Seed Raising; and
d. 450,000 Options (exercisable at $0.25 and expiring 17 September 2026) held by Mintaka Nominees Pty Ltd, an entity associated with Mr Neville Basset (a Director of the Lead Manager), issued for previous services provided, including assistance with the Seed Raising.
3. Shares issued at an issue price of $0.000067 each (post-Share Split basis) and 3,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) issued as free-attaching to the Shares on a 1:1 basis. ARQ Capital is a founding shareholder of the Company and has had a material involvement in the formation of the Company, having identified the technology at Princeton University with Dr Anton Uvarov and introduced the technology to the Company to further develop and commercialise.

Advisors' participation in previous placements
Other than as detailed in the table below, the Lead Manager and the Corporate Advisor (and their respective associates) have not participated in a placement of Securities by the Company in 2 years preceding lodgement of this Prospectus.

<table>
<tr><th>Advisor</th><th>Shares</th><th>Consideration[1]</th><th>Date issued</th></tr>
<tr><td colspan="4">Lead Manager</td></tr>
<tr><td>Seed Raising</td><td>1,875,000[2]</td><td>nil</td><td>26 November 2021</td></tr>
<tr><td>Pre-IPO Capital Raising</td><td>699,998[3]</td><td>$34,320.00</td><td>11 December 2023</td></tr>
<tr><td colspan="4">Corporate Advisor</td></tr>
<tr><td>Seed Raising</td><td>nil</td><td>nil</td><td>nil</td></tr>
<tr><td>Pre-IPO Capital Raising</td><td>nil</td><td>$36,102.00</td><td>nil</td></tr>
</table>
Notes:
1. Inclusive of GST.
2. Issued at an issue price of $0.067 each.
3. Issued at an issue price of $0.12 each.
</td><td></td></tr>
<tr><td colspan="3">A. Financial Information</td></tr>
<tr><td>What is the financial position of the Company?</td><td>A summary of the financial position of the Company is set out in Section 5 and in the Independent Limited Assurance Report in Annexure A.</td><td>Section 5 and Annexure A</td></tr>
<tr><td colspan="3">B. Additional Information</td></tr>
<tr><td>How do I apply for Shares under the Public Offer?</td><td>Applications for Shares under the Public Offer must be made using the Application Form and in accordance with the instructions set out in Section 2.10.</td><td>Section 2.10.1</td></tr>
<tr><td>What is the allocation policy under the Public Offer?</td><td>
The Company retains an absolute discretion to allocate Shares under the Public Offer and reserves the right, in its absolute discretion, to issue to an Applicant a lesser number of Shares than the number for which the Applicant applies or to reject an Application Form.

If the number of Shares issued is fewer than the number applied for, or where no issue is made, surplus application money will be refunded without interest as soon as practicable.

No Applicant under the Public Offer has any assurance of being allocated all or any Shares applied for.

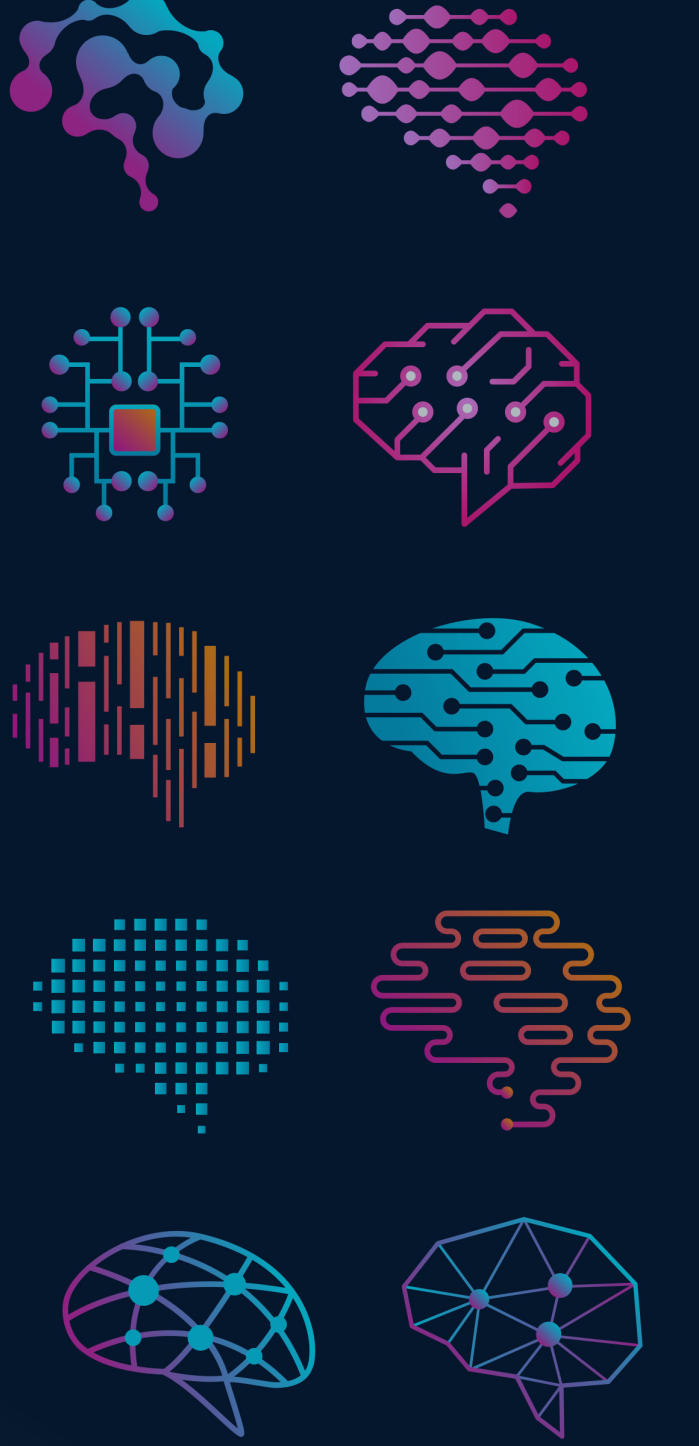
The allocation of Shares by Directors will be influenced by the following factors:
a. the number of Shares applied for;
b. the overall level of demand for the Public Offer;
c. the desire for spread of investors, including institutional investors; and
d. the desire for an informed and active market for trading Shares following completion of the Public Offer.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for under the Public Offer.
</td><td>Section 2.11</td></tr>
</table>

Topic	Summary	Reference
What is the minimum investment size under the Public Offer?	Applications for Shares under the Public Offer must be for a minimum of 10,000 Shares ($2,000) and thereafter in multiples of 2,500 Shares ($500) and payment for the Shares must be made in full at the issue price of $0.20 per Share.	Section 2.10
What are the total expenses of the Offers	The total cash expenses of the Public Offer (inclusive of GST) are approximately $695,945 based on Full Subscription. For further details regarding the expenses of the Public Offer please refer to Section 10.10.	Section 10.10
What are the corporate governance principles and policies of the Company?	To the extent applicable, the Company has adopted the Corporate Governance Principles and Recommendations (4th Edition) as published by ASX Corporate Governance Council (**Recommendations**). The Company's main corporate governance policies and practices and the Company's compliance and departures from the Recommendations as at the date of this Prospectus are outlined in Section 8. In addition the Company's full Corporate Governance Plan is available from the Company's website (www.blinklab.org).	Section 8
Will the Securities be quoted on the ASX?	Application for quotation of all Shares to be issued under the Public Offer will be made to the ASX no later than seven (7) days after the date of this Prospectus. The rights attaching to the Shares under the Public Offer are set out in Section 10.1. There are currently no Options on issue, or to be issued, that are currently anticipated to be quoted at the time the Company is admitted to the Official List.	Sections 2.12 and 10.1.
What are the tax implications of investing in the Shares?	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.	Section 2.20
What is the Company's dividend policy?	The Company does not expect to pay dividends in the near future. Refer to Section 4.17 for more details on the Company's dividend policy.	Section 4.17
Company contact	Should you have any queries with respect to the Company or this Prospectus, you can contact the Company Secretary by phone on +61 (02) 9068 1925 or by email info@blinklab.org.	Corporate Directory

Note:
This information is a selective overview only. Prospective investors should read the Prospectus in full, including the experts' reports included in this Prospectus before deciding to invest in Shares.

blinklab



DETAILS OF THE PUBLIC OFFER

2. DETAILS OF THE PUBLIC OFFER

2.1 PUBLIC OFFER

Pursuant to this Prospectus, the Company invites applications for 35,000,000 Shares, at an issue price of $0.20 per Share, to raise $7,000,000 (before costs) (**Public Offer**).

The Public Offer is open to the general public however investors who are not Australian residents should consider the statements and restrictions set out in Section 2.14 before applying for Shares.

The Shares to be issued under the Public Offer are of the same class and will rank equally in all respects with existing Shares on issue. A summary of the rights and liabilities attaching to Shares can be found in Section 10.1.

Applications for Shares under the Public Offer must be made using the Application Form accompanying this Prospectus or using the online Application Form at https://apply.automic.com.au/BlinkLab. Completed Applications and Application Monies must be received by the Company on or before the Closing Date. Persons wishing to apply for Shares under the Public Offer should refer to Section 2.10 and the Application Form for further details and instructions.

It is intended that the funds raised from the Public Offer will be applied in accordance with the table set out in Section 2.9.

The Company believes that, following completion of the Public Offer, the Company will have sufficient working capital to achieve its objectives as set out in this Prospectus.

All Application Monies are payable in full on Application.

2.2 FULL SUBSCRIPTION

The full subscription requirement for the Public Offer is $7,000,000 representing the subscription of 35,000,000 Shares, at an issue price of $0.20 per Share (**Full Subscription**).

None of the Shares offered by this Prospectus will be issued if Applications are not received for the Full Subscription. Should Applications for the Full Subscription not be received within four (4) months from the date of this Prospectus, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one (1) month to withdraw their Applications and Application Monies will be repaid (without interest).

2.3 OVERSUBSCRIPTIONS

No oversubscriptions will be accepted by the Company under the Public Offer.

2.4 NOT UNDERWRITTEN

The Public Offer is not underwritten.

2.5 CONDITIONS OF THE PUBLIC OFFER

The Public Offer is conditional upon:

a. the Company receiving sufficient Applications to meet Full Subscription under the Public Offer (see Section 2.2 for further information); and

b. ASX granting conditional approval for the Company to be admitted to the Official List of the ASX on conditions reasonably acceptable to the Company.

(together, the **Conditions of the Public Offer**).

There is a risk that the Conditions of the Public Offer will not be achieved. In the event the Conditions of the Public Offer are not achieved, the Company will not proceed with the Public Offer and will repay all Application Monies received without interest in accordance with the Corporations Act.

2.6 LEAD MANAGER'S INTEREST IN THE PUBLIC OFFER

The Company has appointed Westar Capital Limited (ACN 009 372 838) (AFSL 255789) as lead manager to the Public Offer (**Lead Manager**). A summary of the material terms and conditions of the lead manager mandate between the Company and the Lead Manager (**Lead Manager Mandate**) is set out in Section 9.1.

a. **Fees payable to the Lead Manager**

   In accordance with the Lead Manager Mandate, the Lead Manager will receive a capital raising fee of 6% (plus GST) of the total amount raised under the Public Offer (representing fees of $420,000 at Full Subscription).

   The Company agreed to pay the fees to the Lead Manager set out above following arm's length negotiations with the Lead Manager. Refer to Section 9.1 for a summary of the key terms and conditions of the Lead Manager Mandate.

b. **Lead Manager's interests in Securities**

   As at the date of this Prospectus, the Lead Manager and its associates have the following interests in the Securities of the Company:

Shares[1]	%	Options[2]
2,574,998	4.01	3,000,000

Notes:
1. 1,875,000 Shares issued at an issue price of $0.067 each (post-Share Split basis) pursuant to the Seed Raising undertaken by the Company in November 2021 and 699,998 Shares issued at an issue price of $0.12.
2. Comprising:
   a. 1,550,000 Options (exercisable at $0.25 and expiring 17 September 2026) held by Ice Lake Investments Pty Ltd an entity associated with Mr Brenton Reynolds (a Director of the Lead Manager);
   b. 1,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) held by Mr Rohan Charles Edmondson (a Director of the Lead Manager); and
   c. 450,000 Options (exercisable at $0.25 and expiring 17 September 2026) held by Mintaka Nominees Pty Ltd, an entity associated with Mr Neville Basset (a Director of the Lead Manager),
   issued for previous services provided, including assistance with the Seed Raising.

Based on the information available to the Company as at the date of this Prospectus regarding the intentions of the Lead Manager and its associates in relation to the Public Offer, the Lead Manager will have a relevant interest in 2,574,998 Shares (representing a percentage shareholding of 2.60% based on Full Subscription on an undiluted basis) and 3,000,000 Options on Admission.

c. **Participation in previous placements**

i. Other than as detailed below, the Lead Manager has not participated in a placement of Securities by the Company in 2 years preceding lodgement of this Prospectus.

ii. The Lead Manager (and its associates) have been issued with the following Shares:

Placement Round	Shares	Consideration[1]	Date issued
Seed Raising	1,875,000[2]	nil	26 November 2021
Pre-IPO Capital Raising	699,998[3]	$34,320	11 December 2023

Notes:
1. Inclusive of GST.
2. Issued at an issue price of $0.067 each.
3. Issued at an issue price of $0.12 each.

iii. Other than as set out in the above table, the Lead Manager (and/or its associates) did not receive any other fees in respect of the abovementioned placement of Securities.

iv. Refer to Section 4.13 for details regarding previous placements undertaken by the Company since incorporation.

2.7 PURPOSE OF THE PUBLIC OFFER

The principal purposes of the Public Offer are to:

a. implement the business model and objectives of the Company (as set out in Section 4);
b. provide funding for the purposes set out in Section 2.9;
c. meet the expenses of the Public Offer (as set out in Section 10.10);
d. provide for general administration and working capital needs;
e. enhance the public and financial profile of the Company to facilitate its growth;
f. continue to provide the Company with access to equity capital markets for future funding needs; and
g. meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules, as part of the Company's application for admission to the Official List.

2.8 OFFER PERIOD

The proposed opening date for acceptance of the Public Offer will be 22 February 2024 or such later date as may be prescribed by the ASIC.

The Public Offer is expected to remain open until 5:00pm (WST) on 21 March 2024. However, the Company reserves the right to extend the Public Offer or to close the Public Offer early.

2.9 INDICATIVE USE OF FUNDS

Following completion of the Public Offer, it is anticipated that the following funds will be available to the Company:

Source of funds	Full Subscription
Existing cash reserves [1]	$914,736
Funds raised from the Public Offer	$7,000,000
Total	**$7,914,736**

Notes:
1. Refer to the Financial Information and Independent Limited Assurance Report set out in Section 5 and Annexure A for further details. The Company intends to apply these funds towards the items set out in the table below, including the payment of the expenses of the Public Offer of which various amounts will be payable prior to completion of the Public Offer.

The Company intends to apply funds raised from the Public Offer, together with existing cash reserves, over the first two (2) years following admission of the Company to the Official List of ASX as follows:

Allocation of funds	Full Subscription ($7,000,000)	
	Total	%
Expenses of the Public Offer[1]	$695,945	8.79%
Software Improvement and Tech Support[2]	$1,656,568	20.93%
IP Protection[3]	$150,000	1.90%
Research and Business Development[4]	$1,031,500	13.03%
Clinical Studies and Regulatory (United States)[5]	$1,869,609	23.62%
Completion of Clinical Study and Regulatory Submission (Europe)[6]	$480,000	6.06%
General, Admin & Working Capital[7]	$1,691,114	21.37%
Ongoing Listing Costs[8]	$340,000	4.30%
Total	**$7,914,736**	**100%**

Notes:
1. Refer to Section 10.10 further details regarding the estimated expenses of the Public Offer.
2. This includes, but is not limited to, improvements of UI interface, data management and CMS, security and clinical compliance and AI/ML improvement.
3. Continuous expenditure on maintaining existing IP and filing of new patents.
4. Marketing and Business development includes allocation of executives' working hours per week toward engagement with industry partners, attending industry specific conferences, etc. This includes anticipated financial commitments of the Company in relation to prospective Proposed Research Collaboration Agreements. Refer to Section 9.10 for further details on the Proposed Research Collaboration Agreements.
5. This includes clinical studies in the United States, including FDA registrational studies.
6. This includes completion of full data analysis for all completed studies and preparation CE mark submission package and associated fees to regulatory consultants.
7. This includes general costs associated with the management and operation of the Company's business, including administration expenses, management salaries, directors' fees, rent and other associated costs.
8. Ongoing Listing Costs includes a combination of direct and indirect costs related to being a listed entity. This includes listing costs payable to the ASX as well as indirect costs such as audit, compliance and legal costs required of listed entities.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The use of further equity funding may be considered by the Board where it is appropriate to accelerate a specific project or strategy.

Based on the intended use of funds detailed above, the amounts raised pursuant to the Public Offer will provide the Company sufficient funding for only two (2) years' operations.

The activities to be undertaken and key milestones to be achieved during the two-year period following Admission and anticipated timeframes are set out in the table below.

Milestone	Timeframe
Start of activities for FDA registrational study in ASD (appointment of CRO, selection and appointment of clinical sites to do the study, appointment of lead clinical investigator, key opinion leaders)	1H 2024
Initiation of ADHD discovery phase study	1Q 2024
Completion of ASD study in Morocco/EU	1Q 2024
Completion of pilot Schizophrenia study (EU)	1H 2024
Initiation of global Schizophrenia study (potentially registrational, tbc depending on pilot study outcome)	2H 2024
FDA registrational study in ASD starts	2H 2024
CE mark submission for ASD (EU)	2H 2024
Completion of ADHD discovery phase study	2H 2024
Completion of pilot saccadometry study in Alzheimer's/MCI	2H 2024
CE Mark approval (6 months post submission)	1H 2025
Initiation of FDA registrational study in ADHD	4Q 2024 / 1Q 2025
Initiation of Alzheimers/MCI saccadometry study (potentially registrational, tbc depending on pilot study outcome)	4Q 2024 / 1Q 2025
FDA registration study in ASD complete	1H 2025
510K FDA submission in ASD	2H 2025
510K FDA approval in ASD (approx. 6 months after submission)	1Q 2026

On admission to the Official List of the ASX, the Board believes the funds raised from the Public Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus, including funds to complete the regulatory clinical studies and receive FDA approval in the US and CE Mark in Europe for the BlinkLab Device to be used as a clinical aid in the diagnosis of ASX. It should be noted however, that whilst the above sets out the Company's current timeline in respect of the various milestones to be completed towards the development and commercialisation of the BlinkLab Device, various factors outside of the Company's control may influence the proposed timeline above. It should also be noted that an investment in the Company is speculative and investors are encouraged to read the risk factors outlined in Section 6.

2.10 APPLICATIONS

2.10.1 Public Offer

Applications for Shares under the Public Offer must be made using the Application Form as follows:

a. using the online Application Form accompanying the electronic version of this Prospectus which is available at www.blinklab.org and paying the Application Monies electronically by BPAY® or Electronic Funds Transfer (**EFT**); or https://apply.automic.com.au/BlinkLab; or

b. completing a printed copy of the Application Form accompanying this Prospectus and paying the Application Monies by cheque.

Applications for Shares under the Public Offer must be for a minimum of 10,000 Shares ($2,000) and thereafter in multiples of 2,500 Shares ($500) and payment for the Shares must be made in full at the issue price of $0.20 per Share.

A completed Application Form together with a cheque or payment by BPAY® or EFT is an offer by the applicant to the Company to apply for the amount of Shares specified in the Application Form on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an applicant is irrevocable.

All Application Monies will be paid into a trust account.

The Company reserves the right to decline any Application and all Applications in whole or in part, without giving any reason. Applicants under the Public Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for, will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any monies refunded. Acceptance of an Application will give rise to a binding contract.

The Company reserves the right to close the Public Offer early.

a. **Option 1: Submitting an Application Form online any paying by BPAY® or EFT**

   Applicants wishing to pay by BPAY® or EFT should complete the online Application Form accompanying the electronic version of this Prospectus which is available at www.blinklab.org and follow the instructions on the online Application Form.

   A unique reference number will be quoted upon completion of the online Application Form. Your BPAY reference number will process your payment to your Application Form electronically and you will be deemed to have applied for such Shares for which you have paid.

   You do not need to complete and return a paper Application Form if you pay by BPAY® or EFT.

   You should be aware that you will only be able to make a payment via BPAY® if you are the holder of an account with an Australian financial institution which supports BPAY® transactions. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY®, and policies with respect to processing BPAY® transactions may vary between banks, credit unions or building societies.

   It is your responsibility to ensure that payments are received by 5.00pm (WST) on the Closing Date. The Company accepts no responsibility for any failure to receive Application Monies or payments by BPAY® or EFT before the Closing Date arising as a result of, among other things, processing of payments by financial institutions.

b. **Option 2: Submitting an Application Form with a cheque**

   Completed Application Forms and accompanying cheques, made payable to "**BlinkLab Limited**" and crossed "**Not Negotiable**", must be received by the Company before 5.00pm (WST) on the Closing Date by being delivered or mailed to the address set out in the Application Form.

   Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn. Accordingly, Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amount of your cheque(s) for Application Monies (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

For more information on how to complete the Application Form, Applicants should refer to the instructions set out on the form or contact the Share Registry on 1 300 288 664 (within Australia) or +61 (2) 9698 5414 (outside Australia) from 9:00am to 5:00pm (WST), Monday to Friday (excluding public holidays).

2.10.2 General

It is the responsibility of applicants outside Australia to obtain all necessary approvals in order to be issued Shares under the Public Offer. The return of an Application Form or otherwise applying for Shares under the Public Offer will be taken by the Company to constitute a representation by the Applicant that it:

a. has received a printed or electronic copy of this Prospectus accompanying the Application Form and has read it in full;

b. agrees to be bound by the terms of this Prospectus and the Constitution;

c. makes the representations and warranties in Section 2.14 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of Shares under the Public Offer;

d. declares that all details and statements in the Application Form are complete and accurate;

e. declares that they are over 18 years of age and have full legal capacity and power to perform all of its rights and obligations under the Application Form;

f. acknowledges that once the Application Form is returned or payment is made its acceptance may not be withdrawn;

g. agrees to being issued the number of new Shares it applies for at the price per Share specified in this Prospectus (or such other number issued in accordance with this Prospectus);

h. authorises the Company to register it as the holder(s) of the Shares issued to it under the Public Offer;

i. acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the Shares are suitable for it, given its investment objectives, financial situation or particular needs; and

j. authorises the Company and its officers or agents to do anything on its behalf necessary for the new Shares to be issued to it, including correcting any errors in the Application Form or other form provided by it and acting on instructions received by the Share Registry using the contact details in the Application Form.

2.11 ALLOCATION POLICY UNDER THE PUBLIC OFFER

The Company retains an absolute discretion to allocate Shares under the Public Offer and reserves the right, in its absolute discretion, to issue to an Applicant a lesser number of Shares than the number for which the Applicant applies or to reject an Application Form. If the number of Shares issued is fewer than the number applied for, or where no issue is made, surplus application money will be refunded without interest as soon as practicable.

No Applicant under the Public Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shares by Directors (with advice from the Lead Manager) will be influenced by the following factors:

a. the number of Shares applied for;

b. the overall level of demand for the Public Offer;

c. the desire for spread of investors, including institutional investors; and

d. the desire for an informed and active market for trading Shares following completion of the Public Offer.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for.

2.12 ASX LISTING

Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus was made within seven (7) days after the date of the Original Prospectus. However, applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be admitted to the Official List. As such, the Shares may not be able to be traded for some time after the close of the Public Offer.

If the Shares are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of issue of the Original Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

There are currently no Options on issue, or to be issued, that are currently anticipated to be quoted at the time the Company is admitted to the Official List.

Subject to the Company being admitted to the Official List, certain Securities will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. None of the Shares issued under the Public Offer will be subject to escrow under the ASX Listing Rules. Refer to Section 4.15 for further information in respect of escrow.

2.13 ISSUE OF SHARES

Subject to the Conditions of the Public Offer set out in Section 2.5 being met, issue of Shares under the Public Offer pursuant to this Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

The Directors will determine the allottees of all the Shares in their sole discretion in accordance with the allocation policy set out in Section 2.11.

Holding statements for Shares issued to the issuer sponsored subregister and confirmation of issue for Clearing House Electronic Subregister System (**CHESS**) holders will be mailed to applicants being issued Shares pursuant to the Offer as soon as practicable after their issue.

2.14 APPLICANTS OUTSIDE AUSTRALIA

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these 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 Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are residents 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.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Shares 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.

2.15 NEW ZEALAND

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act* 2013 (the **FMC Act**). The Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

a. is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
b. meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
c. is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
d. is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
e. is an eligible investor within the meaning of clause 41 of the FMC Act.

2.16 NETHERLANDS

The Shares being offered pursuant to this document, are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended, or the MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (1) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in EC Regulation (EU) 2017/1129, as amended, the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014, or the PRIIPs Regulation, for offering or selling the Shares offered under this document, or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Shares under this document, or otherwise making them available, to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

2.17 SWITZERLAND

This document is not intended to constitute an offer or solicitation to purchase or invest in the Shares. The Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (**"FinSA"**) and no application has or will be made to admit the Shares to trading on any venue (exchange or multilateral trading facility) in Switzerland. Neither this document nor any other offering or marketing material relating to the shares constitutes a prospectus pursuant to the FinSA, and neither this document nor any other offering or marketing material relating to the Shares may be publicly distributed or otherwise made publicly available in Switzerland.

2.18 COMMISSIONS PAYABLE

The Company reserves the right to pay a commission of up to 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid Applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the receipt of a tax invoice from the licensed securities dealer or Australian financial services licensee.

The Lead Manager will be responsible for paying all commissions that they and the Company agree with any other licensed securities dealers or Australian financial services licensees out of the fees paid by the Company to the Lead Manager under the Lead Manager Mandate.

2.19 FINANCIAL INFORMATION

The Company's financial information is set out in Section 5 and in the Independent Limited Assurance Report in Annexure A.

A summary of the audited and reviewed (as applicable) historical consolidated statement of financial position for the Company for the years ended FY2022 and FY2023, as well as the pro-forma consolidated statement of financial position assuming completion of the Public Offer is set out in the Independent Limited Assurance Report at Annexure A.

2.20 TAXATION

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

2.21 WITHDRAWAL OF OFFER

The Public Offer may be withdrawn at any time. In this event, the Company will return all Application Monies (without interest) in accordance with applicable laws.

blinklab

INDUSTRY OVERVIEW

3. INDUSTRY OVERVIEW

3.1 INTRODUCTION

BlinkLab is focused on the development and commercialisation of smartphone-neurobehavioural testing, to aid in the diagnosis of ASD, ADHD, schizophrenia and other neurodevelopmental conditions.

3.2 OVERVIEW OF NEURODEVELOPMENTAL AND NEUROPSYCHIATRIC DISORDERS: MARKET SIZE AND GROWTH

The information relevant to neurodevelopment and neuropsychiatric disorders and the Company's target markets is historical and not projected information. This Section does not represent any forecast or projection as to future revenue or profitability of the Company or penetration into markets.

a. **Autism Spectrum Disorder Globally**

Autism spectrum disorder (**ASD**) is a category of neurodevelopmental disorders characterised by social and communication impairment and restricted or repetitive behaviours.

ASD affects more than five (5) million Americans, with an estimated prevalence of approximately 1 in 36 (2.8%) 8 year olds with the highest rate of 4.5% in California.[1] Despite the high incidence rate, it is estimated that 83.86% of counties in the United States lack access to diagnostic and therapeutic resources[2].

Approximately 38% of children with autism who had data available on their cognitive ability had an intellectual disability.[3] A recent study conducted by the National Center on Birth Defects and Developmental Disabilities, CDC reported that ASD prevalence for girls is slightly over 1% for the first time, however the prevalence of ASD remained at approximately four times higher in boys.[4]

The care needs of children with ASD are significant, affecting parents and siblings as well, and requires substantial community resources. Direct and indirect costs of caring for children and adults with ASD in the United States in 2015 were estimated to be $268 billion, more than the cost of stroke and hypertension combined.[5] The lifetime cost of education, health and other service needs to an individual with ASD ranges from $1.4 to $2.4 million dollars, depending on whether he or she has any co-occurring intellectual disabilities.[6]

ASD treatment market size was valued at USD 29.8 billion in 2021 and is projected to grow to USD 45.9 billion in 2032 exhibiting a CAGR of 4.4% during that period[7]. Rising prevalence of the condition as well as government initiatives to increase awareness are the key market drivers.

The ASD diagnostic market size is expected to cross USD 5.4 billion by the end of 2036, growing at CAGR of 8% during the 2024-2036 period.[8] In the year 2023, the industry size of ASD diagnostics was over USD 2 billion.[9] The market in North America region is anticipated the largest revenue share of about 30% by the end of 2036, while European market is expected to hold 27% during same period.[10] Same drivers as in in the treatment market are stimulating the growth of diagnostics market. However, the most important factor that drives the diagnostic market and innovation in ASD diagnostics is the awareness of the significance of early diagnosis for the success of early interventions and therapies (see below).

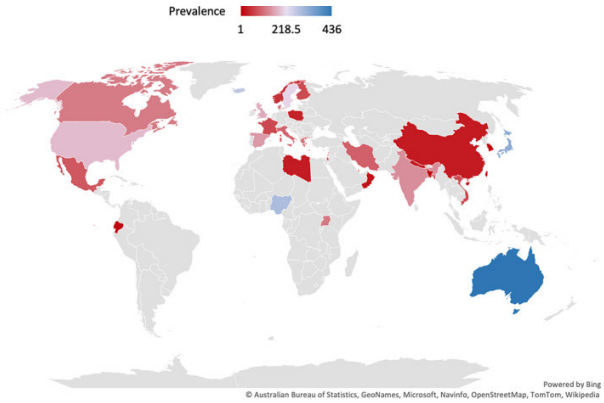


Figure 1: ASD prevalence rates globally.[11]

ASD prevalence rates are shown in Figure 1 above. Prevalence in US populations are similar to those of other industrialised countries with ASD Prevalence rates of 0.8%-5.4% in European countries.[12]

b. **Autism Spectrum Disorder in Australia**

According to a new study by academics from the Crawford School of Public Policy, Australia's prevalence of autism in children is among the highest in the world. The Crawford School of Public Policy report (**Crawford School Report**) indicates Australia's

1 Maenner MJ, Warren Z, Williams AR, et al. Prevalence and Characteristics of Autism Spectrum Disorder Among Children Aged 8 Years — Autism and Developmental Disabilities Monitoring Network, 11 Sites, United States, 2020. MMWR Surveill Summ 2023;72(No. SS-2):1–14.
2 Ning M, Daniels J, Schwartz J, Dunlap K,Washington P, et al. 2019. Identification and quantification of gaps in access to autism resources in the United States: an infodemiological study. J. Med. Internet Res. 21(7):e13094
3 Maenner MJ, Warren Z, Williams AR, et al. Prevalence and Characteristics of Autism Spectrum Disorder Among Children Aged 8 Years — Autism and Developmental Disabilities Monitoring Network, 11 Sites, United States, 2020. MMWR Surveill Summ 2023;72(No. SS-2):1–14.
4 Maenner MJ, Warren Z, Williams AR, et al. Prevalence and Characteristics of Autism Spectrum Disorder Among Children Aged 8 Years — Autism and Developmental Disabilities Monitoring Network, 11 Sites, United States, 2020. MMWR Surveill Summ 2023;72(No. SS-2):1–14.
5 Leigh JP, Du J. Brief report: forecasting the economic burden of autism in 2015 and 2025 in the United States. J Autism Dev Disord. 2015;45(12):4135–4139
6 Buescher AV, Cidav Z, Knapp M, Mandell DS. Costs of autism spectrum disorders in the United Kingdom and the United States. JAMA Pediatr. 2014;168(8):721–728
7 https://www.marketresearchfuture.com/reports/autism-disorder-and-treatment-market-1605
8 https://www.researchnester.com/reports/autism-diagnostics-market/5382
9 https://www.researchnester.com/reports/autism-diagnostics-market/5382
10 https://www.researchnester.com/reports/autism-diagnostics-market/5382
11 Autism Res. 2022 May; 15(5): 778–790.
12 Zeidan, J. , Fombonne, E. , Scorah, J. , Ibrahim, A. , Durkin, M. S. , Saxena, S. , Yusuf, A. , Shih, A. , & Elsabbagh, M. (2022). Global prevalence of autism: A systematic review update. *Autism Research*, 15(5), 778–790.

prevalence is approximately 4.5%, which is around double that of Canada, 1.6 times the United States and approximately 2.5 times higher than the United Kingdom.[13] Figure 2 shows a comparison of ASD prevalence studies of children in Australia versus other countries.

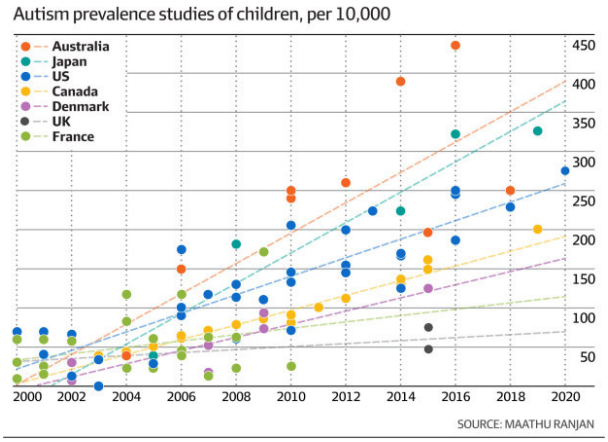


Figure 2: Autism prevalence studies of children (per 1,000) in Australia, Japan, United States, Canada, Denmark, United Kingdom and France.[14]

The Crawford School Report suggests that the higher prevalence in Australia is most likely due to the financial invectives created by the National Disability Insurance Scheme (**NDIS**). The data from the Crawford School Report fuels the concern that more severe autism is being over-diagnosed so that families can receive support for their struggling children.

Recent NDIS data shows that:

i. 214,880, or 35%, of all NDIS participants have a primary disability of Autism, making it the most common disability for NDIS participants;[15]

ii. $6.73 billion of paid supports were provided to participants with autism, compared to $5.27 billion in the previous year, an increase of 28%;[16] and

iii. $33,800 was the average payment for a participant with autism, an increase of 7% compared to the previous year.[17]

The NDIS system, while beneficial in general, unfortunately developed a perverse incentive for families to seek out diagnoses, which in turn significantly increases diagnostic waitlists and extends the time that it takes for children to receive support.

A recent survey in Australia also found that 77% between the ages of 5 to 20 years who had ASD and were attending school or another institution, experienced difficulties that impacted on their education.[18] From this the most prevalent difficulties included, fitting in socially (59.8%), learning difficulties (55.3%), and communication difficulties (51.5%).[19]

13 https://www.afr.com/politics/federal/australia-s-record-high-autism-rates-plausibly-linked-to-ndis-20231108-p5eilg
14 Maathu Ranjan, Crawford School of Public Policy, 2023
15 https://data.ndis.gov.au/reports-and-analyses/participant-dashboards/autism
16 : https://data.ndis.gov.au/reports-and-analyses/participant-dashboards/autism
17 https://data.ndis.gov.au/reports-and-analyses/participant-dashboards/autism
18 https://thespectrum.org.au/autism-in-australia-today/
19 https://thespectrum.org.au/autism-in-australia-today/

c. **Attention Deficit Hyperactivity Disorder Globally**

Attention-deficit hyperactivity disorder (**ADHD**) is recognised as a heritable, chronic, neurobehavioral condition, predominantly affecting children and adolescents between the ages of 6 and 17. Characterised by symptoms of hyperactivity, inattention, and impulsivity, ADHD poses significant challenges during key formative years. Children and adolescents with ADHD often struggle with impulsive behaviour and slower processing of information, leading to lower performance on standardised tests, reduced grades, and a higher likelihood of dropping out of school. The global prevalence of ADHD in this age group is estimated to be around 5%, showing no significant variation across different countries.[20]

Economically, ADHD has a significant impact, as illustrated in a systematic review of 44 studies.[21] The costs associated with ADHD span a wide range and can be categorised into direct medical and non-medical costs, indirect costs, education system costs, and justice system costs. Direct medical costs include healthcare services, pharmacotherapy, and treatments such as cognitive training and behavioural therapy. Direct non-medical costs cover expenses like transportation and lodging during healthcare visits. Indirect costs relate to broader economic impacts such as absenteeism, wage loss, and disability due to ADHD. Additionally, costs associated with the education system and justice system are considerable, stemming from specialised educational needs and increased legal issues related to ADHD. The economic burden is detailed further in both total and marginal cost estimates. Total costs represent the overall annual economic burden for individuals with ADHD, while marginal costs reflect the additional costs attributable to ADHD compared to those without the condition. Per person costs range from USD 831.38 to USD 20,538, and national costs vary from USD 356 million to USD 20.27 billion, emphasizing the substantial economic implications of ADHD.[22]

3.3 KEY DRIVERS FOR ASD DIAGNOSTIC MARKET GROWTH

a. **Unmet Need For Early Diagnosis**

Children with ASD are usually diagnosed between ages 2-4 years, with speech delays being amount the first concerns for parents[23]. However, infants at high risk for ASD may be assessed before full manifestation of the disorder. Recent scientific literature suggests that the assessment of neurodevelopmental precursors associated with the onset of ASD may occur from 12 months of age and even earlier in severe instances. However, no relatable and scalable diagnostic tools capable of this exist currently. Moreover, for many

20 Polanczyk, G. V., Willcutt, E. G., Salum, G. A., Kieling, C., & Rohde, L. A. (2014). ADHD prevalence estimates across three decades: An updated systematic review and meta-regression analysis. International Journal of Epidemiology, 43(2), 434–442.
21 Chhibber, A., Watanabe, A. H., Chaisai, C., Veettil, S. K., & Chaiyakunapruk, N. (2021). Global Economic Burden of Attention-Deficit/Hyperactivity Disorder: A Systematic Review. PharmacoEconomics, 39(4), 399–420.
22 Chhibber, A., Watanabe, A. H., Chaisai, C., Veettil, S. K., & Chaiyakunapruk, N. (2021). Global Economic Burden of Attention-Deficit/Hyperactivity Disorder: A Systematic Review. PharmacoEconomics, 39(4), 399–420.
23 Bradshaw, J., McCracken, C., Pileggi, M., Brane, N., Delehanty, A., Day, T., Federico, A., Klaiman, C., Saulnier, C., Klin, A., & Wetherby, A. (2021). Early social communication development in infants with autism spectrum disorder. Child Development, 92(6), 2224–2234

individuals with ASD, the early signs can be subtle and difficult for paediatricians to pick up on in the traditional short well-child visits.[24]

The first two (2) years of infant development marks a critical period with regard to accelerated brain growth and connectivity[25], interactive specialisation, language learning, and potentially social perception and social development[26].After 24 months, neurosynapatic development, including cortical specialisation and white matter growth, significantly attenuates, making this age a critical period in development and possibly in the pathogenesis of ASD, as well as start of early interventions[27]. Atypical development of social mechanisms, including attention, communication, and reward processing, may persist without intervention and could have consequential effects on the subsequent development of social-communicative abilities in children with ASD[28]. Capturing developmentally delayed behaviours and providing enriched experiences and differential reinforcement in this sensitive period, when neural plasticity is heightened, could have a long-term impact on development. That is, if developmental trajectories for vulnerable infants can be altered when the gap between infants with and without delays is small, long-term outcomes could be significantly improved.

Unfortunately, as long as there are no proven biological markers for autism and its clinical symptoms, the early diagnosis of ASD presents certain challenges. Standard criteria, such as the previous DSM-IV and DSM-5 as well as expert clinical judgment are rarely applied to children under the age of 2 years[29]. Additionally, the stability of ASD diagnoses under the age of 2 is not well established and different studies have produced variable results[30]. Thus, from a clinical perspective, development of a quick and scalable tool for systematic screening of infants for autism at well-baby check-ups (at 12-24 months of age) is an essential goal that can significantly change the dynamic of adoption and efficient use of early stage interventions. Awareness of a need for an early diagnosis of ASD has been mentioned as one of the key market growth factors in that space[31].

Early diagnosis of ASD and early intervention also leads to significant cost savings. A recent study from Penn Medicine also demonstrated that the higher cost of early intervention were partially offset during the intervention period because children in the early intervention group used less applied behaviour analysis (**ABA**) / early intensive behavioural intervention (**EIBI**) and speech therapy services than children in the comparison group. In the postintervention period, compared with children who had earlier received treatment as usual in community settings, children in the early intervention group used less ABA/EIBI, occupational/physical therapy, and speech therapy services, resulting in significant cost savings in the amount of about $19,000 per year per child which could amount to 40%-60% in lifetime costs savings[32].

b. **Development of Data Science and Machine Learning Tools**

Artificial intelligence (**AI**), and particularly machine learning (**ML**), has the potential to serve as the great equalizer for many behavioural healthcare concerns like autism. According to the Pew Research Center, 97% of adults in the United States own a cellular device and 85% own a smartphone.[33] In emerging economies such as Mexico, South Africa, India, Philippines, etc., most adults have access to a mobile phone of some kind, with 53% having access to a phone that can connect to the Internet and run apps (a smartphone).[34] As these percentages continue to rise and Internet-powered devices become ubiquitous, access to digital services can become democratised on a global scale. While ASD services are currently restricted to relatively privileged populations, digital solutions powered by emerging data science methodologies can make access to autism therapy universal. In recent years this serves as one of the key factors determining the growth of diagnostic products for ASD and other neurodevelopmental disorders.

Multimedia data streams obtained by fully automated procedures via mobile devices can capture subtle yet complex behavioural indications that would be missed by a human using predetermined prompts and can thus be used in early diagnostics. Popular data streams enriched for social human behaviour relevant to autism include single images, videos, eye tracking data, and movement records, as well as text and audio recordings. The principal advantage of these data types is the rich and nuanced behavioural information that they encode. On the other hand, the challenge with such large and heterogeneous data, like in many other applications of data science, is finding the signal in the noise. This is where AI and ML facilitate the breakthrough.

Supervised ML is one of the most widely applied data science techniques in most data-driven fields. Naturally, the framework of training a model to make predictions from data can enable the creation of automated diagnostics for ASD, which can easily be formulated as a supervised learning problem where data from one of the modalities of ASD is used as the input to the model and a diagnosis is emitted as the model's output.

24 Alonim et al, A Retrospective Study of Prodromal Variables Associated with Autism among a Global Group of Infants during their First Fifteen Months of LifeInt J Pediatr Neonat Care 2021, 7: 178

25 Wolff, J. J., Gu, H., Gerig, G., Elison, J. T., Styner, M., Gouttard, S., et al. (2012). Differences in white matter fiber tract development present from 6 to 24 months in infants with autism. The American journal of psychiatry, 169(6), 589–600.

26 Dawson, G., Rogers, S., Munson, J., Smith, M., Winter, J., Greenson, J., et al. (2010). Randomized, controlled trial of an intervention for toddlers with autism: The Early Start Denver Model. Pediatrics, 125(1), e17–e23.

27 Wolff, J. J., Gu, H., Gerig, G., Elison, J. T., Styner, M., Gouttard, S., et al. (2012). Differences in white matter fiber tract development present from 6 to 24 months in infants with autism. The American journal of psychiatry, 169(6), 589–600.

28 Chevallier, C., Kohls, G., Troiani, V., Brodkin, E. S., & Schultz, R. T. (2012). The social motivation theory of autism. Trends in Cognitive Sciences, 16(4), 231–239.

29 Zwaigenbaum L, Bryson S, Lord C, Rogers S, Carter A, et al. (2009) Clinical assessment and management of toddlers with suspected autism spectrum disorder: insights from studies of high-risk infants. Pediatrics 123: 1383-1391.

30 Kleinman JM, Ventola PE, Pandey J, Verbalis AD, Barton M, et al. (2008) Diagnostic stability in very young children with autism spectrum disorders. J Autism Dev Disord 38: 606-615

31 https://www.researchnester.com/reports/autism-diagnostics-market/5382

32 Cidav Z, Munson J, Estes A, Dawson G, Rogers S, Mandell D. Cost Offset Associated With Early Start Denver Model for Children With Autism. J Am Acad Child Adolesc Psychiatry. 2017 Sep;56(9):777-783

33 Washington P and Wall D, (2023) A Review of and roadmap for Data Science and machine Learning for the Neuropsychiatric Phenotype of Autism, Annual Review of Biomedical Data Science. 6:211-28, page 212

34 Washington P and Wall D, (2023) A Review of and roadmap for Data Science and machine Learning for the Neuropsychiatric Phenotype of Autism, Annual Review of Biomedical Data Science. 6:211-28, page 212

At BlinkLab we anticipate a future in which AI-enabled tools enable global reach and inclusion while maintaining the highest levels of clinical rigor and reliability, not just for diagnostics but also for precise and dynamic automated tracking of personalized treatments that are guided by the quantified predictions such tools make.

Also, binary classifiers are useful if a condition is already suspected, but we believe that the ideal scenario will be to distinguish autism from conditions such as ADHD, schizophrenia, anxiety, depression, and speech delays.

3.4 CURRENT TESTING AND DIAGNOSTIC LANDSCAPE

a. **ASD**

Figure 3 below demonstrates the current state of 'testing and diagnostic' of ASD in the United States, and most of the developed nations.

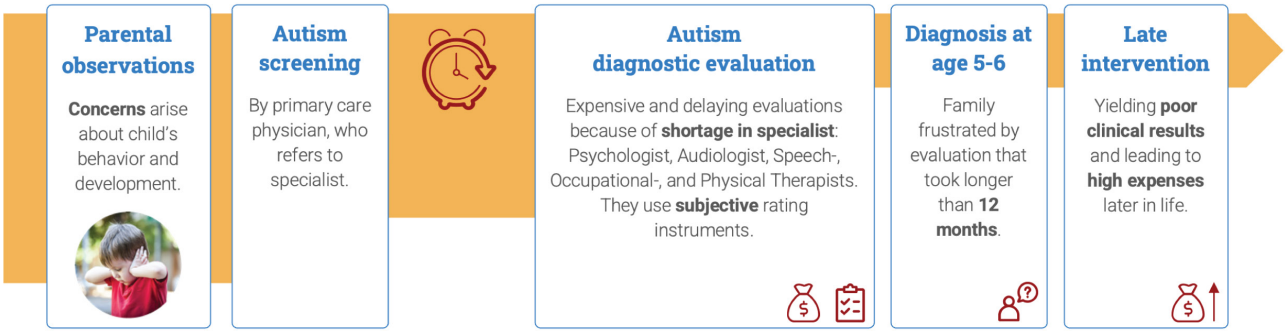


Figure 3: Typical 'testing and diagnostic' landscape of ASD.

The diagnostic pathway of ASD usually starts with parents or caregivers showing concerns usually associated with speech delays or other noticeable neurodevelopmental concerns.

Paediatricians and General Practitioners (**GPs**) are usually the first step in the diagnosis process for ASD. Parents or caregivers typically report their concerns to the paediatrician. However, it should be noted that in developed countries, it is recommended practice that every child undergoes an assessment for ASD at their 18 and 24 month check-ups, irrespective of whether the child is showing signs of ASD or not. During these check-ups, the paediatrician observes and talks to the child. The parents will also be asked various questions about the family history, including whether anyone in the family is on the spectrum, and about the child's development and behaviour. As part of these check-ups, it is common for the paediatrician or GP to administer a screening tool.

The most widely used and studied screening tool for ASD is the Modified Checklist for Autism in Toddlers with Follow-Up (**M-CHAT/F**). M-CHAT/F is a two (2) stage tool that includes a 23-item parent questionnaire and a follow-up interview designed to reduce false positives. The M-CHAT/F tests represent the main screening tool with administration rates approximately 91% in the United States.[35]

A recent large study conducted by Childrens Hospital of Philadelphia, which used a systematic follow-up of children who screened positive and negative, allowed an estimate of sensitivity and specificity of this test. The M-CHAT/F's sensitivity to detect ASD was approximately 39%,[36] indicating that the majority of children later diagnosed with ASD screened negative. Specificity was high at approximately 95%, but it is important to remember that with low prevalence and screen positive rates, specificity will tend toward high rates.[37]

Low levels of ASD diagnosis in primary care settings present major barriers to timely ASD diagnosis and initiation of intervention. Currently, only approximately 1% of patients with ASD are diagnosed by primary care health care providers (**HCPs**) in the United States.[38] Common barriers to primary care diagnosis include:

i. low confidence in using the ASD diagnostic tools due to lack of specialist training and/or lack of time to administer;
ii. lack of perceived self efficacy in making the diagnoses; and
iii. lack of time to properly review results with caregivers and discuss treatment recommendations.

The complexity of making an accurate ASD diagnostic determination may also add to primary care HCP reluctance to diagnose. ASD has various clinical presentations and heterogeneous etiology. Furthermore, ASD can co-occur with and/or share may overlapping features of other disorders diagnoses in childhood such as, ADHD, intellectual disability, speech and language delay, or a variety of psychiatric conditions. HCPs are also tasked with making an assessment within a time-constrained clinical encounter where the child may not display behaviour characteristic of that seen in the home.

According to the guidelines by the American Academy of Pediatrics, children that score positive on M-CHAT/F have to be referred for ASD evaluation by specialists. Examples of such specialists, who conduct developmental screening, include, neurologists, child psychologists, neuropsychologists, psychiatrists, developmental paediatricians and speech-language pathologists.

35 Monteiro SA, Dempsey J, Berry LN, Voigt RG, Goin-Kochel RP. Screening and Referral Practices for Autism Spectrum Disorder in Primary Pediatric Care. Pediatrics. 2019 Oct;144(4).

36 Washington P and Wall D, (2023) A Review of and roadmap for Data Science and machine Learning for the Neuropsychiatric Phenotype of Autism, Annual Review of Biomedical Data Science. 6:211-28, page 212

37 Guthrie W, Wallis K, Bennett A, Brooks E, Dudley J, Gerdes M, Pandey J, Levy SE, Schultz RT, Miller JS. Accuracy of Autism Screening in a Large Pediatric Network. Pediatrics. 2019 Oct;144(4).

38 Monteiro SA, Dempsey J, Berry LN, Voigt RG, Goin-Kochel RP. Screening and Referral Practices for Autism Spectrum Disorder in Primary Pediatric Care. Pediatrics. 2019 Oct;144(4)

ASD diagnostic practices in the United States are currently fragmented and heavily reliant on a limited number of paediatric subspecialists and team-based behavioural evaluations. These assessments are time-intensive, and families may wait as long as 18 months between initial screening by their HCP in the primary care setting and final diagnosis by the specialist.

For an official diagnosis, the child must meet the standards of the Diagnostic and Statistical Manual of Mental Disorders (**DSM-5**), published by the American Psychiatric Association.[39] However, according to a large study conducted by Texas Children's Hospital 69% of patients were never referred for ASD evaluation with a specialist, and many patients were not referred until after 3 years of age, thereby contributing to older age diagnosis.[40] It can be inferred that low specificity of M-CHAT/F, as well as various socio-economic factors and a 'wait-and-see' approach has contributed to low rates of referrals.

Evidence-based treatments for ASD, including early intensive behavioural interventions, are most beneficial in improving language and educational placement when initiated at early preschool age and continued for 2 to 3 years. However, many children may not be able to access these services without an ASD diagnosis. Moreover, high demand for these services means that even children with an ASD diagnosis may be placed on a waitlist for services, particularly for early intensive behavioural interventions. These further underscores the need for timely referrals and subsequent evaluations for ASD to expedite the commencement of early intensive behavioural interventions.

For a screening tool (used to diagnose ASD) to be effective, it must be both fast and accurate. Currently, the speed of ASD screeners is enhanced by relying on parent or caregiver reports. The accuracy of the screening is dependent on of the ability to achieve a balance between sensitivity (the measure's ability to correctly recognise the presence of a disorder) and specificity (the ability of a measure to correctly recognise when a disorder is absent). A number of studies have been conducted to examine the efficacy of screening measure in ASD.[41] These studies have typically found that the efficacy varies depending on several factors, including whether it is Level 1 (general population) or Level 2 (screeners that are designed to detect a specific disorder for children at risk for that disorder, or for differentiating those with ASD from other disorders), broadband (wide range of symptoms) or narrowband (for specific disorders), the content of the tool, the age range that is being targeted, and what aspect is being optimised (for example, sensitivity or specificity).

No single ASD-specific screener completely encompasses toddlers through to pre-school age children (that being from around 18 months to five (5) years of age). This is an age range that often presents for initial comprehensive diagnosis. Additionally, many of the current diagnosis tools, were not designed for remote administration. Currently geographic and logistical hurdles to finding a trained healthcare professional and appropriate clinical setting contribute to significant underdiagnosis in some populations.

The Company believes that one way to increase diagnostic throughput and address the long waitlists is to create accessible, accurate screeners that may help differentiate and triage children with ASD concerns from children with other areas of concern. If a screening tool can accurately identify those at the highest risk for having ASD, these patients could be 'fast-tracked' to ASD-specific evaluations, which are structed to provide information regarding ASD diagnosis. Similarly, patients accurately identified as being at lower risk for ASD may be triaged towards clinics and resources assessing other developmental and behavioural concerns, and in doing so, optimising efficient utilisation of resources and reducing wait times. In turn, children with complex profiles where risk status is ambiguous could be routed to programs prepared to provide thorough assessment procedures to clarify such complexity.

b. **ADHD**

Diagnosing ADHD is a complex process, and currently there is no definitive marker for ADHD. Clinicians rely on the DSM-5 guidelines. Diagnosis involves identifying specific symptoms that persist for at least six (6) months and is further complicated by comorbid conditions such as Oppositional Defiant Disorder (**ODD**), Major Depressive Disorder (**MDD**), and anxiety disorders. The DSM-5's lack of comprehensive coverage of sex differences in ADHD also contributes to the complexity and potential for misdiagnosis. To aid in diagnosis and treatment monitoring, various rating scales are used, including the Conners Rating Scales and the Vanderbilt ADHD Rating Scale, though they have limitations in terms of specificity and sensitivity.

The treatment of ADHD, particularly in paediatric settings, demands an integrative, multifaceted approach that combines pharmacological treatments with psychoeducation, psychotherapeutic, and psychosocial interventions. It is considered that a key challenge in this treatment is determining the most effective dosage and type of stimulant medication for each individual, a process that often involves trial and error, adding stress for both the child and their caregivers. Finding the right medication balance is crucial for effective symptom management and the overall well-being and development of the child. The decision to initiate drug therapy is guided by the severity of ADHD symptoms, along with personal factors, family dynamics, comorbidities, and overall psychosocial functioning. While stimulants are generally recommended as first-line therapy for older children, younger children, particularly pre-schoolers, are typically directed towards psychosocial and behavioural interventions, considering the lower efficacy and higher risks of pharmacological treatments in this age group. Personalizing medication to individual needs and regularly assessing adherence, with a preference for simpler dosing regimens, are essential for effective treatment. This adaptive approach highlights the need for rapid, accurate methods to optimize medication and dosage in ADHD care.

39 Johnson CP, Myers SM; American Academy of Pediatrics Council on Children With Disabilities. Identification and evaluation of children with autism spectrum disorders. Pediatrics. 2007;120(5):1183–1215; Sharma, A., & Couture, J. (2014). A Review of the Pathophysiology, Etiology, and Treatment of Attention-Deficit Hyperactivity Disorder (ADHD). Annals of Pharmacotherapy, 48(2), 209–225.

40 Monteiro SA, Dempsey J, Berry LN, Voigt RG, Goin-Kochel RP. Screening and Referral Practices for Autism Spectrum Disorder in Primary Pediatric Care. Pediatrics. 2019 Oct;144(4)

41 Kanne SM, Carpenter LA, Warren Z. Screening in toddlers and preschoolers at risk for autism spectrum disorder: Evaluating a novel mobile-health screening tool. Autism Res. 2018 Jul;11(7):1038-1049.

Similar to ASD, there is a large unmet medical need for a medical device that can rapidly and remotely assess the probability of ADHD in a particular individual as well as allowing to conduct treatment response monitoring in a rapid manner.

3.5 COMPETITIVE LANDSCAPE

Figure 4 below set out a summary of various commercial players that the Company considers to be its main competitors.

	blinklab	SYNCTHINK	cognoa	EarliTec Diagnostics Inc.	LINUSBIO	Duke UNIVERSITY
Objective biomarkers	✓	✓		✓	✓	✓
Neuroscience based	✓	✓		✓		✓
FDA approved			✓	✓		
CE Mark		✓			✓	
Testing via remote devices	✓		✓			✓
Monitor pharma intervention	✓	✓				
Young children (<2 years)	✓		✓	✓	✓	✓
Scalable to large population	✓					✓
Use cases outside autism	✓	✓		✓		✓

Figure 4: Overview of the Company's competitive landscape.

a. **Cognoa**

In June 2021, Cognoa received FDA De Novo classification for its ASD software diagnostic aid, known as 'Canvas Dx'. Canvas Dx is prescribed by HCPs deliberating an ASD diagnosis in patients aged 18 months to 5 years, who are at risk for developmental delay. The caregivers use a smartphone application to fill out a questionnaire and record a home video of the child's behaviour. Concurrently, the HCP fills out a medical questionnaire online. All this data feeds into a machine-learning algorithm that, when supplied with adequate information, produces an output regarding the likelihood of the patient having ASD. Canvas Dx only yielded a result in 32% of tested subjects.[42] Cognoa claims that the device's indeterminate output acts as a risk control measure when inputs are insufficiently granular to make a determinate recommendation with confidence. If this risk control measure was removed, the sensitivity for all study completers would fall to 51.6%, and specificity would fall to 18.5%.[43]

Cognoa's advantage stems from being the first approved product, providing it with a head start. Moreover, it does not necessitate any wearable hardware, implying potential for remote diagnosis. On the downside, Canvas Dx is criticized for its low specificity and high rate of undetermined results. It is largely viewed as a supplementary aid to healthcare professionals rather than a standalone solution. Scepticism in the medical community and the need for HCP analysis (taking up to 3 days for results) further impede its adoption.

b. **SyncThink**

SyncThink received CE Mark authorization in August 2022 as a Class I medical device. Its technology, known as 'EYE-SYNC' combines proprietary software and data analytics with high performance eye tracking sensors through the VR set to measure and quantify eye movement biomarkers reflective of neurological impairment or disease. It is currently used by healthcare providers in hospitals and rehabilitation centres, sports, military, and in CNS drug development around the world. FDA-cleared for detecting eye-tracking impairments and as an aid to concussion diagnosis. The EYE-SYNC device is not a mobile solution significantly limiting its adoption. At the moment the product is primarily used by large medical centres such as Stanford and Massachusetts General.

c. **EarliTec Diagnostics**

EarliTec Diagnostics, another digital health company, received FDA 510(k) authorisation for their product, known as the 'EarliPoint Evaluation' using Cognoa's product as a predicate device in June 2022. This tool is designed to assist clinicians in the diagnosis and assessment of ASD in children aged between 16-30 months. The EarliPoint Evaluation operates by tracking the eye movements of children using special cameras while they watch a series of age-appropriate videos and images. The data gathered from this process is then compared to standard metrics for the child's age to identify potential deviations in social learning. The technology at the heart of this process, called Dynamic Quantification of Social-Visual Engagement, monitors a child's looking behaviour in a moment-to-moment manner.

Compared to Cognoa, EarliPoint exhibits a superior predictive value.[44] However, its use requires an eye tracker to be worn by the subject and a specialised camera and tablet for data acquisition. The diagnostic process necessitates a visit to a specialist and relies largely on observational endpoints that don't quantify brain function. The tool focuses heavily on social-visual engagement. ASD is a complex disorder, often involving multiple areas of development. Therefore, relying on one aspect might not provide a comprehensive diagnosis. A notable safety concern is the exposure of an infant's eyes to high-intensity IR light for 15 minutes.

42 https://www.fda.gov/news-events/press-announcements/fda-authorizes-marketing-diagnostic-aid-autism-spectrum-disorder

43 Megerian JT, Dey S, Melmed RD, Coury DL, Lerner M, Nicholls CJ, Sohl K, Rouhbakhsh R, Narasimhan A, Romain J, Golla S, Shareef S, Ostrovsky A, Shannon J, Kraft C, Liu-Mayo S, Abbas H, Gal-Szabo DE, Wall DP, Taraman S. Evaluation of an artificial intelligence-based medical device for diagnosis of autism spectrum disorder. NPJ Digit Med. 2022 May 5;5(1):57.

44 https://www.accessdata.fda.gov/cdrh_docs/pdf21/K213882.pdf

d. **LinusBio**

LinusBio is developing its product, known as 'Strand Dx' which is a hair-based test that the FDA has granted a 'breakthrough device' designation, as an aid in diagnosing ASD. LinusBio received CE Mark designation in the European Union as a diagnostic aid in January 2023. The test works by analysing the levels of chemicals in a child's hair to get a snapshot of their 'exposome' – the child's cumulative environmental exposures and how they regulate certain essential nutrients. The test's makers have suggested that these measures can show how a person's physiology responds to their environment, which can predict their chances of having ASD.

To use Strand Dx, a clinician would request a kit to collect a hair sample from a child and return it to the company. The company then analyses the hair sample and provides the results to the clinician to use in conjunction with other information, like behavioural observations and family history. This technology is designed to predict the likelihood of a child having ASD at birth. ASD is a notoriously heterogeneous and complex neurodevelopmental disorder often caused by a complex interplay of hundreds of ASD-risk genes and environmental factors. Relying just on environmental contribution to this disease thus could be viewed as a major weakness of Strand Dx test. Recently it has also been shown that ASD symptoms can be caused by a single environmental factor: damage to cerebellum during early brain development. Cerebellar damage around birth in humans leads to ASD in almost half of the cases and is herewith the largest, currently known, non-genetic risk factor for ASD. More details are needed about the Strand Dx test's sensitivity, specificity, and overall performance before any definitive conclusions can be drawn about its effectiveness. This device is not yet on the market.

e. **SenseToKnow mobile application**

SenseToKnow has recently emerged as one of the more interesting competing technologies in the field of ASD diagnostics. Developed by researchers at Duke University, the app displays stimuli that elicited behavioural signs of autism, quantified using computer vision and machine learning. An algorithm combining multiple digital phenotypes showed high diagnostic accuracy with the area under the receiver operating characteristic curve = 0.90, sensitivity = 87.8%, specificity = 80.8%.[45] This data is from a multiclinic, prospective study assessing the accuracy of an autism screening digital application administered during a paediatric well-child visit to 475 (17–36 months old) children (269 boys and 206 girls), of which 49 were diagnosed with ASD.[46] While the data is encouraging, there is a significant limitation to that study which include possible validation bias given that researchers at Duke University did not conduct a comprehensive diagnostic evaluation on participants considered neurotypical. Also the number of children with ASD in the study was quite low relative to neurotypical, and its unknown how the SenseToKnow algorithm will perform if both groups are more equally represented similar to Cognoa and EarliTec studies.

3.6 REGULATORY PROCESS FOR DIGITAL DIAGNOSTICS

a. **FDA (United States)**

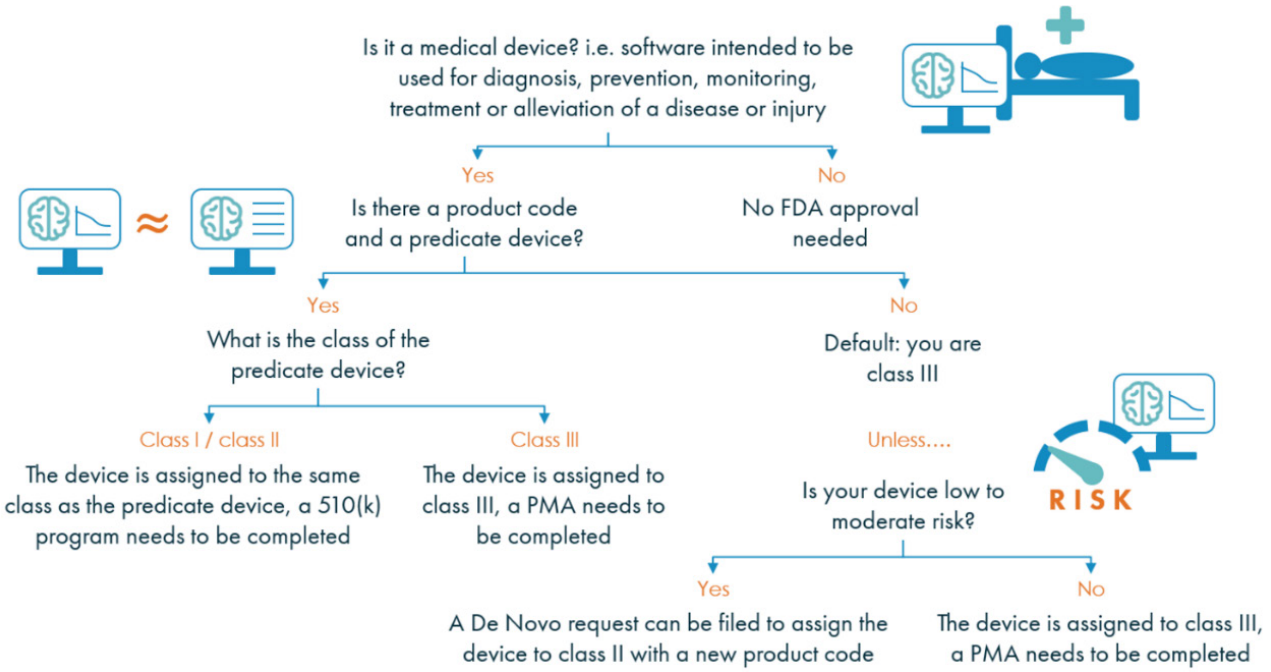


Figure 5: The FDA regulatory path consists of many processes. The figure above explains which process to follow, depending on the situation. Digital diagnostic products are typically classified as Class II medical device.

Currently, digital diagnostics are governed under the US Food and Drug Administration's (**FDA**) Software-as-a-Medical-Device framework. Software-as-a-Medical Device products undergo review via the De Novo pathway, a regulatory pathway for low-to moderate-risk devices (e.g. Class I devices are low risk and Class II devices are moderate risk) of a new type. This process allows companies to de novo classify

45 Perochon S, Di Martino JM, Carpenter KLH, Compton S, Davis N, Eichner B, Espinosa S, Franz L, Krishnappa Babu PR, Sapiro G, Dawson G. Early detection of autism using digital behavioral phenotyping. Nat Med. 2023 Oct;29(10):2489-2497.

46 Perochon S, Di Martino JM, Carpenter KLH, Compton S, Davis N, Eichner B, Espinosa S, Franz L, Krishnappa Babu PR, Sapiro G, Dawson G. Early detection of autism using digital behavioral phenotyping. Nat Med. 2023 Oct;29(10):2489-2497.

their products as lower risk, and therefore not calling for the level of evidence needed to support a more complex PMA (premarket approval) process. In order to market a device under the De Novo pathway, the applicant must submit a De Novo request to the FDA. The De Novo request must provide information about the device, including its intended use, technological characteristics, and clinical data. The FDA will then review the request and determine whether the device is safe and effective for its intended use.

All subsequent digital devices of the same type are FDA-cleared through the 510(k) premarket notification process. The 510(k) is the most common and streamlined diagnostic/device submission, yet can be one of the most difficult to understand conceptually. That's because a 510(k) requires not only proving that a product works and is safe and effective for its intended use, but that it is also substantially equivalent to an existing product on the market, which the FDA calls a predicate. In a sense, seeking a 510(k) is a bit like a mapping exercise in that you must demonstrate how your product is comparable to its predicate.

Although digital therapeutics and diagnostic products are categorised as medical devices, they have research and development requirements similar to pharmaceuticals in that clinical studies are required during the premarket approval process to demonstrate effectiveness and safety for a specific therapeutic indication. However, unlike the extensive preclinical and clinical trial requirements specified for drug manufacturers seeking a new drug approval, the FDA has limited guidance regarding evidentiary standards necessary for approval of digital diagnostic products.

b. **CE Mark (European Union)**

The CE Mark is a legal requirement for medical devices sold in the EEA. The CE Mark signifies that a device has met the requirements of the relevant EU directives. Once a device has CE Mark, it can be sold freely in any EEA country. The CE Mark is considered to be a less onerous process to obtain approval, compared to obtaining FDA approval. The reason for this being that the CE Mark process is based on a self-declaration of conformity, whilst the FDA approval process is more rigorous and involves a review by the FDA.

The table below summarises the key differences between CE Mark and FDA approval:

Characteristic	CE mark	FDA approval
Legal requirement	Yes	Yes
Applicable countries	European Economic Area (EEA)	United States
Significance	Device meets EU safety standards	Device meets FDA safety and effectiveness standards
Process	Self-declaration of conformity	Review by FDA
Timeframe	Typically 6-12 months	Typically 12-18 months
Cost	Varies depending on the complexity of the device	Varies depending on the complexity of the device

3.7 POST APPROVAL AND POST LAUNCH REGULATORY REQUIREMENTS FOR AI/ML BASED DIAGNOSTIC PRODUCTS

Inherent to machine learning approaches, such as those used by BlinkLab, is the potential for iterative learning and performance improvements with exposure to additional real-world data. However, efficiently learning new tasks, and incorporating new training data, sometimes referred to as "life-long learning" presents a number of challenges. Training data selection, for example, must be appropriate to the clinical problem of interest and represent the diverse phenotypes of the intended population to avoid amplification of gender, racial, socio-economic or other demographic biases[47].

As interest in the potential of both supervised and unsupervised machine learning approaches to prediction and treatment of ASD continues to grow, determining how to best regulate such innovations remains an open question. This is because traditional regulatory requirements to "lock" devices at the point of regulatory approval, or conduct a full clinical trial prior to any contemplated changes, risks hindering the potential of machine learning based devices to rapidly evolve and enhance performance over time with exposure to new data[48].

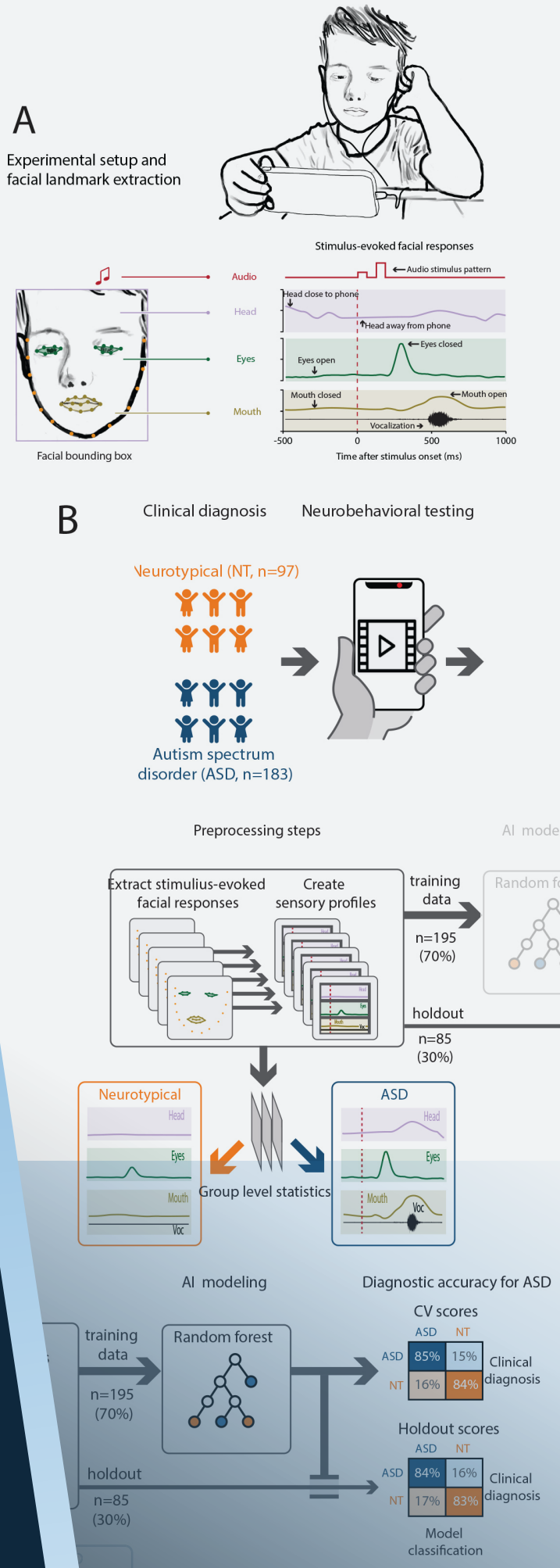
This is where the FDA proposed predetermined change control plan (**PCCP**) offers a regulated path to interactive learning. In addition to describing Good Machine Learning Practice, this FDA framework outlines a process by which approved algorithms could potentially be intermittently "unlocked" under certain circumstances and with specific guardrails in place, in order to leverage new data to enhance performance or address issues of concern. Both types of anticipated software modifications (**SaMD Pre-Specifications**) and approaches to making changes so that devices remain safe and effective following algorithmic modifications (**Algorithm Change Protocols**) are considered in that recent FDA discussion paper[49].

In our view, such regulatory mechanisms may come to play a crucial role in development of BlinkLab products pipeline as our AI/ML components are fully iterative. At the same time, we believe that non-adaptive AI-based algorithms risk becoming dated and degraded over time if data used for training no longer reflects the real-world circumstances that they are being applied to. By providing a mechanism that allows BlinkLab to intermittently "unlock" algorithms to expose our models to additional data, PCCP's will help us stay above competition continuously improving our products.

47 B. van Giffen, D. Herhausen, T. Fahse Overcoming the pitfalls and perils of algorithms: a classification of machine learning biases and mitigation methods J Bus Res, 144 (2022), pp. 93-106
48 S. Gerke, B. Babic, T. Evgeniou, I.G. Cohen The need for a system view to regulate artificial intelligence/machine learning-based software as medical device NPJ Digit. Med., 3 (2020), p. 53
49 https://www.regulations.gov/document/FDA-2019-N-1185-0001

blinklab

COMPANY OVERVIEW



4. COMPANY OVERVIEW

4.1 BACKGROUND

BlinkLab was incorporated on 17 August 2021 for the purpose of accelerating the development and commercialisation of intellectual property developed at the Princeton University relating to smartphone-neurobehavioral testing (**Licenced IP**).

BlinkLab has the exclusive worldwide licence to commercialise the Licenced IP and has, developed a smartphone-based application with an e-platform that serves as a medical device to perform neurometric tests to aid in the diagnosis of ASD, ADHD, schizophrenia and other neurodevelopmental conditions (**BlinkLab Device**). The tests include, but are not limited to, eyeblink conditioning (**EBC**), prepulse inhibition of acoustic startle (**PPI**) and habituation of eye blink response which serve as biomarkers for neurological and psychiatric disorders (**BlinkLab Tests**). The results from the BlinkLab Tests are recorded by smartphone and uploaded to BlinkLab's confidential and secure online platform where the data is analysed.

Upon Admission, the primary focus of BlinkLab will be to obtain the necessary regulatory approvals to bring the BlinkLab Device to market as a diagnostic tool for ASD.

4.2 COMPANY HISTORY

Although BlinkLab was incorporated in August 2021, the management team at BlinkLab has been engaged in extensive research and development of the underlying BlinkLab Technology since 2007.

Approximately $4.4M AUD has been spent on the development of the BlinkLab Technology to date which has been funded by Government grants, industry sponsorships, and various seed raising following incorporation (specifically the Seed Raising and Pre-IPO Capital Raising). The funds raised prior to incorporation were primarily used to develop and validate the diagnostic capabilities of the platform, whereas the funds raised from Seed Raising and Pre-IPO Capital Raising were used toward software development and clinical studies.

The seeds of the BlinkLab Technology were sown in the late 1990s at the Department of Neuroscience at Erasmus University Medical Centre in the Netherlands. By that time the department had already built a world-leading reputation in the fields of anatomy and physiology of the 'little brain', or cerebellum. Newly appointed professor Chris de Zeeuw (Co-Founder and Scientific Advisor to the Company) and his PhD student Sebastiaan Koekkoek (Co-Founder and Chief Scientific Officer of the Company) were interested in the role of the cerebellum in learning and memory formation. To facilitate their work, they started using a neuro-behavioural task called 'eyeblink conditioning', which was becoming an increasingly more popular variant of the classical conditioning experiments. The primary reason for this popularity was that eyeblink conditioning appeared to be a best available neuro-behavioural method to specifically investigate the function of the cerebellum.

Between 1998 and 2002, Dr Koekkoek transformed the way eyeblink conditioning was done in mice. He pioneered the use of a magneto-sensitive chip system and high-speed video tracking, capturing the tiniest eyelid movements as mice were learning the task. This groundbreaking work culminated in a landmark publication in Science[50], unveiling the mysteries of synaptic plasticity during cerebellar learning. Shortly after Dr Koekkoek was able to adapt this system to be used in human clinical studies, leading to another pivotal publication in Neuron[51]. This study revealed a striking similarity in the "eyeblink conditioning phenotype" between human Fragile-X patients and mouse models of this disorder on the autism-spectrum.

In 2007 Hendrikus Johannes Boele (Co-Founder and a Chief Executive Officer of the Company) joined the laboratory of Dr Koekkoek as a graduate student. Dr Boele continued improving the experimental procedures for eyeblink conditioning and kept publishing these finding in high-ranked journals. At that time, Dr Koekkoek and Dr Boele also started receiving invitations from leading scientists in the cerebellar community, and also from pharmaceutical and commercial parties, to collaborate on eyeblink conditioning instrumentation. Many research laboratories globally were interested in using their technology. Among the first adopters were Dr Javier Medina (University of Pennsylvania, currently Baylor College of Medicine, and current Scientific Advisor to the Company), Germund Hesslow (Lund University) and Dr Samuel S.-H. Wang (Princeton University, current Chair of Advisory Board of the Company). From that time onward the Company founders started to build and install these experimental setups in various laboratories globally, providing custom turnkey solutions both at a hardware and software level.

In 2008 Dr Koekkoek and Dr Boele realised that the potential of the eyeblink technique as a pre-diagnostic tool would be increased if they pushed the neurometric screening methods out of the sterile laboratory settings and bring it to the patients. Therefore, they created a more portable setup for eyeblink conditioning based on a custom-made virtual reality helmet. This system allowed researchers to perform the screening at schools and other institutes in a more mobile manner. The system was purchased by several universities, including Lund University in Sweden that started using this system for neurobehavioral testing of young children at school.

In 2010 Peter Boele (Co-Founder and Chief Technology Officer of the Company) joined the team. Mr Boele helped with getting funding from the European Research Counsel to further develop the neurobehavioral testing methodologies. In the same year, Dr Koekkoek, Mr Boele and Dr Boele converted a camper van into a complete mobile laboratory for neurometric testing, called Neurobus. The mobile laboratory allowed researchers to measure patients at home, which resulted in more reliable outcomes, better test compliance, and larger sample sizes and allowed to accumulate large amount of data that later would be used to lay down principles of the BlinkLab mobile application. This project was sponsored by Dell

50 Koekkoek SK, Hulscher HC, Dortland BR, Hensbroek RA, Elgersma Y, Ruigrok TJ, De Zeeuw CI. Cerebellar LTD and learning-dependent timing of conditioned eyelid responses. Science. 2003 Sep 19;301(5640):1736-9.

51 Koekkoek SK, Yamaguchi K, Milojkovic BA, Dortland BR, Ruigrok TJ, Maex R, De Graaf W, Smit AE, VanderWerf F, Bakker CE, Willemsen R, Ikeda T, Kakizawa S, Onodera K, Nelson DL, Mientjes E, Joosten M, De Schutter E, Oostra BA, Ito M, De Zeeuw CI. Deletion of FMR1 in Purkinje cells enhances parallel fiber LTD, enlarges spines, and attenuates cerebellar eyelid conditioning in Fragile X syndrome. Neuron. 2005 Aug 4;47(3):339-52.

and Intel and used by several institutes in The Netherlands and Belgium, including Michiel Ferrari (Neurologist at Leiden University Medical Center) who used it to study cerebellar function in migraine patients.

Between 2013 and 2016 work on eyeblink conditioning in mice expanded greatly as the future team of BlinkLab built more of the turnkey solutions for mice experiments that were purchased by various institutes throughput Europe (e.g. Ruhr University Bochum, and Netherlands Institute for Neuroscience). At the same time Dr Boele and Dr Koekkoek also designed, built, and installed a piglet eyeblink conditioning setup at the University of Illinois at Urbana-Champaign. This development was sponsored by MeadJohnson Nutrition where Prof. Dilger and his team studied the effects of nutrition on brain development, using young pigs as a translational animal model.

During this period Mr Boele also coded an initial version of the BlinkLab application on a smartphone to test the feasibility of the idea. Dr Koekkoek and Dr Boele tested the application extensively and, although the idea seemed possible, they concluded that the smartphone technology was not sufficient yet to support these neurometric tests.

In 2017 BlinkLab co-founders Dr Boele and Dr Koekkoek journeyed to Princeton University to install a custom eyeblink conditioning setup at the renowned "BabyLab", led by Professor Casey Lew-Williams. At the Princeton Babylab, Professor Lew-Williams and his team performed eyeblink conditioning experiments in 6-8 months old infants who are at risk for ASD. The setup was specifically designed for babies, using soft materials and high-speed video tracking of the face. During this development BlinkLab founders Dr Wang and Dr Boele met on multiple occasions and a long-term collaboration between two future Co-Founders was born.

In 2018 Dr Boele moved to Princeton to work on ASD and brain development. Dr Boele revitalised the idea of smartphone-neurobehavioral testing. Mr Boele programmed the first diagnostic application and they successfully completed the first human study in 18 subjects in 2020 showing that an ordinary mobile phone can be turned into a device for conducting neurobehavioral evaluations at scale.

In 2020 Princeton University patented the idea of smartphone-neurobehavioral testing (refer to Section 4.12 below for a list of patents) and the prototype development of the medical application is funded by the Princeton Accelerator Fund.

In 2021 co-founders of the BlinkLab Technology partnered with one of the top European software development companies to start working on the commercial version of the application for iPhone platform.

On 15 November 2021, BlinkLab entered into an exclusive licence agreement with Princeton University (**Princeton Licence Agreement**) pursuant to which it has been granted an exclusive worldwide licence to use, sub-licence, develop, modify and commercialise the Licenced IP.

In addition to the patents filed by Princeton University which are the subject of the Princeton Licence Agreement, the Company has also filed additional patent applications in respect of novel intellectual property developed independently by BlinkLab subsequent to the Princeton Licence Agreement.

The intellectual property covering the BlinkLab Technology underpins the Company's operations.

a. **Research and development history of Licenced IP**

As noted above, the Company has entered into the Princeton Licence Agreement with Princeton University, in respect of the Licenced IP. Whilst the Licenced IP is owned by Princeton University, the Company has been granted an exclusive worldwide licence to commercialise the Licenced IP.

In March 2021, upon receipt of the Princeton Accelerator Fund the founders proceeded with the development of an initial version of the BlinkLab platform. The Princeton funds were utilised for research and proof of concept implementations. The primary deliverables in this initial phase included conducting research on flash and sound modalities, as well as exploring the possibilities of recording video while playing sounds and flashes. This also involved investigating millisecond precision timing of stimuli and facial recognition capabilities on smartphones. Development of a rudimentary iOS application, which was not yet compliant with the iOS App Store also happened at that stage. Creating a limited backend system for the flexible definition of experiments was also initiated.

Upon securing the funding from the Seed Raising, the Company focused on improving the iOS application and backend system which resulted in a stable and efficient production version of the software, that is now available for download via the Apple App Store. Notable enhancements include accurate calibration of all stimulus modalities, a streamlined user experience, the incorporation of a hearing test feature, and effortless Bluetooth integration. Additional functionalities were added at that stage and included:

i. creation of a research portal for real-time monitoring and data analysis;
ii. development of scalable Invite system for study participation;
iii. implementation of DocuSign for Informed Consent;
iv. development of a data analysis pipeline;
v. implementation of Continuous Integration / Continuous Deployment (**CI/CD**);
vi. establishment of a scalable infrastructure on AWS;
vii. integration of a cutting-edge authentication system built on Okta; and
viii. implementation of continuous monitoring and alerting using Sentry.

The majority of the funds received from the Seed Raising, as well as part of the funds from Pre-IPO Capital Raising were used to conduct multiple trials of BlinkLab application in ASD, ADHD and Schizophrenia.

To date, the Company, with the help of numerous academic research partners, has tested more than six thousand subjects including patients with ASD, ADHD, Schizophrenia, Cognitive Impairment as well as run studies on monitoring the effect of treatment in ADHD patients. BlinkLab has also recently started a new program in developing new digital biomarkers for the diagnosis of emotional disorders (i.e. depressive and anxiety disorders). In 2022, BlinkLab started offering our diagnostic and biomarker(s) platform to numerous academic research centres under data share arrangements.

Figure 6 below shows Company's current pipeline of diagnostic products, their relevant development state and regulatory pathway.

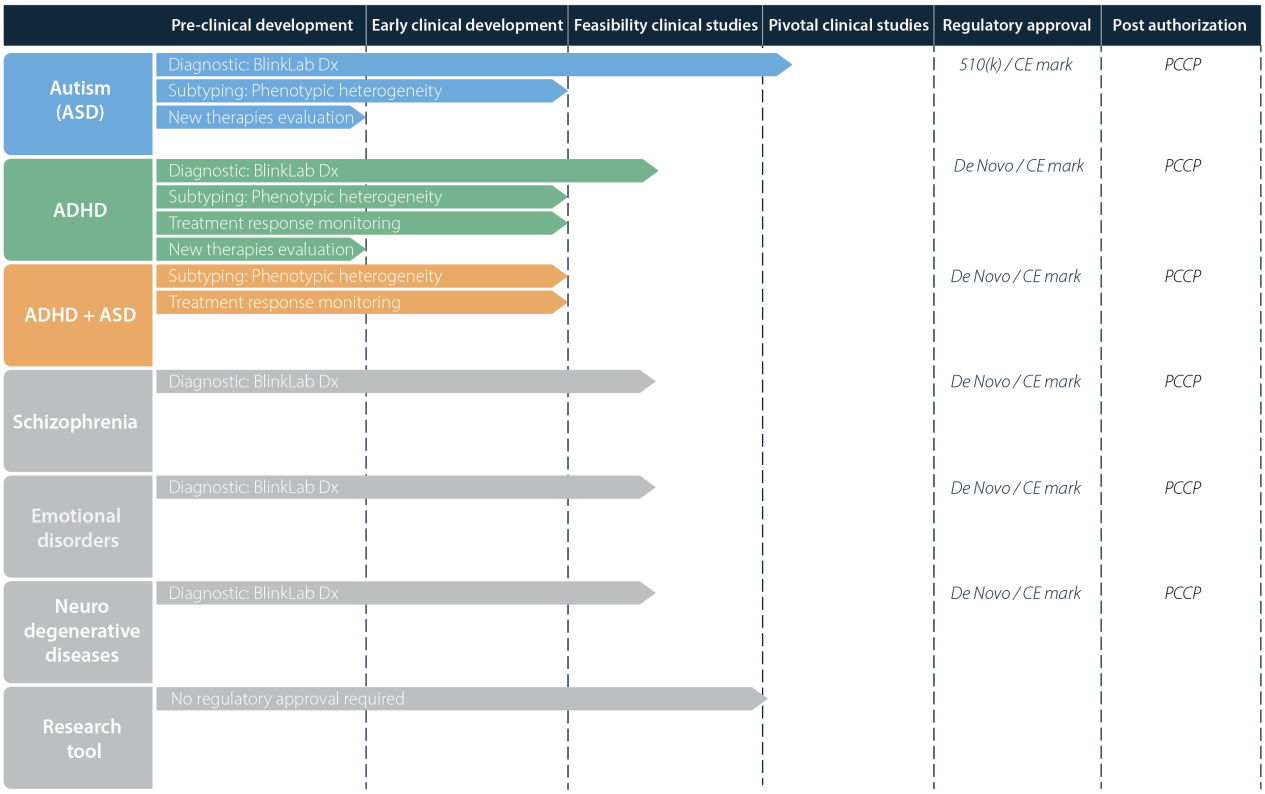


Figure 6: BlinkLab diagnostic pipeline.

b. **Clinical studies**

To date, the team at BlinkLab have successfully completed an extensive number of clinical studies in healthy volunteers and patients with ASD, ADHD, Schizophrenia, Mild Cognitive Impairment (MCI), etc. A summary of these clinical studies are provided below.

i. **[Bli-H1]: 18 participants pilot study in healthy subjects completed in 2020**

The initial pilot clinical study of the BlinkLab diagnostic application was conducted in 2020 and enrolled 18 volunteers. The data showed that EBC and PPI rates recorded via the BlinkLab mobile application were much better than those reported previously for humans using conventional experimental methods. This study for the first time demonstrated that these classical neurometric tests before only available in specialized laboratories can now be performed at a large scale on hundreds of patients and healthy volunteers making future experiments less prone to selection bias. More importantly the tests can be done by the patients themselves at home on their own smartphones, or with the help of a caregiver.

ii. **Bli-H2]: 58 participants study in healthy subjects completed in 2022**

In early 2022 BlinkLab conducted a larger proof-of-concept study in 58 healthy participants and tested the accuracy and validity of three types of neurometric tests as well as newly developed content management system and an experimentator portal (tests included eye blink conditioning, pre pulse inhibition and startle habituation). Excluded were participants younger than 12 months old and those formally diagnosed with a neurodevelopmental, neuropsychiatric, or neurodegenerative condition. Study was conducted under the Institutional Review Board for Human Subjects of Princeton University (IRB#13943) and the Medical Ethics Review Committee of Erasmus MC. The data showed that we can now perform well-established neurobehavioral testing using accessible smartphone technology. In contrast to conducting these tests in a sterile laboratory environment, we found that people performed better and had less variability in their performance by doing them on a smartphone in a comfortable home-like environment. The results also allowed us to progress into clinical studies in patients with ADHD, ASD and Schizophrenia.

Study results were presented at the Society for Neuroscience Conference in San-Diego in 2022 and subsequently data was published in Scientific Reports in 2023[52].

iii. **[Bli-ADH1]: 20 subject study of the effect of methylphenidate in ADHD patients completed in 2022**

In early 2022 BlinkLab initiated a study of the effects of methylphenidate on the acoustic startle response and prepulse inhibition quantified longitudinally using BlinkLab smartphone-based medical device in patients with ADHD. ADHD is one of the most common neurodevelopmental disorders with a global prevalence of 5%-8%. In the United States the ADHD condition is severely over diagnosed and there is a prevalence of medication errors associated with non-compliance and use of improper dose. Methylphenidate is widely prescribed for ADHD (50-60%). Methylphenidate is sold under the brand names Ritalin and Concerta among others, is a central nervous system stimulant used medically to treat ADHD and, to a lesser extent, narcolepsy. 20 subjects were recruited into the study during 2022 with each patient performing self assessments under the supervision of a study monitor (see Figure 7 below).

52 Boele HJ, Jung C, Sherry S, Roggeveen LEM, Dijkhuizen S, Öhman J, Abraham E, Uvarov A, Boele CP, Gultig K, Rasmussen A, Vinueza-Veloz MF, Medina JF, Koekkoek SKE, De Zeeuw CI, Wang SS. Accessible and reliable neurometric testing in humans using a smartphone platform. Sci Rep. 2023 Dec 18;13(1):22871

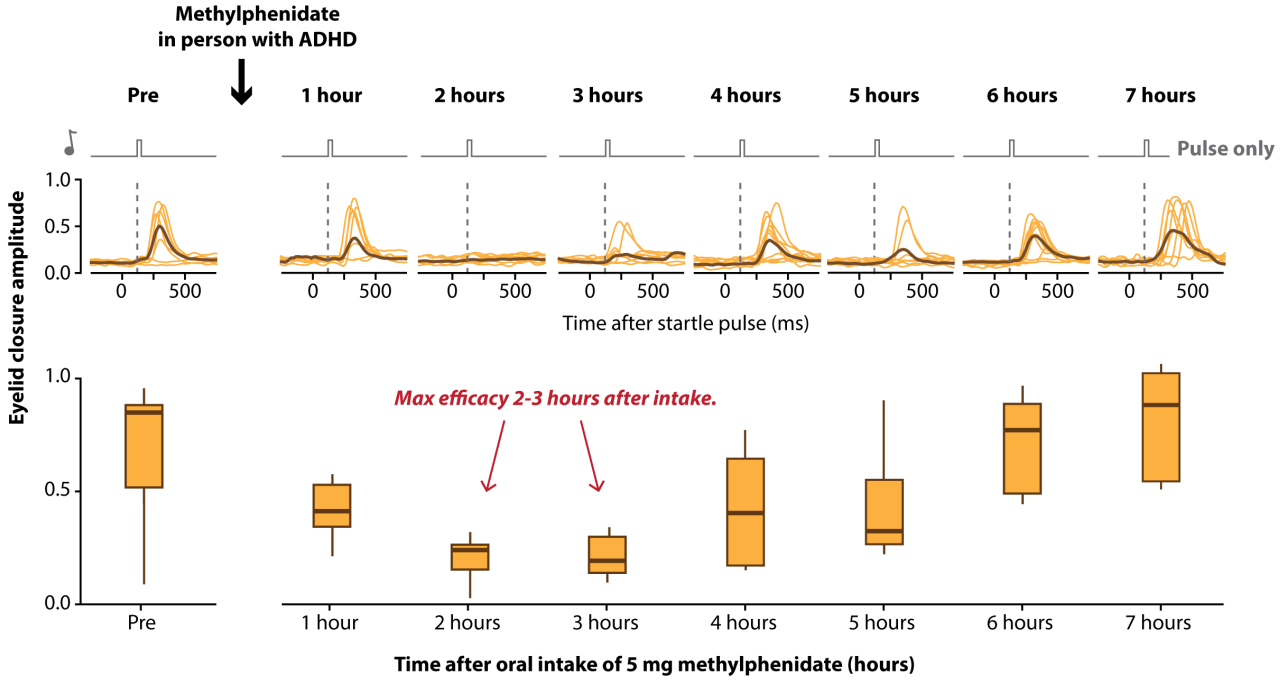


Figure 7. Measuring real-time effect of methylphenidate at hourly intervals in patient with ADHD

In this study, the Company used the BlinkLab Device to monitor the effects of pharmaceutical intervention. It often takes a lot of time and trial and error to find an optimal dose for a drug like Ritalin. Using BlinkLab's most simple neuromeric test, the Company was able to quantify the effect of methylphenidate at hourly intervals which correlated with plasma pK levels of the drug. Additional patients were recently recruited to this study and data is currently being finalised for a publication.

The study demonstrated that the BlinkLab Device can measure the effect of methylphenidate in ADHD patients in real time few hours after the intake of medication (Figure 8 below). Data suggests that the BlinkLab Device can be used as a part of drug-device combination (in combination with methylphenidate or other drugs) that will have an inbuilt precise dosing and monitoring. Further studies in this program will be initiated in 2024.

iv. **[Bli-ASD1]: 156 subject multi-centre study in patients with Autism vs controls completed in 2023**

BlinkLab initiated a global multi-centre study in patients with ASD in mid 2022 under the ethics approval from Princeton University. 156 subjects were recruited including 93 patients with Autism and 63 control subjects. The study tested the accuracy of BlinkLab artificial intelligence-based software as a medical device designed to aid primary care healthcare providers in diagnosing ASD. The study compared device outputs to self-reported prior diagnosis in a cohort of 3-12 year olds with developmental delay concerns (156 study completers, 30% female, 60% ASD prevalence). The study results demonstrated for the first time that

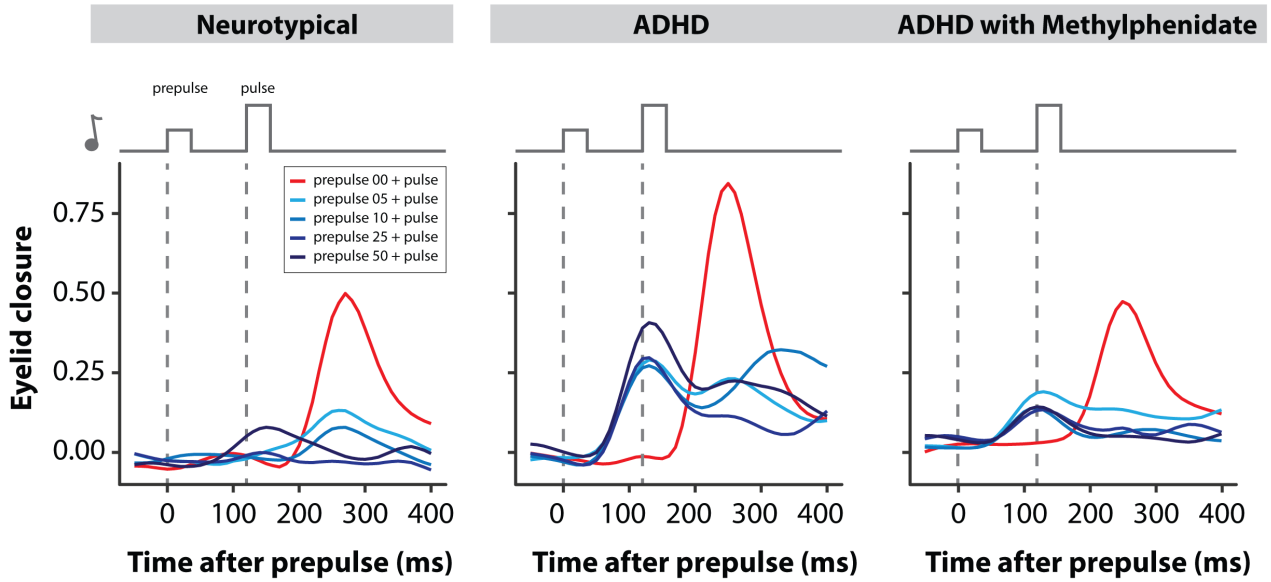


Figure 8. Measuring effect of methylphenidate in ADHD patients vs controls using PPI.

the BlinkLab Device is able to differentiate between ASD positive and negative subjects. Data from that study was used to design a larger study in children previously diagnosed with ASD by health practitioners.

v. **[Bli-ASD2]: Large feasibility clinical study in 280 subjects as an Autism diagnostic**

Leveraging the data received from our proof-of-concept studies, BlinkLab has conducted a multi-center, cross-cultural study. 280 Participants were recruited from the Mohammed V Foundation for Solidarity and the Mohammed VI National Center for the Disabled[53], at eight locations in Morocco, including Fes, Salé, Safi, Marrakesh, Casablanca, Oujda, Tangier and Agadir. The cohort comprised 43 neurotypical girls, 57 girls diagnosed with ASD, 54 neurotypical boys, and 126 boys diagnosed with ASD. For the ASD groups, the ASD diagnosis was established by a multidisciplinary team of specialists using the gold standard DSM-5 criteria. Neurotypical controls were recruited from two schools, one located in Taounate and the other in Salé. Participants were selected regardless of sex, gender identity or race, excluding those under 4 or over 12 years old or with conditions other than ASD.

Employing machine learning algorithms on the combined outcomes of our neurometric evaluations, we achieved an average sensitivity (recall for the positive class) of 85%, indicating the model's capability in identifying true ASD cases. The specificity (recall for the negative class), a measure of the model's ability to identify true negatives, was consistently high with an average value of 84%. The positive predictive value (**PPV**) averaged at 92%, while the negative predictive value (**NPV**) was 77%, both indicative of the model's precision and reliability in classifying cases. The data indicates that the BlinkLab App has a much better precision in diagnosing ASD as compared to currently FDA approved medical devices that require significant use of hardware, cannot be used remotely, and require clinical visits.

vi. **[Bli-S1]: 30 subjects study in patients with Schizophrenia (currently recruiting)**

BlinkLab is currently recruiting a single centre study of the BlinkLab Device as a rapid diagnostic and therapy monitoring tool in patients with Schizophrenia. The study is expected to recruit 30 subjects aged between 18 – 30 years old with preliminary data available and the study to be complete mid-2024. Schizophrenia affects approximately 23 million people worldwide. Smaller clinical programs in other emotional disorders are also ongoing.

vii. **[Sac-AD1]: 30 subjects study evaluating Neuromterict Testing Combined With Saccadometry For Early Detection Of Cognitive Decline (currently recruiting)**

In mid-2023, the Company started recruiting a single centre study of the BlinkLab Device as a rapid diagnostic and therapy monitoring tool in patients with Alzheimers Disease and Mild Cognitive Impairment. The study is expected to be compete in late 2024 with a larger multi-centre study to follow. Saccadometry is a technique of measuring rapid eye movements shifting eyes from one target to another. Response in this BlinkLab Test relies on complex oculomotor circuitry including frontal and parietal cortices, thus promising to be an effective tool in diagnosing and monitoring of Alzheimers therapy and other neurodegenerative disorders.

viii. **Digital Phenotyping (in partnerships with major academic research groups)**

Data-driven, objective measurement of individual function, such as a response in BlinkLab neurometric test, is of specific interest in psychiatry, which has previously relied almost exclusively on self-reports of mental health symptoms, which has few biological markers, and where diagnostic categories remain unclear[54].

We anticipate that digital phenotyping using tools similar to the BlinkLab Device should play a role in routine clinical practice, for example by enhancing aspects of clinical diagnosis and treatment through earlier detection of condition onset, relapse or treatment response.

BlinkLab is actively collaborating with prospective research partners to participate in this program. Refer to Section 9.10 for further details on the Proposed Research Collaboration Agreements.

4.3 BLINKLAB DEVICE

The BlinkLab Device (known as 'BlinkLab Dx') consists of:

a. the BlinkLab App: a mobile application for patients, caregivers and/or parents, effectively a front-end tool that helps collect test subjects' information and responses to the BlinkLab Tests in real time (**BlinkLab App**); and

b. the BlinkLab Portal: the back-end includes a fully built secure database and content management system (**CMS**) as well as experimenter's portal that allows for full customization of the neurometric tests as well as data analysis, annotation and visualization tools (the **BlinkLab Portal**).

The BlinkLab Device combines fundamental neuroscience with state-of-the-art artificial intelligence and machine learning. BlinkLab Dx is a prescription diagnostic aid to healthcare professionals (**HCP**) considering the diagnosis of ASD in patients 18 months through 72 months of age at risk for developmental delay.

Figure 9 below demonstrates how the BlinkLab App can fit into the current diagnostic landscape.

The BlinkLab Tests do not depend upon any verbal or social interaction and could be used at a very early age. The mobile-device-enabled environment allows real-time detection of facial expressions, including eyes and eyelids, and uses encrypted data transfer and storage to protect patient privacy.

The patient's caregiver uses BlinkLab App (available through the Appstore on iOS) to conduct a set of neurometric tests either at home or during the visit with HCP. The BlinkLab Tests take 15-20 minutes each, with results available within 1-2 minutes after completion of the test. The results are made

53 https://www.fm5.ma/en/fields/people-disabilities

54 Huckvale K, Venkatesh S, Christensen H. Toward clinical digital phenotyping: a timely opportunity to consider purpose, quality, and safety. NPJ Digit Med. 2019 Sep 6;2:88. doi: 10.1038/s41746-019-0166-1

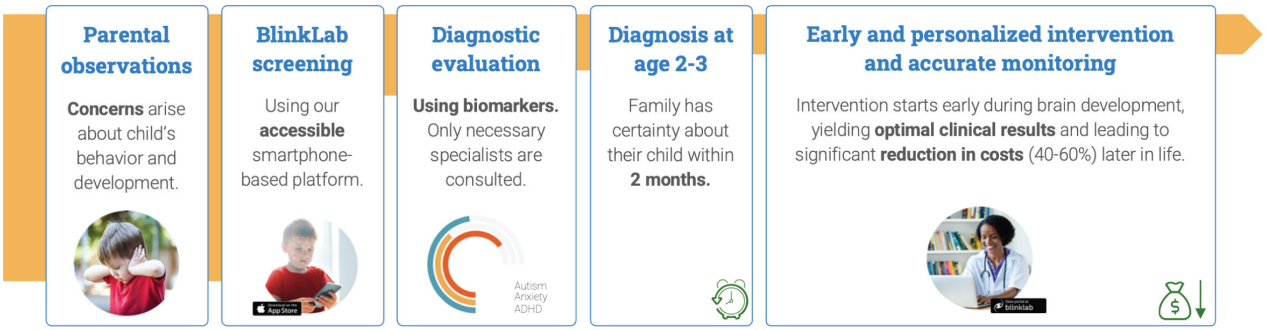


Figure 9: How the BlinkLab App fits into the current diagnostic landscape.

available to the HCP online. If the BlinkLab Tests are conducted according to the instructions (i.e. level of background noise, output volume, screen brightness, head positioning and movement, etc), the BlinkLab Test produces an input that the patient likely does or does not have ASD based on data collected and test endpoints that are indicative of ASD. Alternatively, the BlinkLab App will ask to repeat the test. Initially, the BlinkLab Device is not intended for use as a stand-alone diagnostic device but as an adjunct to the diagnostic process primarily during initial screening.

c. **How the BlinkLab Device Works?**

Neurobehavioral assays of brain function can reveal fundamental mechanisms underlying neuropsychiatric conditions, but typically require centrally located equipment in a laboratory test facility. Consequently, these tests are often unpleasant for participants as they require instruments attached to their face and cannot be used at scale in daily clinical practice, particularly with paediatric patients.

As noted above, the Company has developed a smartphone-based software platform, known as 'BlinkLab Test, to perform neurobehavioral testing free from facial instruments or other fixed location equipment. This artificial intelligence (**AI**) based platform is designed to be used at home or in similar environments, independently or with the assistance of a caregiver, while following instructions from the mobile-device application. The tests include, but are not limited to, eyeblink conditioning (**EBC**), a form of sensory-motor associative learning[55], prepulse inhibition of the acoustic startle response (**PPI**), which measures the ability to filter out irrelevant information through sensorimotor gating[56], startle habituation, which measures the ability for the intrinsic damping of repetitive stimuli and sensory adaptation[57], and habituation of eye blink response, which serve as biomarkers for neurological and psychiatric disorders (**BlinkLab Tests**).

The BlinkLab App combines a smartphone's ability to deliver stimuli and acquire data using computer vision with a secure cloud-based portal for data storage and analysis (Figure 10 below). In the experiments, each audio and/or visual stimulus is presented with millisecond-precise control over parameters such as timing, amplitude and frequency. In order to maintain participant attention, an entertaining movie of choice is shown with normalized audio levels. Participants' responses are measured by the smartphone's camera and microphone, and are processed in real time using state-of-the art computer vision techniques, fully anonymized, and transferred securely (TLS 1.3 transfer protocol) to the analysis portal. There BlinkLab's in-house AI/machine learning algorithms perform clustering and statistical analysis, etc to identify the prediction value of the experiment in the particular data set.

In contrast to conducting these tests in a sterile laboratory environment, the Company found that people performed better and had less variability in their performance by doing them on a smartphone in a comfortable home-like environment. Since these tests are reflex-based and do not require verbal or social interaction, they allow large-scale cross-cultural human studies and a foundation on cross-species translational research. It has been shown that performance in eyeblink conditioning, prepulse inhibition and startle habituation is strongly correlated with neuropsychiatric conditions, including ASD, Schizophrenia, Dementia, Parkinson's and Huntington's disease.

In addition for being used as a diagnostic tool, the BlinkLab Device may also provide objective concrete markets for ASD subtyping to reduce heterogenicity in ASD. Most recent literature suggests that the BlinkLab App can parsing the role of disfunction in the cerebellum and in extracerebellar regions including the hippocampus and prefrontal regions. The ability to categorise subsets within the population with ASD could make it easier to determine whether certain subgroups respond more effectively to the various treatments and therapies currently available.

4.4 BUSINESS MODEL AND GROWTH STRATEGIES

The Company's main objectives on completion of the Public Offer and admission of the Company to the Official List of ASX are:

a. to complete the necessary regulatory clinical studies and receive FDA approval in the US and CE Mark in Europe for the BlinkLab Device to be used as a clinical aid in the diagnosis of ASD;

b. initiating larger feasibility clinical studies in ADHD and schizophrenia, as well as completing the proof-of-concept studies in neurodegenerative and emotional disorders;

c. pursue approvals in other indications, such as ADHD, schizophrenia and other neurodevelopmental conditions;

d. supporting the clinical programs with academic and industry partners in multiple diseases as well treatment response monitoring applications;

55 Woodruff-Pak D, Steinmetz JE, editors. Eyeblink Classical Conditioning: Volume I [Internet]. Boston: Kluwer Academic Publishers; 2002

56 Braff DL, Geyer MA, Swerdlow NR. Human studies of prepulse inhibition of startle: normal subjects, patient groups, and pharmacological studies. Psychopharmacology (Berl). 2001 Jul;156(2–3):234–58

57 Cheng CH, Chan PYS, Hsu SC, Liu CY. Meta-analysis of sensorimotor gating in patients with autism spectrum disorders. Psychiatry Res. 2018 Apr;262:413–9

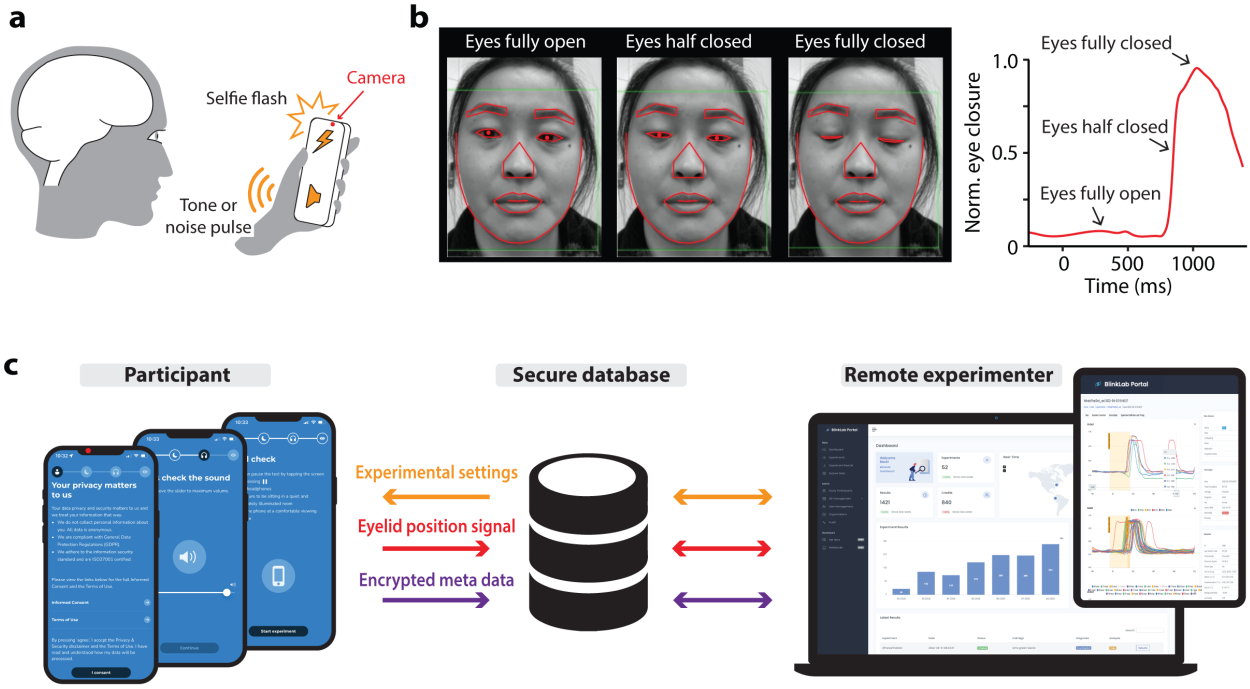


Figure 10: (A) Auditory, visual, and tactile stimuli are delivered via the smartphone. The camera measures the participant's responses at 60 Hz. (B) Facial landmark detection algorithms are capable of detecting eyelid movements in real-time on the smartphone. Images of the face are removed to protect privacy. Contact corresponding author to request access to these images. Images are used and can be shared with permission of the participant. (C) The architecture of smartphone-mediated neurobehavioral testing includes a smartphone application (left), a secure database (middle), and a cloud-based analysis portal (right) that allows the remote experimenter to control experimental parameters and analyse collected data.

e. initiating business development and reimbursement processes ahead of commercial launch of the initial product in ASD diagnostics. following FDA approval of the BlinkLab Device, initially launch services in two states in the United States, where the Company is strongly connected with top tier medical research centres and that have a strong awareness of ASD – that being New Jersey and Pennsylvania;
f. continue to improve our AI and ML models to maintain leading position among peers in digital diagnostic field; and
g. continue to expand existing IP and develop and/or acquire complementary IP that will increase the Company's diagnostic market as well as launch digital products in the therapeutic market.

BlinkLab's development and commercialisation strategy is focused on obtaining the necessary regulatory approvals to bring the BlinkLab Device to market as a diagnostic tool for ASD.

While initially seeking FDA market authorization as a clinical aid in the diagnosis of ASD using 510(k) regulatory pathway. BlinkLab will also pursue approvals in other indications, such as ADHD, Schizophrenia, and other neurodevelopmental conditions. Programs in these other indications will follow the de novo FDA classification pathway for novel devices of low to moderate risk that do not have a valid predicate device. The de novo pathway would require clinical studies similar to 510(k) application.

A summary of the regulatory pathway and key milestones to achieve commercialisation of the BlinkLab Device as a diagnostic tool for ASD is set out in Section 4.5 below.

While the Company's immediate focus will be on the BlinkLab Device, it may pursue and assess other new business opportunities in the biotechnology and medtech sectors over time which complement its business. These new business opportunities may take the form of direct or passive investments. At present, the Company is not pursuing any such acquisitions.

The Directors are satisfied that on completion of the Public Offer and admission of the Company to the Official List of ASX, the Company will have sufficient funds to carry out its stated objectives

4.5 REGULATORY PATHWAY AND COMMERCIALISATION TIMELINE

The BlinkLab Device is currently being used as a research tool until BlinkLab completes the regulatory clinical studies and receives 510(k) market authorisation from FDA in the US and CE Mark in Europe. These market authorisations will allow the BlinkLab Device to be initially used as a clinical aid in the diagnosis of ASD.

In order for the BlinkLab Device to be used as a clinical aid in the diagnosis of ASD, BlinkLab will need to complete a pivotal registrational study and subsequently apply for FDA registration and reimbursement for the tests. The registrational study intends to recruit up to 500 subjects. Enrolments for this study will start during the second half of 2024 and it is anticipated that the study will be completed by mid-2025. FDA approval will be sought via a 510(k) application which is based upon a 'Predicate Device' already on market.

BlinkLab will also seek CE Mark certification for the BlinkLab Device as a Class I Medical Device in early diagnostics of ASD, which will allow the BlinkLab Device to be sold freely in any EEA.

a. **FDA (USA)**

A summary of the regulatory pathway and key milestones to achieve commercialisation of the BlinkLab Device as a diagnostic tool for ASD in the US is set out below:

Milestone	Timeframe
Single-centre pilot study to prove BlinkLab technology (n=18 subjects)	Completed in 2020
Single-centre discovery study in healthy subjects (n=56 subjects)	Completed in 2022
Multi-centre validation study in patients with ASD, self reported (n=156 patients)	Completed in 2023
Multi-centre, cross cultural study in patients previously diagnosed by health care practitioners (n=280)	To be completed in 1Q 2024
Preparation and Initiation of FDA registrational study (complete statistical analysis of all prior data, appointment of CRO, drafting of the protocol and finalizing the enrolment criteria, primary endpoints outputs to be measured, statistical methods, selection of clinical sites, patient consents, etc)	To be completed 1H 2024
Completion of FDA registrational study in 400-500 patients	Enrolment starts 2H 2024, to be completed 1H 2025
Submission of marketing authorization to FDA under 510K application	Expected submission mid-2025, FDA approval 1Q 2026
Commercial preparation for launch (reimbursement codes, KOL engagement)	Will start late 2024

BlinkLab Test will initially be developed and marketed as a tool to aid health care practitioners in the diagnosis and assessment of ASD for patients between 18 and 72 months of age. BlinkLab will thus be seeking for a Premarket Notification 510(k), which is a premarketing submission made to FDA to demonstrate that the device to be marketed is safe and effective by proving substantial equivalence to a legally marketed device (predicate device). BlinkLab will use Canvas Dx, a recently approved product as a predicate device. In a registration study Canvas Dx device demonstrated a sensitivity of 51.6% and specificity of 18.5%[58] which is significantly lower than recent data from a multi-centre study of BlinkLab Test in Morocco patients in 2023.

In 2021, the FDA concluded that the Cognoa device should be classified into "Class II" (defined below). Accordingly, the FDA classified the Cognoa ASD Diagnoses Aid, and substantially equivalent devices of this generic type, into "Class II" under the generic name paediatric ASD diagnosis aid.

According to the FD&C Act, the paediatric ASD diagnosis aid is subject to the following special controls[59]:

i. Clinical performance testing must demonstrate that the device performs as intended under anticipated conditions of use, including an evaluation of sensitivity, specificity, positive predictive value, and negative predictive value using a reference method of diagnosis and assessment of patient behavioural symptomology.

ii. Software verification, validation and hazard analysis must be provided. Software documentation must include a detailed, technical description of the algorithm(s) used to generate device output(s), and a cybersecurity assessment of the impact of threats and vulnerabilities on device functionality and user(s).

iii. Usability assessment must demonstrate that the intended user(s) can safely and correctly use the device.

iv. Labelling must include:

A. instructions for use, including a detailed description of the device, compatibility information, and information to facilitate clinical interpretation of all device outputs;

B. a summary of any clinical testing conducted to demonstrate how the device functions as an interpretation of patient behavioural symptomology associated with ASD. The summary must include the following:

1. a description of each device output and clinical interpretation;
2. any performance measures, including sensitivity, specificity, positive predictive value (PPV) and negative predictive value (NPV);
3. a description of how the cut-off values used for categorical classification of diagnoses were determined; and
4. any expected or observed adverse events and complications.

v. A statement that the device is not intended for use as a stand-alone diagnostic.

In order to satisfy the above criteria, BlinkLab will need to run an FDA registrational study in order to receive 510(k) market authorisation. The study will seek to evaluable the ability of the Blinklab Device to aid healthcare providers in diagnosing ASD. Children between the ages of 18 and 72 months for whom the caregiver or healthcare provider has concern regarding developmental delay will be assessed with the BlinkLab Device in a prospective, blinded, multi-site, active comparator, cohort study. The output of the device will be compared to a specialist clinician diagnosis based on DSM-5 criteria, validated with independent review by one or two central specialist clinicians. The study intends to recruit up to 500 subjects and will initiate in the second half of 2024.

b. **CE Mark (Europe and the rest of the World)**

A summary of the regulatory pathway and key milestones to achieve commercialisation of the BlinkLab Device as a diagnostic tool for ASD in Europe and the rest of the World is set out below:

58 Megerian JT, Dey S, Melmed RD, Coury DL, Lerner M, Nicholls CJ, Sohl K, Rouhbakhsh R, Narasimhan A, Romain J, Golla S, Shareef S, Ostrovsky A, Shannon J, Kraft C, Liu-Mayo S, Abbas H, Gal-Szabo DE, Wall DP, Taraman S. Evaluation of an artificial intelligence-based medical device for diagnosis of autism spectrum disorder. NPJ Digit Med. 2022 May 5;5(1):57

59 https://www.accessdata.fda.gov/cdrh_docs/pdf20/DEN200069.pdf

Milestone	Timeframe
Single-centre pilot study to prove the BlinkLab Technology (n=18 subjects)	Completed in 2020
Single-centre discovery study in healthy subjects (n=56 subjects)	Completed in 2022
Multi-centre validation study in patients with ASD, self-reported (n=156 patients)	Completed in 2023
Multi-centre, cross cultural study in patients previously diagnosed by health care practitioners (n=280) conducted across eight different sites in Morocco	To be completed 1Q 2024
Regulatory work towards CE mark submission	To start 1H 2024
CE Mark Submission	2H 2024
Commercial preparation for launch (marketing, KOL engagement)	Will start 2H 2024

The Company anticipates applying for regulatory ruling in the EU in the second half of 2024. The Company will be seeking CE Mark certification as a Class I medical device for the BlinkLab Test in early diagnostics of ASD. The Company will be required to demonstrate that the test and the platform meets the General Safety and Performance Requirements (**GSPR**) of all relevant European Medical Device Regulations. Data from recently run clinical studies Bli-H1, Bli-H2, Bli-ASD1, Bli-ASD2 will be used to support successful CE mark submission.

The CE mark designation for a medical device gives you the following commercial benefits:

i. the ability to sell your device in the EU. The CE mark is a legal requirement for all medical devices sold in the EU. Without the CE mark, your device will not be allowed to be marketed or sold in the EU;

ii. increased market confidence. The CE mark is a sign to customers and healthcare professionals that your device has been rigorously tested and meets high safety standards. This can give you a competitive advantage in the market;

iii. streamlined regulatory compliance. Once you have obtained the CE mark, you will be exempt from many of the individual national regulations that apply to medical devices in the EU. This can save you time and money; and

iv. access to new markets. The EU is a large and growing market for medical devices. With the CE mark, you can expand your sales to this important market.

Following CE mark approval, BlinkLab will be looking for reimbursement applications with public health insurance schemes within the EU.

c. **Other programs**

Programs in other indications (ADHD, Schizophrenia, e.g.) will follow the De Novo FDA classification pathway for novel devices of low to moderate risk that do not have a valid predicate device. The De Novo pathway would require clinical studies similar to 510(k) application.

4.6 SOURCES OF REVENUE

Investors are cautioned that the Company is generally loss making and is unlikely to generate any material revenue in the near term.

Following the successful development, receipt of regulatory approvals (that initially being FDA approval) and commercialisation of the BlinkLab Device, the Company intends to generate revenue by collaborating with HCPs and making the BlinkLab Device available to HCPs as a diagnostic device, to assist with ASD screening.

The Company intends to enter into agreements with various HCPs, whereby the Company will charge HCPs a fee per diagnosis made using the BlinkLab Device. The successful commercialisation and marketing of the BlinkLab Device may require further funding in addition to the Company successfully completing the activities set out in Section 4.4.

4.7 REIMBURSEMENT

Achieving reimbursement is another crucial step towards successful commercialisation of BlinkLab digital diagnostic products. The global market for digital therapeutics and diagnostics is expected to exceed $28 billion by 2030.[60] The FDA has cleared more than 35 digital healthcare products over the past 5 years. As the industry accelerates, reimbursement for digital healthcare products is being addressed at the federal level in the United States. The Access to Prescription Digital Therapeutics Act of 2022 is a current bipartisan bill introduced in the Senate, which adds prescription digital healthcare products to the list of services and products eligible for coverage under Medicare and Medicaid. The bill also directs CMS (Centres for Medicare & Medicaid Services, an agency in US that determines reimbursement for medical devices and drugs) to establish payment methodologies and product-specific Healthcare Common Procedure Coding System codes for prescription of such products.

a. **Reimbursement Codes**

CMS has already recently introduced a new Level II Healthcare Common Procedure Coding System (**HCPCS**) billing code for prescription digital behavioural therapy. Effective April 2022, Current Procedure Terminology (**CPT**) code A9291 covers FDA-cleared digital diagnostic or therapy and should be used for each course of treatment.

The Company has conducted a preliminary assessment and is of the view that the A9291 should be appropriate for BlinkLab tests in the absence of a specific code. Similar to digital behavioural therapies (like Pear Therapeutics's digital products that uses that code), our test is a session with an audio/video content delivered.

The availability of such a code is anticipated to remove first barrier to provider billing for and payer coverage of these therapies. While numerous prescription digital therapeutics manufacturers have lobbied CMS to create new HCPCS codes for each FDA-cleared product, CMS has determined that a single code is sufficient at this time. We do expect

60 https://www.globenewswire.com/en/news-release/2022/06/21/2466410/0/en/Digital-Therapeutics-Market-will-be-worth-USD-28-21-Billion-in-2030-and-is-expected-to-grow-at-a-CAGR-of-21-36.html

that by the time BlinkLab Device enters the market CMS will establish more digital diagnostic specific codes.

In addition, our understanding is that the BlinkLab Tests could generally be used in a procedure reported with a HCPCS Level I (CPT) code. CMS in their recent meeting have not identified a specific need for digital diagnostic products to be separately paid, since it is believed that a particular payer may elect to pay for the service in which this product is used. For instance, Medicare would typically reflect the costs of the product in the payment for the procedure, if it is used, and as such it would not be separately payable.

b. **Achieving Payers Acceptance**

Reimbursement for new types of medical devices, services, and medications is complicated. This is particularly true for digital healthcare technologies. Health plans have a host of factors to consider when deciding if coverage is appropriate, how to implement coverage, how much coverage to offer, and for what types of digital products.

Even if a payer knows the value that digital diagnostics deliver through random controlled trials and real-world evidence, many are unsure how to create the proper framework for these products. Currently, most coverage decisions are product- or contract-specific and most payers do not have a standardized review pathway or product policies. It takes significant initiative for a payer to identify the leader who will take up the digital healthcare product category, assess the need and impact of it on various business units, create coverage policies, and train staff to carry out appropriate and thorough claims processing.

A recent study showed that reimbursement is most promising for those digital healthcare products that have proven value through:[61]

i. randomized controlled trials;
ii. FDA clearance or approval processes: De Novo and 510(k) pathways;
iii. published real-world evidence in addition to randomised controlled trials findings; and
iv. cost offsets.

The same report highlighted the most important features that payers value in digital healthcare products:

i. 24/7 access to care;
ii. more cost-effective treatments; and
iii. giving clinicians patient-reported outcomes.

The report mentioned that payers believe manufacturers can encourage product adoption by lessening the cost impact and uncertainties by taking 3 steps:

i. demonstrating cost offsets;
ii. leveraging value-based contracting to mitigate risk; and
iii. identifying the most appropriate patient population for the use of this digital diagnostics.

The Company believes that once the BlinkLab Device is FDA approved and through these actions and by providing adequate education and evidentiary materials to share with provider networks, the Company can alleviate payer concerns and support them in their adoption journey.

61 https://avalere.com/insights/survey-shows-potential-challenges-and-solutions-for-broad-pdt-access

4.8 ADOPTION BY PROVIDERS AND PRESCRIBING CLINICIANS

Finally, marketing and commercialising an innovative digital diagnostic product requires an understanding that providers and prescribing physicians have differing needs regarding these healthcare products. Clinicians want to see the data from randomised clinical trials and real-world evidence and have confidence in a product's safety and efficacy. It's their duty to prescribe treatments that will meet their patients' current and growing needs. They also want a clear, straightforward claims process and reimbursement pathway for payment. Providers are also mindful that their adoption of digital healthcare product doesn't create more chaos and complications that reduce time spent with current patients and impact priorities without commensurate benefits.

4.9 TARGET MARKET AND DEMOGRAPHIC

The BlinkLab Device will initially be developed and marketed as a tool to aid health care practitioners in the diagnosis and assessment of ASD for patients between 9 and 72 months of age who are at risk for developmental delay based on concerns of a parent, caregiver, or healthcare provider. The BlinkLab Device is not intended for use as a stand-alone diagnostic device but as an adjunct to the diagnostic process.

4.10 KEY DEPENDENCIES

The key dependencies of the Company's business model include:

a. completion of the Public Offer;
b. FDA approval of the BlinkLab Device;
c. sufficient market awareness and industry adoption;
d. being able to continue to maintain the Princeton Licence Agreement and to maintain, protect and develop the Company's intellectual property portfolio;
e. further product development to increase the functionality and performance of the BlinkLab Technology;
f. sufficient funding to ensure the Company is able to complete development;
g. future access to additional capital, should it be required to fund potential future growth;
h. the ability to continually protect and advance the Company's existing knowledge, licenced and owned intellectual property rights and trade secrets; and
i. attracting and retaining key staff and personnel.

4.11 KEY STRENGTHS OF BLINKLAB'S BUSINESS MODEL

The key strengths of the Company's business model are:

a. the founders of BlinkLab are leading researchers in the field of ASD and neurometric testing and believe there is a unique opportunity in the diagnostic industry with the advancement of artificial intelligence, machine learning and computer vision to develop new products that will allow early diagnostic and more efficient therapies;
b. the Company is uniquely positioned as first mover with technology that does not require any peripheral hardware other than a typical smartphone allowing for deliver fully remote and scalable diagnostic solution;
c. the BlinkLab Tests use artificial intelligence and machine learning components, and with any additional data collected the algorithm becomes stronger making the application more precise and better than competitive products;

d. the Company is developing products that are regulated by FDA and other bodies, and upon successful approval of these products there will be sufficient barriers from new competitors; and

e. intellectual property ownership: strong intellectual property protection of the digital diagnostic technology can create a barrier to entry for competitors, further solidifying the Company's market position and generating long-term revenue streams.

4.12 INTELLECTUAL PROPERTY

BlinkLab has in place (either directly or via the Princeton Licence Agreement) all necessary intellectual property protections to advance its operations. In addition to the patents filed by Princeton University (that being the Licenced IP) which are the subject of the Princeton Licence Agreement, the Company has also independently filed patent applications in the US in respect of additional intellectual property developed by BlinkLab since incorporation.

Pursuant to the Princeton Licence Agreement, the Company has a worldwide exclusive licence to use, sub-licence, develop, modify and commercialise the Licenced IP which underpins its operations, rather than having ownership of that intellectual property. The Licenced IP developed (and owned) by Princeton and licenced to BlinkLab includes a number of patent applications in relation to PCT/US2021/058698 filed in the US and worldwide, as summarised in the table below.

Region	Filing Date	Official No.	Status
Australia	8 June 2023	2021378273	Pending
Canada	13 April 2023	3195596A	Pending
Europe	9 April 2023	21892692.1A	Pending
Japan	10 May 2023	2023528017	Pending
Korea	2 June 2023	1020237018839A	Pending
United States	9 May 2023	18/036,009	Pending

A summary of the patent applications directly filed by BlinkLab are set out in the table below.

Region	Filing Date	Official No.	Status
United States	30 November 2022	63/428,952	Expired
PCT	30 November 2023	PCT/ US2023/081810	Pending
United States	19 April 2023	63/460,451	Pending

Refer to the IP Report at Annexure B, which contains further information on the intellectual property rights of BlinkLab.

4.13 CAPITAL STRUCTURE

The capital structure of the Company following completion of the Public Offer is summarised below:

	Full Subscription ($7,000,000)
Shares	
Shares on issue at the date of this Prospectus[1]	64,150,003
Shares to be issued under the Public Offer[2]	35,000,000
Total Shares on issue on completion of the Public Offer	**99,150,003**
Options	
Options on issue at the date of this Prospectus[3]	33,750,000
Chairman Options to be issued to the Non-Executive Chairman on Admission[4]	2,000,000
Total Options on issue on completion of the Public Offer	**35,750,000**
Performance Rights	
Performance Rights on issue at the date of this Prospectus	-
Performance Rights to be issued to the Directors and Officers[5]	3,000,000
Total Performance Rights on issue on completion of the Public Offer	**3,000,000**
Fully diluted Share capital[6]	**137,900,003**
Gross Proceeds of the Public Offer	**$7,000,000**
Market Capitalisation on completion of the Public Offer (undiluted)[7]	**$19,830,000**
Market Capitalisation on completion of the Public Offer (fully diluted)[7]	**$27,580,000**

Notes:

1. Refer to Section 4.14 for details regarding the substantial Shareholders of the Company as at the date of this Prospectus. This figure includes 12,000,000 Shares issued pursuant to the Seed Raising and a further 11,725,003 Shares issued pursuant to the Pre-IPO Capital Raising.
2. Refer to Section 2.1 for details of the Public Offer.
3. Exercisable at $0.25 and expiring on 17 September 2026. Refer to Section 10.2 for the full terms and conditions of the Options.
4. Exercisable at $0.25 and expiring five (5) years from the date the Company is admitted to the Official List of ASX. Refer to Section 9.4 for a summary of the material terms and conditions of the Appointment Letter and Section 10.3 for the full terms and conditions of the Chairman Options.
5. Subject to vesting conditions. Refer to Section 10.4 for the full terms and conditions of the Performance Rights.
6. Certain Securities on issue post-listing will be subject to ASX-imposed escrow. Refer to Section 4.15 for further information. The Company will announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX.
7. Assuming a Share price of $0.20, however, the Company notes that the Shares may trade above or below this price.

4.14 SUBSTANTIAL SHAREHOLDERS

Those Shareholders holding 5% or more of the Shares on issue as at the date of this Prospectus are set out in the table below.

Substantial shareholdings as at the date of this Prospectus

Holder	Shares	Options	Performance Rights	% (diluted)[1]	% (undiluted)[1]
Dr Anton Uvarov[2]	8,325,000	2,000,000	nil	8.50%	12.98%
Dr Hendrikus Johannes Boele[3]	6,750,000	7,500,000	nil	6.89%	10.52%
Mr Cornelis Pieter Boele[4]	5,775,000	4,400,000	nil	5.90%	9.0%
Dr Sebastiaan Koekkoek[5]	5,775,000	4,400,000	nil	5.90%	9.0%

Notes:

1. Figures calculated on the basis that the Company has 64,150,003 Shares, 33,750,000 Options and nil Performance Rights on issue as at the date of this Prospectus. Refer to Sections 10.2 for the full terms and conditions of the Options, Section 10.3 for the full terms of the Chairman Options and Section 10.4 for the full terms and conditions of the Performance Rights.
2. 8,325,000 Shares and 2,000,000 Options (exercisable at $0.25 and expiring on 17 September 2026), held indirectly via Ms Yulia Uvarova ATF <Techinvest Nominees>, an entity associated with Dr Anton Uvarov (a Director of the Company). Refer to Section 10.2 for the full terms and conditions of the Options.
3. 6,750,000 Shares and 7,500,000 Options (exercisable at $0.25 and expiring on 17 September 2026), held indirectly via Cason Holding BV an entity associated with Dr. Hendrikus Johannes Boele (Chief Executive Officer of the Company). Refer to Section 10.2 for the full terms and conditions of the Options.
4. 5,775,000 Shares and 4,400,000 Options (exercisable at $0.25 and expiring 17 September 2026), held indirectly via Bello Holding BV an entity associated with Mr Cornelis Pieter Boele (Chief Technology Officer of the Company). Refer to Section 10.2 for the full terms and conditions of the Options.
5. 5,775,000 Shares and 4,400,000 Options (exercisable at $0.25 and expiring on 17 September 2026), held indirectly via Inacea Holding BV and entity associated with Dr Sebastiaan Koekkoek (Chief Scientific Officer of the Company). Refer to Section 10.2 for the full terms and conditions of the Options.

Substantial Shareholders on completion of the Public Offer (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Public Offer, unless specified otherwise below)

Holder	Shares	Options	Performance Rights	% (diluted)[1]	% (undiluted)[1]
Dr Anton Uvarov[2]	8,500,000	2,000,000	nil	6.16%	8.57%
Dr Hendrikus Johannes Boele[3]	6,750,000	7,500,000	750,000	4.89%	6.81%
Mr Cornelis Pieter Boele[4]	5,775,000	4,400,000	750,000	4.19%	5.82%
Dr Sebastiaan Koekkoek[5]	5,775,000	4,400,000	750,000	4.19%	5.82%

Notes:

1. Figures calculated on the basis that the Company has 99,150,003 Shares, 35,750,000 Options and 3,000,000 Performance Rights on issue based on Full Subscription on completion of the Public Offer. Refer to Sections 10.2 for the full terms and conditions of the Options, Section 10.3 for the full terms and conditions of the Chairman Options and Section 10.4 for the full terms and conditions of the Performance Rights.
2. 8,500,000 Shares and 2,000,000 Options (exercisable at $0.25 and expiring on 17 September 2026), held indirectly via Ms Yulia Uvarova ATF <Techinvest Nominees>, an entity associated with Dr Anton Uvarov (a Director of the Company). Refer to Sections 10.2 for the full terms and conditions of the Options. As at the date of this Prospectus. Dr Uvarov intends to participate in the Public Offer subscribe for $35,000 worth of Shares (that being 175,000 Shares at $0.20 each). If Dr Uvarov decides not to participate in the Public Offer, his shareholding will remain as 8,325,000 Shares.
3. 6,750,000 Shares and 7,500,000 Options (exercisable at $0.25 and expiring on 17 September 2026), held indirectly via Cason Holding BV an entity associated with Dr. Hendrikus Johannes Boele (Chief Executive Officer of the Company) and 750,000 Performance Rights (subject to vesting conditions). Refer to Sections 10.2 and 10.4 for the full terms and conditions of the Options and Performance Rights.
4. 5,775,000 Shares and 4,400,000 Options (exercisable at $0.25 and expiring 17 September 2026), held indirectly via Bello Holding BV an entity associated with Mr Cornelis Pieter Boele (Chief Technology Officer of the Company) and 750,000 Performance Rights (subject to vesting conditions). Refer to Sections 10.2 and 10.4 for the full terms and conditions of the Options and Performance Rights.
5. 5,775,000 Shares and 4,400,000 Options (exercisable at $0.25 and expiring on 17 September 2026), held indirectly via Inacea Holding BV and entity associated with Dr Sebastiaan Koekkoek (Chief Scientific Officer of the Company) and 750,000 Performance Rights (subject to vesting conditions). Refer to Sections 10.2 and 10.4 for the full terms and conditions of the Options and Performance Rights.

The Company will announce to the ASX details of its top-20 Shareholders following completion of the Public Offer prior to the Shares commencing trading on ASX.

4.15 RESTRICTED SECURITIES

None of the Shares issued under the Public Offer will be subject to escrow.

Subject to the Company being admitted to the Official List and completion of the Offers, certain Securities on issue will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

The Company will seek to enter into restriction deeds and issue restriction notices (as applicable) in respect of all Securities classified by ASX as restricted securities in accordance with Chapter 9 of the ASX Listing Rules.

The Company will announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX.

The Company confirms its 'free float' (the percentage of the Shares that are not restricted and are held by shareholders who are not related parties (or their associated) of the Company) at the time of Admission will be not less than 20% in compliance with ASX Listing Rule 1.1 Condition 7.

The free float of Shares at the time of listing is anticipated to be approximately 35% based on Full Subscription.

4.16 ADDITIONAL INFORMATION

Prospective investors are referred to and encouraged to read Section 5 and the Independent Limited Assurance Report in Annexure A for further details in respect to the financial position of the Company.

4.17 DIVIDEND POLICY

The Company anticipates that significant expenditure will be incurred in the evaluation and development of its business. These activities are expected to dominate the two (2) year period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends during that period.

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.

blinklab

FINANCIAL INFORMATION

5. FINANCIAL INFORMATION

5.1 INTRODUCTION

Financial Information

The Independent Limited Assurance Report included at Annexure A sets out in its appendices the following financial information in relation to the Company:

a. statutory historical financial information for the Company comprising:
   i. the statement of financial position of the Company as at 30 November 2023 (reviewed), 30 June 2023 (audited) and 30 June 2022 (audited) (**Statutory Historical Balance Sheets**);
   ii. the statement of profit and loss and other comprehensive income of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (**Statutory Historical Results**); and
   iii. the statement of cash flows of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) (**Statutory Historical Cash Flows**),

   (together, the **Historical Financial Information**); and

b. pro-forma historical financial information for the Company comprising pro forma historical statement of financial position as at 30 November 2023 (**Pro-forma Historical Balance Sheet**) (the **Pro-forma Historical Financial Information**),

   (collectively, the **Financial Information**).

   The Directors are responsible for the preparation and inclusion of the Financial Information in the Prospectus. Nexia Perth Corporate Finance Pty Ltd has prepared an Independent Limited Assurance Report in respect of the Financial Information. A copy of this report, which includes an explanation of the scope and limitations of the work conducted, is included in this Prospectus at Annexure A.

   The Financial Information and the Independent Limited Assurance Report should be read in conjunction with the other information contained in this Prospectus, including:

c. the risk factors described in Section 6; and

d. the description of the use of funds raised from the Public Offer described in Section 2.9.

5.2 FORECAST FINANCIAL INFORMATION

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

blinklab

RISK FACTORS

6. RISK FACTORS

6.1 INTRODUCTION

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to our business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 COMPANY SPECIFIC RISKS

6.2.1 Additional Requirements for Capital

The Company's future capital requirements depend on numerous factors. The Company currently has no operating revenue and it is unlikely that the Company will generate any revenue until the BlinkLab Device is registered with the regulator (respective to the jurisdiction) and commercialised. Depending on the Company's ability to maintain its funds and/or generate revenue from its operations, the Company may require further capital in the future.

Any additional equity financing will dilute shareholdings. If the Company is unable to obtain additional financing as and when needed, the Company may be required to reduce the scope of its operations.

6.2.2 Conditionality of Offer

The Public Offer is subject to the Conditions of the Public Offer summarised in Section 2.5. There is the risk that one or more of these conditions cannot be fulfilled, and therefore, the Public Offer will not proceed.

6.2.3 Limited Operating History

The Company has limited operating history and is generally loss making. Accordingly, the Company is relying upon raising funds under the Public Offer to continue to fund its operations, and develop and commercialise the BlinkLab Device. Refer to Section 4.10 for further information on the Company's key dependencies.

Given that the Company has limited operating history, no assurance can be given that the Company will achieve commercial viability through the successful development, regulatory approval and commercialisation of the BlinkLab Device. Until the Company is able to commercialise the BlinkLab Device, it is likely to incur ongoing operating losses.

6.2.4 Licence Agreement

Under the Princeton Licence Agreement, the Company has a worldwide exclusive licence to discover, develop, manufacture, have made, use, sell, offer to sell, have sold, import, export, distribute, rent or lease any product or service covered by the patents filed by Princeton University. The Company also has the right to grant sub-licences subject to the terms and provisions of the Princeton Licence Agreement.

Princeton University may terminate the Princeton Licence Agreement if the Company commits a material breach and that breach is not remedied within 30 days after notice to do so is given. If the Princeton Licence Agreement is terminated this would have a significantly adverse effect on the Company and its ability to further develop the product and maintain a listing on the ASX. Refer to Section 9.6 for further details regarding the Princeton Licence Agreement.

As at the date of this Prospectus, the Directors confirm that the Company is not in breach of the Princeton Licence Agreement, and the Company is not aware of any facts or circumstances that may give Princeton University a right to terminate the Princeton Licence Agreement.

6.2.5 Government Interest and Rights

Under what is known as the *Bayh-Doyle Act of 1980* (L. 96-517, Dec. 12, 1980, 94 Stat. 3018), the United States Government has the ability to, and quite often does, provide financial assistance to various research conducted by universities, non-profit research institutions and small businesses in the United States. As a result of this, the United States Government retains an irrevocable, non-exclusive, royalty-free license to the any inventions/patents that arise from the funded research (**Government Interest**). This Government Interest also includes the right to sub-license the inventions/patents in certain circumstances, including:

a. if the 'sponsored entity' fails to show that it will take effective steps, within a reasonable time, to make the benefits of the sponsored invention 'available to the public on reasonable terms';
b. it is needed to reasonably alleviate health and safety needs;
c. provide 'public use specified by Federal regulations'; or
d. favour United States manufacture of goods or services covered by the inventions/patents.

The United States Government provided support in the form of a monetary grant to Princeton University, which was used to make the invention that is the subject of the patent applications lodged by Princeton University. As a result of this funding having been provided, the United States Government has a Government Interest in the Licenced IP. The Company does not anticipate that the United States Government would exercise its rights under the Government Interest (as set out above) in respect of the Licenced IP. Specifically, as set out in Section 4.4, the Company intends to commercialise the BlinkLab Device and, as soon as possible following FDA approval, launch the BlinkLab Device.

Refer to the IP Report at Annexure B for further information in respect of the Government Interest and the Company's intellectual property rights.

6.2.6 Jurisdictional requirements and protections for patents

Each jurisdiction has its own laws and regulations that govern patents, and therefore, the requirements that must be met for the grant and maintenance of patents varies from jurisdiction to jurisdiction. For example, a patent granted and registered in one jurisdiction may

not necessarily be granted and registered in another jurisdiction. Further, the level of protection for granted and registered patents also varies from jurisdiction to jurisdiction. Please refer to the IP Report include at Annexure B for more detailed information. Accordingly, the Company may be required to allocate additional resources to ensure it meets the various requirements for patents to be granted within each relevant jurisdiction, which may re-direct the Company's attention and funds from other operations.

6.2.7 Trade secrets and confidentiality

Whilst the Company's intellectual property is protected, the Company relies significantly on trade secrets and confidentiality in regards to research, development and commercialisation of the Product. There is the risk that the Company's existing measure to protect its trade secrets and maintain confidentiality may not be sufficient, or there may be a breach in confidentiality. The Company has measures in place to mitigate breaches of confidentiality or unauthorised sharing of trade secrets. However, the Company cannot provide absolute certainty that employees, contractors or third parties will not breach confidentiality or divulge the Company's trade secrets or any commercially sensitive information.

6.2.8 Reimbursement Risk

A core focus of BlinkLab's commercialisation strategy will be to register and then launch the BlinkLab Device in major global markets. Once registered, the BlinkLab Device can qualify for reimbursement, which is a key commercial objective. Achieving the reimbursement for the tests and studies conducted in the development of the BlinkLab Technology and BlinkLab Device is a crucial step towards successful commercialisation of the BlinkLab Device.

Any significant delays or inability to achieve reimbursement may adversely impact the Company's ability to commercialise the BlinkLab Device. Refer to Section 4.7 for further details on reimbursement.

6.2.9 Clinical development and clinical use

There is the risk of misdiagnosis and/or a delayed diagnosis of ASD with the BlinkLab Device. Such a misdiagnosis or delayed diagnosis of ASD could occur as a result of a false positive result, a false negative result or in a circumstance where no result is generated. Both a misdiagnosis and delayed diagnosis can result in delayed treatment of ASD, or in the case of a misdiagnosis, the delivery of treatment that is not appropriate for ASD.

6.2.10 Competition

The Company operates in a competitive landscape in the medical diagnostic industry. Such competition may include well-funded and well-established corporations in Australia and worldwide, that have significantly greater resources and capital than the Company. Further, competitors of the Company may use factors such as pricing, quality and innovation to set themselves apart and ahead of the Company.

If the Company is significantly slower than its competitors to progress research and development, market the BlinkLab Device and commercialisation it could lead to a materially adverse effect on the Company's financial performance and ability to gain market acceptance. An overview of the competitive landscape is set out in Section 3.5 above.

6.2.11 Research and development of the BlinkLab Device

The Company's business significantly involves research and development in relation to medical diagnostic products and commercialisation of the BlinkLab Device.

The Company's development strategy for the BlinkLab Device is outlined in Sections 4.4 and 4.5 above.

If the Company fails to identify and invest in research into such medical diagnostic products and technologies, this could leave the Company behind its competitors, as well as result in customers moving to use of the products of the Company's competitors. Such investment from the Company is based on informed and calculated assumptions, as well as research.

There is also the risk that if the Company invests into new and emerging technologies and/or areas, the Company may not receive the benefits of doing so for quite some time, or at all. As such, the Company may have invested significant cost and time with no benefit to come from this investment.

6.2.12 Technology Risks

The Company is developing a technology (that being the BlinkLab Technology) that uses AI (artificial intelligence) and ML (machine learning). As a result of this, the Company may be exposed to the following risks:

a. Data Bias and Fairness: AI algorithms are trained on data, and if that data is biased, the resulting AI model will also be biased, potentially leading to inaccurate or unfair diagnoses, particularly for certain demographics.
b. Algorithm Transparency and Explainability: understanding how an AI model arrives at its conclusions is crucial for building trust and identifying potential errors. Lack of transparency can raise concerns about accountability and limit its adoption in the medical field.
c. Data Security and Privacy: medical data is highly sensitive, and securing it is paramount. AI systems that handle such data must have robust cybersecurity measures in place to prevent breaches and protect patient privacy.
d. Overreliance on AI and Ignoring Human Expertise: while AI can be a powerful tool, it shouldn't replace human judgment and expertise in healthcare. Overreliance on AI without considering other factors can lead to misdiagnosis or missed diagnoses.
e. Technical Issues and System Malfunctions: like any software, AI systems can experience technical glitches or malfunctions. These can lead to inaccurate diagnoses or disruptions in patient care delivery.

6.2.13 Changes to laws or regulations

The Company is subject to local laws and regulations in all the jurisdictions in which the Company operates. The Company is familiar with keeping up to date with changes to laws or regulations. However, there is the risk that the Company may fail to keep up to date with any changes to or the introduction of laws or regulations, which may impact operations. Further, changes to existing laws or regulations, particularly in respect of compliance and/or reporting obligations, may significantly increase costs for the Company.

6.2.14 Reliance on key personnel

The Company's operations and success will depend to a large extent on the continuing efforts and expertise of its senior and key personnel. The loss of a senior or key member of the Company, may adversely affect the Company and its operations. Further, should the Company be unable to retain and attract highly skilled and appropriately qualified personnel, this may impede the Company's business and the Company achieving its objectives.

6.2.15 Protection of intellectual property

The Company protects its intellectual property through reliance on laws and regulations surrounding intellectual property. The Company also protects its intellectual property through trade secrets, internal data security policies and measures, and contractual confidentiality arrangements. However, the Company cannot guarantee that there will be no unauthorised use (or misuse) of its intellectual property.

The commercial value of intellectual property assets depends completely on the applicable legal protections. However, such legal mechanisms do not guarantee that the Company's competitive position will be maintained or that the intellectual property will be protected. The Company cannot provide absolute certainty that employees, contractors or third parties will not breach confidentiality or misappropriate the Company's intellectual property or any commercially sensitive information.

There is the possibility that third parties may challenge the Company's intellectual property rights. If the Company's intellectual property rights are challenged, the Company will be required to defend such claims. Irrespective of whether such claims are determined in the Company's favour or not, if the Company is required to defend such challenges, the Company may incur significant costs of such litigation, management would need to devote time and attention to defending such claims (rather than focusing on development and commercialisation of the BlinkLab Device) and the Company may suffer reputational damage. As at the date of this Prospectus, the Company is not aware of any claims of this nature in relation to any of the intellectual property rights in which it has.

6.2.16 Intellectual Property Infringement

The Company has an intellectual property strategy which involves the Company implementing policies and procedures to minimise the risk of infringement of the Company's intellectual property, and the risk of the Company infringing another party's intellectual property. Despite the Company's strategy, there still remains the risk of intellectual property infringement and disputes arising from claims of any potential infringement.

If the Company is required to either defend or pursue a claim of infringement, the Company may incur significant cost, deviating the time of management and key personnel, as well as possible reputational damage to the Company (in the case of defending a claim of infringement). To date, the Company is not aware of any threatened of pending claims of infringement by third parties against the Company for intellectual property infringement.

6.2.17 Patent Application Risk

The Company's current intellectual property portfolio (including the Licenced IP) comprises pending patent applications. There is no guarantee that these patent applications will be granted and that the Company will receive enforceable patent rights as a result of the patent applications being granted.

If the patent applications are granted, there is the risk that the Company may not be able to practice and/or commercialise the inventions claimed in the patent applications and the workings of its patented invention may be prevented, as there may be another patent application or patent with a priority date earlier to that of the Company's priority dates. Further, if granted, the patents could be in part, or wholly, invalidated following claims and/or allegations by third parties. As at the date of this Prospectus, the Company is not aware of any claims and/or allegations relating to the patent applications.

Refer to Section 4.12 and the IP Report at Annexure B for further details on the Company's intellectual property and patent applications.

6.2.18 Third party reliance

The Company relies on a number of third party research and development providers, to maintain and support its operations and business.

Any material changes in the trading terms, relationship or supply from such third parties, or the inability to enter into new agreements for research and development with such third parties, may impact the Company's ability to carry on its operations and business, as well as undertake any future research.

6.2.19 Change in strategy

Over time, the Company's product development and commercialisation strategies and plans may change and evolve. Any such changes may be the result of, but not limited to, the following factors: change in the needs of the market; acceptance of the BlinkLab Device by the market in various jurisdictions; change in the competitive landscape, change to regulations and policies of the regulators, and change and/or innovation of the technology.

A change in the Company's strategy may expose the Company to additional risks. The Company's current growth strategy is outlined at Section 4.4 above.

6.2.20 Regulatory approvals

The Company's business involves product development and commercialisation, which requires regulatory approvals from external bodies in the relevant jurisdictions. These regulatory approvals often involve a length evaluation process and there is no guarantee that the Company will meet the requirements of each regulator. If the Company is unable to meet the requirements of a regulator, the Company may be required to undertake further research, which would result in additional cost and delay to the Company.

6.2.21 The Company is exposed to risks from future business combinations

From time to time, the Company may investigate and undertake product and /or adjacent market acquisitions, and other growth initiatives that are consistent with its stated growth strategy. Implementing such projects can be time consuming and costly, and the process of integration may create unforeseen operating difficulties

and expenditure. The risks the Company may face in connection with its expansions, acquisitions and other growth initiatives include:

a. difficulty in integrating and migrating the operations, systems, technologies and employees of the acquired business;
b. disruption to the Company's existing business and diversion of management's attention on transition and integration of the acquired business;
c. difficulty in entering markets in which the Company has limited direct or prior experience and where competitors have established market positions;
d. potential loss of key employees, clients or suppliers of the acquired business;
e. assumption of liabilities and incurrence of debt to fund acquisitions;
f. assumption of contractual obligations that contain terms that are not beneficial to the Company;
g. failure to realise the expected synergies and increases in revenue, margins and net profit from acquisitions; and
h. limited experience with local laws, regulations and business customs in new and unfamiliar markets.

The occurrence of any of the above events may result in the expansion, acquisition or other growth initiative failing to meet strategic objectives, generate the anticipated improvement in financial performance or produce other expected synergies.

In addition, the availability or opportunity for future expansion, acquisition or other growth initiatives may be affected by factors outside the control of the Company, the Directors and its senior management team, and are not reliably predictable (including without limitation, commercial or regulatory changes).

6.2.22 Brand or reputational damage

The financial success of the Company is directly linked and dependent on the Company's reputation and perception of its brand. Enhancing and maintaining the reputation of the Company's brand is material to the Company's business and future growth.

Whilst the Company can and does implement strategies to maintain and enhance its reputation and brand, there are a number of factors which may impact the Company's reputation or brand, and are outside of the Company's control. These include, but not limited to: technology providers, business partners, and actions of third parties.

A damaged reputation or brand may result in customers and providers no longer wanting to engage in business with the Company, which would directly impact the financial position and success of the Company.

6.2.23 Execute and manage the Company growth strategy

Section 4.4 outlines the Company's growth strategy.

In order to successfully execute the Company's growth strategy, there are a number of things the Company must do, including identifying new opportunities for the Company to expand its operations into. Further, the Company's growth may be dependent on the Company successfully competing for certain government contracts. In addition to identifying and executing growth strategies, the success of the Company is dependent on being able to then manage its growth. The Company's growth strategy is based on assumptions made by the Company, which come from the Company's prior operations and the direction that the Directors see the Company moving in. If the Company is unable to effectively execute and manage its growth strategies, this would have a material adverse effect on the Company's business.

6.2.24 Impairment of Company goodwill or intangible assets

Under the generally accepted Australian Accounting Standards, intangible assets and goodwill is required to be regularly tested for impairment. Given that the Company has a significant amount of intangible assets relating to goodwill on the Company balance sheet, if this goodwill is impaired following a review, the Company would need to disclose the value of the intangible assets, resulting in an expense on the income statement. In doing so, there is the risk that the Company's financial position and reported earnings are materially impacted.

6.2.25 Failure to meet financial forecasts

This Prospectus includes a number of forward looking statements, estimates and opinions which are based on a number of assumptions. There are a number of factors, including unknown factors, which may impact on the performance of the Company, resulting in the actual financial performance of the Company being materially different to the forecast profit. The Company is unable to guarantee that it will achieve all the objectives set out in this Prospectus, including the statements made in respect of the financial performance and forecasts.

6.3 GENERAL RISKS

6.3.1 Economic Conditions

General economic conditions, inflation, currency fluctuation, interest rates and supply and demand may have an adverse impact on the Company, as well as the Company's ability to fund its operations. These are factors which are outside of the control of the Company.

6.3.2 Changes in Legislation and Government Regulations

Government legislation and regulations in Australia, or other relevant jurisdictions, may change, including, but not limited to, changes to tax regulations. This may impact the activities of the Company, and subsequently the relative attractiveness of investing in the Company. Any such changes may also affect the Company's share price.

6.3.3 Currently no market

As there is currently no public market for the Company's Shares, the price of its Shares is subject to uncertainty and there can be no assurance that an active market for the Company's Shares will develop or continue following the Public Offer closing.

The price at which the Company's Shares trade on ASX after listing may be higher or lower than the Public Offer price. Further, this could be subject to fluctuations in response to external operating factors, as well as variations in general operations over which the Company has no control, such as (but not limited to) changes to government policy or regulations.

Further there can be no guarantee that an active market in the Company's Shares will develop or that the price of the Shares will increase.

There may be relatively few or many potential buyers or sellers of the Shares on ASX at any given time. Accordingly, this may increase the volatility of the market price of the Shares and the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is above or below the price that Shareholder paid.

6.3.4 Varying concentration of shareholdings

Upon completion of the Public Offer, there will be some Shareholders who will hold a larger percentage of the total number of Shares on issue in the Company and therefore, these Shareholders will have significant influence over the Company, particularly in respect of voting power.

There is the risk that the interests of such Shareholders will not be aligned with the interests of other Shareholders who acquire and hold a smaller percentage of Shares on issue in the Company under the Public Offer.

6.3.5 Shareholder dilution

In order to expand or diversify its operations, or for other business reasons, the Company may undertake capital raisings involving the issue of Shares in the Company. Given the Company will be admitted to the Official List of the ASX and therefore subject to the applicable ASX Listing Rules, there is the risk that Shareholders shareholding may be diluted as a result of the issue of Shares.

6.3.6 Inability to pay dividends

Whether the Company is able to pay dividends is determined by the Board from time to time, and is entirely dependent on the profitability of the Company and the business. There is the risk that there will be times where the Company's ability to pay dividends reduces or ceases, based on the financial performance of the Company.

6.3.7 Changes to taxation

Changes to tax law can impact the Company and Shareholders in a number of ways, including, but not limited to, a change in the tax liabilities of the Company, the tax treatment of Shareholders, claiming tax deductions, or the ability to claim R&D offsets. Such changes can also expose the Company to the risk of regulatory claims/actions.

Further to the above, acquiring Shares in the Company may have different tax considerations for Shareholders. Accordingly, prospective shareholders are encouraged to seek their own independent professional advice in respect with any investment in the Company.

6.3.8 Litigation risk

The Company and its operations face the risk of possible litigation or proceedings, including, but not limited to, those such as occupation and personal claims, employee claims and contractual disputes. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may adversely impact on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

6.3.9 Australian Accounting Standards

Australian Accounting Standards (**AAS**) are set by the Australian Accounting Standards Board (**AASB**) and are outside the control of the Company, the Directors and its senior management team. The AASB may introduce new or refined AAS, which may affect future measurement and recognition of key statements of profit or loss and statement of financial position items, including revenue and receivables.

There is also a risk that interpretations of existing AAS, including those relating to the measurement and recognition of key statements of profit or loss and statement of financial position items, including revenue and receivables, may differ.

Changes to AAS issued by the AASB, or changes to the commonly held views on the application of those standards, could materially adversely affect the financial performance and position reported in the Company's consolidated financial statements.

6.3.10 Force majeure events

The Company's current and future operations may be adversely affected by events which are outside of the Company's control. Such events could impact economies in jurisdictions in which the Company operates in, which in-turn may adversely affect the Company's share price. These events may include (but are not limited to), fires, floods, war, explosions or other catastrophes, epidemics, quarantine restrictions, or acts of terrorism.

6.3.11 Insurance

The Company intends to insure its operations in accordance with the industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial position and performance of the Company.

6.3.12 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus. Therefore, the Securities offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the securities.

blinklab

BOARD AND MANAGEMENT

7. BOARD AND MANAGEMENT

The names and details of the Directors and Key Personnel in office at the date of this Prospectus are as set out below:

7.1 DIRECTORS

a. **Dr Anton Uvarov (PhD MBA) – Executive Director**

Dr Uvarov has significant experience in the healthcare industry with a particular focus on neuroscience. Dr Uvarov has started his career in biotechnology investments as equities analyst with Citigroup. He is a co-founding director of several publicly listed companies in Australia including clinical stage companies such as Dimerix (ASX:DXB), Actinogen Medical (ASX:ACW) and Neuroscientific Biopharmaceuticals (ASX:NSB). He was previously on the board of Imugene (ASX:IMU), a late-stage clinical oncology company. Dr Uvarov is currently a Non-Executive Director at Neuroscientific Biopharmaceuticals (ASX:NSB), a clinical stage biotechnology company developing new treatments for neurodegenerative diseases and diseases caused by degeneration of the optic nerve. In the past three years Dr Uvarov also served as a Non-Executive Director at Nutritional Growth Solutions (ASX:NGS).

Dr Uvarov holds a Doctor of Philosophy in Biochemistry and Medical Genetics from the University of Manitoba and a Master of Business Administration in Finance from the University of Calgary, Canada.

Dr Uvarov will not be considered an independent director.

b. **Dr Richard Hopkins (PhD) – Non-Executive Director**

Dr Richard Hopkins is an experienced bio-pharmaceutical executive with over 20 years in corporate leadership roles with public biotechnology companies. He has an established track record in drug development of novel therapies with a particular focus in oncology and medicinal cannabis, corporate strategy and financing, business development and intellectual property.

Dr Hopkins recently served as the managing director for Zelira Therapeutics (ASX: ZLD), a leading global company focused on clinical validation of medical cannabis. Prior to this, Dr Hopkins served as chief executive officer at PharmAust (ASX: PAA) where he oversaw clinical development of a novel cancer therapy for dogs and humans. He was also co-founder and managing director at Phylogica (ASX: PYC), where, in addition to the chief executive officer role, he served in a variate of positions, including chief scientific officer and chief operating officer where he led a team of over 25 scientists.

During his career, Dr Hopkins has managed and overseen strategic alliances and licensing deals with multiple global pharmaceutical partners including J&J, Pfizer, Roche, Genetech, AstraZeneca/Medimmune, generating significant revenue as well as building and launching strong proprietary pipelines.

Dr Hopkins currently serves as executive chairman of Supertrans Medical Ltd and as non-executive director of Rex Ortho Pty Ltd, a medical device company developing a novel screw for surgical fixation and Cytophenix Pty Ltd.

Dr Hopkins is an author of over 30 peer-reviewed publications and is an investor on 15 patents and patent applications.

Dr Hopkins will be considered an independent director.

c. **Mr Brian Leedman – Non-Executive Chairman**

Mr Brian Leedman is an experienced biotechnology entrepreneur with over 15 years' experience in the biotechnology industry. Mr Leedman is the founder of ResApp Diagnostics Pty Ltd which was acquired by Narhex Life Sciences Limited to then form ResApp Health Limited where Mr Leedman was the executive director of corporate affairs. ResApp Health Limited was acquired by Pfizer (Aust) Limited in 2022.

Mr Leedman is an experienced public company director having formerly been the chairman of Neurotech International Limited, Nutritional Growth Solutions Limited, Neuroscientific Biopharmaceuticals Limited and was a director of Alcidion Corporation Limited, Oncosil Medical Limited and Respiri Limited.

Prior to ResApp, Mr Leedman co-founded OncoSil Medical Limited and Biolife Science (QLD) Limited (to be later renamed to Imugene Limited). Mr Leedman previously served for ten years as vice president, investor relations for pSivida Corp. Limited, which was listed on the ASX, Frankfurt and NASDAQ. Mr Leedman was formerly the WA chairman of AusBiotech, the association of biotechnology companies in Australia.

Mr Leedman holds a Bachelor of Economics and a Master of Business Administration from the University of Western Australia.

Mr Leedman will be considered an independent director.

d. **Ms Jane Morgan – Non-Executive Director**

Ms Jane Morgan is a founder and director of JMM, a boutique investor relations and media communications consultancy group, that for over 16 years, has been providing strategic investor and media relations services to ASX listed companies, across a diverse range of industries including mining and resources, food and beverage, technology, SaaS, fintech, biotech and consumer goods.

Ms Morgan holds a degree in commerce/law with a strong interest in financial markets, corporate transactions and investments, and has developed a unique skill set to provide high level investor relations, strategic advice and corporate governance advisory to the Company.

Ms Morgan will be considered an independent director.

7.2 DIRECTOR DISCLOSURES

No Director has been subject to any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years which is relevant or material to the performance of their duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.

7.3 KEY PERSONNEL

a. **Dr Hendrikus Johannes Boele (MD, PhD) – Proposed Chief Executive Officer**

Dr. Hendrikus Johannes Boele is an assistant professor at the Department of Neuroscience at Erasmus University Medical Centre, a visiting researcher at Princeton Neuroscience Institute, and the CEO of the Company.

Dr Boele obtained his PhD (cum laude) in 2014 at the Department of Neuroscience, Erasmus University Medical Centre. His PhD research was focusing on the neural mechanisms underlying associative and motor learning. After he obtained his Medical Degree at Erasmus Medical Centre in 2018, he started his post-doctoral fellowship at Princeton University in the laboratory of Samuel S.-H. Wang, where he was working on brain development and ASD.

Dr Boele has always been pushing scientific and methodological boundaries, which were awarded over the last five years with over $3.5M USD in funding from institutes (Princeton University, Erasmus MC), the Dutch Research Counsel, the European Research Counsel, the New Jersey Autism Center for Excellence and prestigious Vidi grant (received in May 2023). Together with his colleague S.K.E. Koekkoek, he has drastically improved the experimental procedures for eyeblink conditioning.

In 2018, Dr Boele together with other co-founders of the Company, completed development of the first version of the neurometric testing smart phone-based application. In 2020 the medical application was awarded funding from Princeton Accelerator fund and successfully completed first pilot study in humans. As the initiator and founder of BlinkLab, it is Dr Boele's strong ambition to bridge the gap between fundamental knowledge of neural processes and clinical application, with a utility that could effectively enhance diagnostics in patients with neurodevelopmental and neuropsychiatric disorders.

At Admission, Dr Boele will assume the full time position as Chief Executive Officer.

b. **Mr Cornelis Pieter Boele – Proposed Chief Technology Officer**

Mr Cornelis Pieter Boele is an alumnus of Leiden University where he received bachelor degrees in both history and philosophy, and a master degree in history. Mr Boele was also selected to participate in the Honours Class Crayenborgh College in 2009, a lecture series for high-performing students.

Mr Boele has over two (2) decades experience in software development. He wrote his first lines of code when he was as young as 16 and started his professional career as a software developer at large organisations like Erasmus University and Leaseweb. In 2017, Mr Boele moved to the start-up scene and served as chief technology officer at two (2) successfully tech start-ups, Kaboom Informatics BV and Insocial BV. At the latter, Mr Boele successfully introduced multiple new products, including Natural Language Processing (NLP) as a services and managed chatbots. Under his supervision the development department has grown by 500% within two (2) years.

Mr Boele is mostly interested in Machine Learning, including Regret Minimisation algorithms and Natural Language Processing. He wrote the source code of the first version of the BlinkLab application.

At Admission, Mr Boele will assume the full time position as Chief Technology Officer.

c. **Dr Sebastiaan K.E. Koekkoek – Proposed Chief Scientific Officer**

Dr Sebastiaan (Bas) Koekkoek received his bachelor's degree in medicine at Erasmus MC in Rotterdam. He obtained his PhD at the department of Neuroscience (Erasmus MC) in 2004 with his thesis 'Molecular mechanisms underlying associative learning'. Since then, Dr Koekkoek has been working at the department of Neuroscience mainly in the role of rapid prototype of new technology and techniques for neuroscience. Many of the neuroscientific technologies currently used at Erasmus MC has sprouted from his work and have been successfully commercialised. For example, ErasmusLadder is a successful product, best described as a fully automated cerebella phenotyper for mice. The first systems were designed, built and coded by Dr Koekkoek and currently systems are marketed, produced and sold under license by an external company. more than 40 units are operational in laboratories and companies everywhere in the world.

Dr Koekkoek previously was a head of product development at Neurasmus BV that was developing, selling and maintaining turn-key eyeblink systems to research and commercial labs in the European Union and United States. Many of the underlying principles and knowledge generated in developing custom eyeblink solutions are now forming the basis of the BlinkLab Technology. Scientifically the interests of Dr Koekkoek are on the interplay between neuronal pathology and the effects on behaviour. In addition, Dr Koekkoek has a large interest in new technology and how it could be used to measure behaviour.

Currently, in addition to the Company, Dr Koekkoek serves as assistant professor and primary investigator of the Blink and CUBE laboratories at Erasmus MC.

At Admission, Dr Koekkoek will assume a full time position with the Company as Chief Scientific Officer.

d. **Christopher Achurch – Proposed Company Secretary**

Mr Achurch has considerable experience across the exploration, mining, agricultural, accounting and finance sectors. He holds a Bachelor of Commerce in Accounting from the University of Western Australia and is a member of the Institute of Chartered Accountants Australia and New Zealand. Mr Achurch provides company secretarial, corporate advisory and general consulting services to a number of ASX-listed Companies.

Mr Achurch will be appointed as Company Secretary on and from Admission.

7.4 MANAGEMENT AND CONSULTANTS

The Company is aware of the need to have sufficient management to properly supervise its business and the Board will continually monitor the management roles in the Company. As the business and the Company require an increased level of involvement the Board will look to appoint additional management and/or consultants when and where appropriate to ensure proper management of the Company's business.

7.5 DISCLOSURE OF INTERESTS

7.5.1 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two (2) years before lodgement of this Prospectus with ASIC, any interest in:

a. the formation or promotion of the Company;

b. property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or

c. the Offers,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

a. to induce them to become, or to qualify them as, a Director; or

b. for services rendered by them in connection with the formation or promotion of the Company or the Offers.

7.5.2 Security holdings of Directors

The Directors and their related entities have the following interests in Securities as at the date of this Prospectus:

Director	Shares	Options	Performance Rights	% (diluted)[1]	% (undiluted)[1]
Dr Anton Uvarov[2]	8,325,000	2,000,000	nil	8.50%	12.98%
Mr Brian Leedman[3]	500,000	2,250,000	nil	0.51%	0.78%
Dr Richard Hopkins[4]	700,000	450,000	nil	0.72%	1.09%
Ms Jane Morgan[5]	nil	1,000,000	nil	0%	0%

Notes:

1. Figures calculated on the basis that the Company has 64,150,003 Shares, 33,750,000 Options and nil Performance Rights on issue as at the date of this Prospectus.
2. 8,325,000 Shares and 2,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) held indirectly via Ms Yulia Uvarova ATF <Techinvest Nominees>, an entity associated with Dr Anton Uvarov (current Director of the Company). Refer to Section 10.2 for the full terms and conditions of the Options.
3. 500,000 Shares held indirectly via Thunderous Pty Ltd, an entity associated with Mr Leedman and 2,250,000 Options (exercisable at $0.25 and expiring 17 September 2026) held jointly with Mrs Natasha Leedman. Refer to Section 10.2 for the full terms and conditions of the Options. Mr Leedman will also be entitled to receive 2,000,000 Chairman Options (exercisable at $0.25 and expiring five (5) years from the date the Company is admitted to the Official List of ASX) and 750,000 Performance Rights (subject to vesting conditions) upon the Company being admitted to the Official List. Refer to Sections 10.3 and 10.4 for the full terms and conditions of the Chairman Options and Performance Rights.
4. 700,000 Shares and 450,000 Options (exercisable at $0.25 and expiring 17 September 2026) held directly. Refer to Section 10.2 for the full terms and conditions of the Options.
5. 1,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) held directly. Refer to Section 10.2 for the full terms and conditions of the Options.

Based on the intentions of the Directors at the date of this Prospectus in relation to participation in the Public Offer, the Directors and their related entities will have the following interests in Securities on Admission:

Director	Shares	Options	Performance Rights[7]	% (diluted)[1]	% (undiluted)[1]
Dr Anton Uvarov[2]	8,500,000	2,000,000	nil	6.16%	8.57%
Mr Brian Leedman[3]	1,000,000	4,250,000	750,000	0.73%	1.01%
Dr Richard Hopkins[4]	825,000	450,000	nil	0.60%	0.83%
Ms Jane Morgan[5]	nil	1,000,000	nil	0%	0%

Notes:

1. Figures calculated on the basis that the Company will have 99,150,003 Shares, 35,750,000 Options and 3,000,000 Performance Rights on issue based on Full Subscription.
2. 8,500,000 Shares and 2,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) held indirectly via Ms Yulia Uvarova ATF <Techinvest Nominees>, an entity associated with Dr Anton Uvarov (current Director of the Company). Refer to Section 10.2 for the full terms and conditions of the Options. As at the date of this Prospectus. Dr Uvarov intends to participate in the Public Offer by subscribing for $35,000 worth of Shares (that being 175,000 Shares at $0.20 each).
3. 1,000,000 Shares held indirectly via Thunderous Pty Ltd, an entity associated with Mr Leedman, 2,250,000 Options (exercisable at $0.25 and expiring 17 September 2026) and 2,000,000 Chairman Options (exercisable at $0.25 and expiring five (5) years from the date the Company is admitted to the Official List of ASX) held jointly with Mrs Natasha Leedman and 750,000 Performance Rights (subject to vesting conditions). Refer to Sections 10.2, 10.3 and 10.4 for the full terms and conditions of the Options, Chairman Options and Performance Rights. As at the date of this Prospectus. Mr Leedman intends to participate in the Public Offer by subscribing for $100,000 worth of Shares (that being 500,000 Shares at $0.20 each).
4. 825,000 Shares and 450,000 Options (exercisable at $0.25 and expiring 17 September 2026) held directly. Refer to Section 10.2 for the full terms and conditions of the Options. As at the date of this Prospectus. Dr Hopkins intends to participate in the Public Offer by subscribing for $25,000 worth of Shares (that being 125,000 Shares at $0.20 each).
5. 1,000,000 Options (exercisable at $0.25 and expiring 17 September 2026) held directly. Refer to Section 10.2 for the full terms and conditions of the Options.
6. Further information about the Performance Rights being issued to the Directors are set out in Section 10.6. The Company determined the number of Performance Rights in consideration of the experience and skill set brought by each Director to the Board. The parties considered the Performance Rights were an appropriate benefit in light of comparable performance security packages for directors engaged by like size and natured companies that are on the ASX. The classes of Performance Rights were determined based on reasonable revenue milestones (the vesting conditions) with the aim of that delivering shareholder value (in the event the vesting condition was achieved). The number of Performance Rights issued to each Director was determined based the each Directors' expected future work load and involvement in assisting the Company to achieve the vesting conditions.

7.5.3 Directors remuneration

The below table sets out the proposed remuneration to be paid to the Directors. Other than as set out in the below table, the Company has not paid the Directors any other remuneration or provided any other interests since incorporation.

Director	Cash remuneration [1]
Dr Anton Uvarov[2]	$150,000 per annum
Mr Brian Leedman[3]	$180,000 per annum
Dr Richard Hopkins[4]	$60,000 per annum
Ms Jane Morgan[5]	$60,000 per annum

Notes:

1. Figures exclusive of applicable GST and statutory superannuation. Refer to the terms of the executive service agreement and letters of appointment between the Company and the Directors (as applicable) at Sections 9.3 and 9.4.
2. In the previous two (2) years, Dr Uvarov has received nil remuneration from the Company.
3. In the previous two (2) years, Mr Leedman has received nil remuneration from the Company. Upon admission of the Company to the Official List of ASX, Mr Leedman will also be issued a total of 2,000,000 Chairman Options (exercisable at $0.25 and expiring five (5) years from the date the Company is admitted to the Official List of ASX) and a total of 750,000 Performance Rights, subject to vesting conditions as part of his remuneration package. The full terms and conditions of the Chairman Options and Performance Rights are set out in Sections 10.3 and 10.4.
4. In the previous two (2) years, Dr Hopkins has received nil remuneration from the Company.
5. In the previous two (2) years, Ms Morgan has received nil from the Company. Through Jane Morgan Management Pty Ltd, Ms Morgan also indirectly receives a financial benefit from the Company in respect of the services provided under the JMM Digital Agreement. Refer to Section 9.12 for further information regarding the JMM Digital Agreement.

The number of Chairman Options and Performance Rights was determined based on the experience and skill set brought by each Director to the Board, each Directors expected future work load and involvement in assisting the Company following Admission, and current market standards for ASX listed companies of a similar size and stage of development. The issue of the Chairman Options and Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors. Further, the milestones attaching to the Performance Rights are connected to the future performance of the Company and its operations.

7.6 AGREEMENTS WITH DIRECTORS OR RELATED PARTIES

The Company's policy in respect of related party arrangements is:

a. Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
b. for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

The Company has entered into the following related party transactions on arms' length terms:

a. an executive services agreement with Dr Anton Uvarov for his appointment as Executive Director / Chief Operating Officer;
b. a letter of appointment with Mr Brian Leedman for his appointment as Non-Executive Chairman;
c. a letter of appointment with Dr Richard Hopkins for his appointment as Non-Executive Director;
d. a letter of appointment with Ms Jane Morgan for her appointment as Non-Executive Director;
e. a contract with Jane Morgan Management Pty Ltd for website and graphic design services; and
f. deeds of indemnity, insurance and access with each of its Directors on standard terms.

Refer to Section 9 for further details of the material contracts to which the Company is party to.

The contract between Jane Morgan Management Pty Ltd and the Company (e. above) is considered to be a related party contract as Ms Jane Morgan is a director of Jane Morgan Management Pty Ltd as well as Non-Executive Director of the Company. Please refer to Section 9.12 for a summary of the JMM Digital Agreement.

blinklab

CORPORATE GOVERNANCE

8. CORPORATE GOVERNANCE

8.1 ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, the Company has adopted The Corporate Governance Principles and Recommendations (4th Edition) as published by ASX Corporate Governance Council (**Recommendations**).

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and the Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website (www.blinklab.org).

8.2 BOARD OF DIRECTORS

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

a. maintain and increase Shareholder value;
b. ensure a prudential and ethical basis for the Company's conduct and activities; and
c. ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

a. developing initiatives for profit and asset growth;
b. reviewing the corporate, commercial and financial performance of the Company on a regular basis;
c. acting on behalf of, and being accountable to, the Shareholders; and
d. identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

8.3 COMPOSITION OF THE BOARD

The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

In appointing new members to the Board, consideration must be given to the demonstrated ability and also future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.

The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction and to deal with new and emerging business and governance issues.

Where practical, the majority of the Board should be comprised of non-executive Directors who can challenge management and hold them to account as well as represent the best interests of the Company and its shareholders as a whole rather than those of individual shareholders or interest groups. Where practical, at least 50% of the Board should be independent.

Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the remuneration and nomination committee to ensure that they continue to contribute effectively to the Board.

8.4 IDENTIFICATION AND MANAGEMENT OF RISK

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

8.5 INDEPENDENT PROFESSIONAL ADVICE

Subject to the Chair's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

8.6 ETHICAL STANDARDS

The Board is committed to the establishment and maintenance of appropriate ethical standards.

8.7 REMUNERATION ARRANGEMENTS

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in a general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $400,000 per annum.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the

Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

The Company does not currently have a remuneration committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board will carry out the duties that would ordinarily be carried out by the remuneration committee, including, reviewing matters of significant affecting the remuneration of Board members and employees of the Company.

8.8 DIVERSITY POLICY

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

8.9 TRADING POLICY

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the managing director). The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chair) must be obtained prior to trading.

8.10 EXTERNAL AUDIT

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

8.11 AUDIT AND RISK COMMITTEE

The Company does not have a separate audit and risk committee as the Board considers the Company will not currently benefit from the establishment. In accordance with the Company's Board Charter, the Board will carry out the duties of the audit and risk committee. In this respect, the Board will be responsible for monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

8.12 DEPARTURES FROM RECOMMENDATIONS

Following admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report.

The Company's compliance and departures from the Recommendations as at the date of this Prospectus are set out on the following pages.

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: a. the respective roles and responsibilities of its board and management; and b. those matters expressly reserved to the board and those delegated to management.	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.

(Con.)

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
Recommendation 1.2 A listed entity should: a. undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and b. provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.	YES	a. The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Remuneration and Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a Director or senior executive, or putting someone forward for election, as a Director. b. Under the Remuneration and Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	YES	The Company's Remuneration and Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. The Company has written agreements with each of its Directors and senior executives.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	YES	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
Recommendation 1.5 A listed entity should: a. have a diversity policy; b. through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; c. disclose in relation to each reporting period: i. the measurable objectives set for that period to achieve gender diversity; ii. the entity's progress towards achieving those objectives; and iii. either: A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	PARTIALLY	a. The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website. b. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to continually monitor both the objectives, if any have been set, and the Company's progress in achieving them. c. The measurable gender diversity objectives for each financial year (if any), and the Company's progress in achieving them, will be detailed in the Company's Annual Report. The Board does not presently intend to set measurable gender diversity objectives because: i. the Board does not anticipate there will be a need to appoint any new Directors or senior executives due to limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; and ii. if it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of a measurable gender diversity objective and determine whether, in light of the size of the Company and the Board, requiring specified objectives to be met will unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit.

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
		The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes) for each financial year will be disclosed in the Company's Annual Report. The Company was not in the S&P / ASX 300 Index at the commencement of the reporting period.
Recommendation 1.6 A listed entity should: a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b. disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	a. The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website. b. The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for each financial year in accordance with the above process.
Recommendation 1.7 A listed entity should: a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	a. The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non executive Director. The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website. b. The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes.
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
Recommendation 2.1 The board of a listed entity should: a. have a nomination committee which: i. has at least three members, a majority of whom are independent directors; and ii. is chaired by an independent director, and disclose: iii. the charter of the committee; iv. the members of the committee; and v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or	YES	a. The Company does not currently have a Nomination Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. b. The Company does not have a Nomination Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Remuneration and Nomination Committee Charter, including the following processes to address

(Con.)

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
b. if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		succession issues and to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively: i. devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and ii. all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills the board currently has or is looking to achieve in its membership.	YES	Under the Remuneration and Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction, and deal with new and emerging business and governance issues. The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. A copy is available on the Company's website. The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.
Recommendation 2.3 A listed entity should disclose: a. the names of the directors considered by the board to be independent directors; b. if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (4th Edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and c. the length of service of each director	YES	a. The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Company will disclose those Directors it considers to be independent in its Annual Report and on the Company's website. The Board considers the following Directors are independent: Mr Brian Leedman, Dr Richard Hopkins and Ms Jane Morgan. b. The Board has considered the guidance in Principle 2 and in particulate the relationships affecting independent status. In its assessment of independence, the Board considers all relevant facts and circumstances. Relationships that the Board will take into consideration when evaluating independence are whether a Director: i. is a substantial shareholder of the Company, or otherwise associated directly with a substantial shareholder of the Company; ii. is employed, or has been previously employed in an executive capacity by the Company or another Company member, and there has not been a period of at least three years between ceasing such employment and serving on the Board; iii. has within the last three years been a principal or a material professional advisor or a material consultant to the Company or another Company member, or an employee materially associated with the Company's operations; or iv. has a material contractual relationship with the company or another Company member other than as a Director.

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
		There are no independent Directors who fall into this category. c. The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	YES	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. The Board currently comprises a total of 4 directors, of whom 3 are considered to be independent. As such, independent directors are currently an independent majority of the Board.
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	YES	The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. The Chair of the Company is an independent Director and is not the CEO/Managing Director.
Recommendation 2.6 A listed entity should have a program for inducting new directors and periodically reviewing whether there is a need for existing director to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	YES	In accordance with the Company's Board Charter, the Board is responsible for procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors efficiently. The Company Secretary is also responsible for facilitating the induction and professional development of Directors.
PRINCIPLE 3: INSTIL A CULTURE OF ACING LAWFULLY, ETHICALLY AND RESPONSIBLY		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	The Company is committed to conducting all of its business activities in accordance with the stated values set out in the Company's Code of Conduct (which forms part of the Company's Corporate Governance Plan).
Recommendation 3.2 A listed entity should: a. have and disclose a code of conduct for its directors, senior executives and employees; b. ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and c. any other material breaches of that code that call into question the culture of the organisation.	YES	The Company's Corporate Code of Conduct applies to all Directors, officers, contractors, senior executives and employees (**Staff**). Staff are under the obligation to ensure that the Code of Conduct is not breached. If any Staff notice any violations of the Conduct of Conduct, they must notify the Company Secretary or the Chair of the Company (if applicable). The Directors must ensure that reports of any breach of the Code of Conduct undergoes thorough investigations and that appropriate action is taken by the Company.
Recommendation 3.3 A listed entity should: a. have and disclose a whistleblower policy; and b. ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	YES	The Company's Whistleblower Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. The Board is to be immediately notified of any reports made under the Whistleblower Policy concerning allegations of series misconduct. The Company Secretary is also required to prepare reports which contain a general summary of the number and types of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint. These reports are to be provided to the Board and the Audit and Risk Committee (if applicable).

(Con.)

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
Recommendation 3.4 A listed entity should: a. have and disclose an anti-bribery and corruption policy; and b. ensure that the board or committee of the board is informed of any material breaches of that policy.	YES	The Company's Anti-Bribery and Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any actual or suspected breach of the Anti-Bribery and Corruption Policy must be reported to the Company Secretary or the CEO/Managing Director (if applicable). Reports can also be made in accordance with the Whistleblower Policy.
PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING		
Recommendation 4.1 The board of a listed entity should: a. have an audit committee which: i. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and ii. is chaired by an independent director, who is not the chair of the board, and disclose: iii. the charter of the committee; iv. the relevant qualifications and experience of the members of the committee; and v. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	PARTIALLY	a. The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair. b. The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: i. the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and ii. all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.
Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	YES	The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	The process which is followed to verify the integrity of the Company's periodic corporate reports is tailored based on the nature of the relevant report, its subject matter and where it will be published. However, the Company seeks to adhere to the general principles set out in its Shareholder Communication Policy (which forms part of the Corporate Governance Plan) with respect to the preparation and verification of its corporate reporting.

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company's Corporate Governance Plan contains a Continuous Disclosure Policy which sets out the processes the Company follows to comply with its continuous disclosure obligations under the ASX Listing Rules and other relevant legislation. The Corporate Governance Plan, which incorporates the Continuous Disclosure Policy, is available on the Company website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	In accordance with the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), the Board receives copies of all material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	In accordance with the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), any substantive written material or presentations made to institutions, stockbrokers or shareholders, which do not contain material information, will be placed on the Company's website prior to such presentations and will be sent to ASX
PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Shareholder Communications Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	All substantive resolutions at a meeting of security holders will be decided by a poll rather than by a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES	The Shareholder Communication Policy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries can be made through the Company website or alternatively, shareholders may contact the Company Secretary.

(Con.)

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
Recommendation 7.1 The board of a listed entity should: a. have a committee or committees to oversee risk, each of which: i. has at least three members, a majority of whom are independent directors; and ii. is chaired by an independent director, and disclose: iii. the charter of the committee; iv. the members of the committee; and v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	PARTIALLY	a. The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director. A copy of the Corporate Governance Plan is available on the Company's website. b. The Company does not have an Audit and Risk Committee as the Board consider the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter. Relevantly, the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.
Recommendation 7.2 The board or a committee of the board should: a. review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and b. disclose in relation to each reporting period, whether such a review has taken place.	YES	a. The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. b. The Company's Risk Management Policy requires the Company to disclose at least annually whether such a review of the company's risk management framework has taken place.
Recommendation 7.3 A listed entity should disclose: a. if it has an internal audit function, how the function is structured and what role it performs; or b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	YES	a. The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function. b. The Company does not have an internal audit function. The Board considers the process employed pursuant to the Audit and Risk Committee Charter and Risk Management Policy are sufficient for evaluating and continually improving the effectiveness of its governance, risk management and internal control processses given the size and complexity of the current business. The Board will assess on an ongoing basis whether it would be beneficial to appointt an internal auditor.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	YES	The Company's Risk Management Policy requires the Audit and Risk Committee (or, in its absence, the Board) to assist management determine whether the Company has any material exposure to environmental and/or social risks and, if it does, how it manages or intends to manage those risks. The Company's Risk Management Policy requires the Company to disclose whether it has any material exposure to environmental and/or social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company will disclose this information in its Annual Report (if applicable).

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY		
Recommendation 8.1 The board of a listed entity should: a. have a remuneration committee which: i. has at least three members, a majority of whom are independent directors; and ii. is chaired by an independent director, and disclose: iii. the charter of the committee; iv. the members of the committee; and v. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	PARTIALLY	a. The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration Committee and Nomination Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom must be independent Directors, and which must be chaired by an independent Director. b. The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration and Nomination Committee Charter. Relevantly, the Board devotes time at annual Board meetings to assess the level and composition of remuneration for directors and executives to ensure that such remuneration is appropriate and not execssive.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	YES	The Company's Remuneration and Nomination Committee Charter requires the Remuneration Committee (or, in its absence, the Board) to set policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the Annual Report. The Company's current policy is also set out in Annexure A of the Company's Remuneration and Nomination Committee Charter.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and b. disclose that policy or a summary of it.	YES	a. The Company has an equity based remuneration scheme. The Remuneration and Nomination Committee Charter requires the Remuneration Committee (or, in its absence, the Board) to review, manage and disclose the policy (if any) under which participants to an employee incentive scheme of the Company may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the employee incentive scheme. The Company's Securities Trading Policy prohibits Key Management Personnel: i. participating in equity-based incentive schemes from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities; and ii. trading during Closed Periods in financial products issued or created over or in respect of the Company's securities. b. The Securities Trading Policy is available, as part of the Corporate Governance Plan, on the Company's website.

(Con.)

RECOMMENDATIONs (4th EDITION)	COMPLY	EXPLANATION
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES		
Recommendation 9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	As set out in the Company's Board Charter (which forms part of the Corporate Governance Plan), in the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that such documents are translated into the Director's native language, and a translator is present at all Board and shareholder meetings.
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	All Shareholder meetings will be held at a reasonable place and time for shareholders.
Recommendation 9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	The Company's Auditor will attend the Company's Annual General Meeting and will be available to answer questions from shareholders in respect of the Company's audit.
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES		
Alternative to Recommendation 1.1 for externally managed listed entities: The responsible entity of an externally managed listed entity should disclose: a. the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and b. the role and responsibility of the board of the responsible entity for overseeing those arrangements.	N/A	This Recommendation does not apply to the Company.
Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities: An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	N/A	This Recommendation does not apply to the Company.

blinklab

MATERIAL CONTRACTS

9. MATERIAL CONTRACTS

Set out below is a summary of the contracts to which the Company is a party that may be material or otherwise may be relevant to a potential investor in the Company. The whole of the provisions of the contracts are not repeated in this Prospectus and below is summary of the material terms only.

To fully understand all rights and obligations of a material contract, it would be necessary to review it in full and these summaries should be read in this light.

9.1 LEAD MANAGER MANDATE

The Company has appointed Westar Capital as lead manager to the Public Offer. A summary of the material terms and conditions of the Lead Manager Mandate are set out below:

a. (**Services**): The services to be provided by the Lead Manager to the Company include (but are not limited to) the following:
   i. to act as sole and exclusive Lead Manager and provide the Company with corporate advisory services under the terms and conditions of the Lead Manager Mandate, for a period of twelve (12) months from the execution of the Lead Manager Mandate; and
   ii. after completion of the initial 12 month term, the Lead Manager Mandate will continue on a month-to-month basis, unless otherwise terminated by either the Company or the Lead Manager in writing and in accordance with the Termination provisions.

b. (**Fees**): The following fees are payable to the Lead Manager (and/or its nominees) pursuant to the Lead Manager Mandate:
   i. a capital raising fee of 6% (plus GST) of the total amount raised under the Offer (that being a total of $420,000 based on Full Subscription).

c. (**Expenses**): The Company agrees to pay to the Lead Manager (and/or its nominees) all reasonable out-of-pocket expenses (including any applicable GST component) incurred by the Lead Manager under the Lead Manager Mandate, regardless of whether the Lead Manager Mandate is completed (**Out of Pocket Costs**). The Lead Manager will not incur any single Out Of Pocket Costs exceeding $2,000 or aggregate expenses without the Company's written approval.

d. (**Termination**):
   i. The Company may terminate the Lead Manager Mandate:
      A. if the Lead Manager fails to rectify any material breach of the Lead Manager Mandate having been given ten (10) business days notice in writing by the Company of such breach having occurred; or
      B. on a no fault basis within ten (10) business days notice in writing by the Company, provided that in circumstances where the Company considers withdrawing from the proposed capital raising or terminating the Mandate as a result of dissatisfaction with the execution of the Lead Manager Mandate, the Company must first provide the Lead Manager with reasonable verbal and written notice and an opportunity to rectify, to the Company's satisfaction, the quality of services to be provided under the Lead Manager Mandate.
   i. Any such termination by the Company will take effect upon receipt by the Lead Manager of written notice to that affect. Upon such termination, any fees and expenses set out in the Lead Manager Mandate will be payable by the Company to the Lead Manager.
   ii. The Lead Manager may terminate the Lead Manager Mandate, if:
      A. the Australian equity capital market conditions are such that they are not, in the bona fide judgement of the Lead Manager, conducive to the successful completion of the Lead Manager Mandate or other events beyond the control of the Lead Manager are so material and adverse as to make it impracticable or inadvisable to proceed with the new equity issue on the terms and in the manner contemplated herein;
      B. there is a material adverse effect including any adverse change in the assets, liabilities, financial position or prospectus of the Company as disclosed to the Lead Manager, other than for the costs incurred by the Company in relation to the proposed capital raising;
      C. default by the Company of any material term of the Lead Manager Mandate, or any of the warranties or representations made by the Company in the Lead Manager Mandate are or become materially untrue; or
      D. any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or the international financial markets, or any material adverse change occurs in national or international political, financial or economic conditions, in each case the effect of which is that, it is impractical to market the new issue or to enforce any contract to issue and allot the new shares or that the success of the new issue is likely to be adversely affected.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including its scope of services, representations and warranties, confidentiality provisions and an indemnity in favour of the Lead Manager).

Refer to Section 2.6 for further details regarding the Lead Manager's interests in the Public Offer.

9.2 CORPORATE ADVISOR MANDATE

The Company has appointed ARQ Capital as corporate advisor. A summary of the material terms and conditions of the Corporate Advisor Mandate are set out below:

a. (**Term**): The Corporate Advisor Mandate will continue for a duration of 12 months from the date the Company is admitted to the Official List of ASX.

b. (**Services**): ARQ Capital will provide the Company with corporate advisory services for the duration of the Term.

c. (**Fees**):
   i. (**Monthly Advisory Retainer**): the Company agrees to pay the Corporate Advisor a monthly retainer fee of $7,500 per month (plus GST) commencing on the date of the Company being admitted to the

Official List of the ASX and for a period of twelve (12) months post-listing.

ii. (**Mergers and Acquisitions**): a mergers and acquisitions ("M&A") success fee of 6% (plus GST) of the total transaction value, will be payable by the Company to the Corporate Advisor, on success of any M&A transaction the Corporate Advisor introduced or is advisor to.

d. (**Termination**): Following the Term (i.e. the initial 12 month period), the Corporate Advisor Mandate will automatically renew on a quarterly retainer basis (i.e. 3 months) and can be terminated by either Party by providing three (3) months' written notice.

The Corporate Advisor Mandate otherwise contains provisions considered standard for an agreement of its nature (including its scope of services, representations and warranties, confidentiality provisions and an indemnity in favour of the Corporate Advisor).

Mr Michael Nitsche is the sole director and shareholder of ARQ Capital Pty Ltd. Mr Nitsche served as a director of the Company from 30 September 2021 to 12 August 2022 and was not a related party for the purposes of the Corporations Act and ASX Listing Rules when the Company entered into the Corporate Advisor Mandate. Nevertheless, the Board considers the Corporate Advisor Mandate to be on arm's length terms as the fees payable are no more favourable than industry standard commercial terms.

9.3 EXECUTIVE SERVICES AGREEMENT – EXECUTIVE DIRECTOR / CHIEF OPERATING OFFICER (DR ANTON UVAROV)

The Company has entered into an executive services agreement with Dr Anton Uvarov, (**Executive Director Agreement**) on the following material terms:

a. (**Position**): Executive Director and/or Chief Operating Officer.

b. (**Appointment**): Dr Uvarov's appointment and commencement of the Executive Director Agreement is from the date the Company is admitted to the Official List of ASX (**Commencement Date**).

c. (**Term**): Dr Uvarov's engagement as Executive Director and Chief Operating Officer of the Company will commence on the Commencement Date and continue until the Executive Director Agreement is validly terminated in accordance with its terms.

d. (**Salary**): $150,000 per annum (plus applicable minimum statutory superannuation).

e. (**Bonus**): The Board may determine from time to time whether to pay Dr Uvarov a bonus in addition to his salary and what the quantum of that bonus will be, including issuing Shares, Options or other securities to Dr Uvarov (or his nominee).

f. (**Duties**): Dr Uvarov's duties under the Executive Director Agreement include, amongst others:

i. maintaining and directing the daily operations of the business, including coordinating with human resources, legal, sales, marketing, manufacturing, accounting, information technology and other departments;

ii. meeting with and reporting to the CEO about the Company's daily operation, as well as about the CEO's plan for any upcoming adjustments or developments to business operations strategy, or other Company goals and objectives;

iii. develop and implement policies for daily operations, and communicate these policy changes to department supervisors;

iv. oversee the implementation of the relevant R&D strategy;

v. oversee the regulatory affairs of the Company;

vi. assist in managing budgets for operational activities across the Company; and

vii. participate in data review discussions and contribute to data interpretation.

g. (**Termination**): Each party may terminate the Executive Director Agreement without reasons by giving the other party three (3) months' written notice or salary in lieu of notice. The Company may terminate the Executive Director Agreement if, among other things, Dr Uvarov ceases or is otherwise prohibited from being a director in accordance with the Corporations Act, becomes bankrupt, is convicted of an indictable offence.

h. (**Expenses**): The Company will reimburse Dr Uvarov for all reasonable out of pocket expenses, as well as all reasonable travel and accommodation costs incurred by Dr Uvarov in the performance of his duties under the Executive Director Agreement.

The Executive Director Agreement otherwise contains provisions considered standard for an agreement of this nature.

Refer to Section 7.5.2 for details of Dr Uvarov interests in Securities on Admission.

9.4 NON-EXECUTIVE LETTERS OF APPOINTMENT – NON-EXECUTIVE CHAIRMAN (MR BRIAN LEEDMAN) AND NON-EXECUTIVE DIRECTORS (DR RICHARD HOPKINS AND MS JANE MORGAN)

The Company has entered into a letter of appointment with Mr Brian Leedman for his appointment as Non-Executive Chairman and with each of Dr Richard Hopkins and Ms Jane Morgan for their respective appointments as Non-Executive Directors (**Letters of Appointment**) on the following material terms:

a. (**Term**): The appointment of Dr Hopkins as Non-Executive Director commenced on 18 January 2024, Mr Leedman as Non-Executive Chairman commenced on 15 December 2023, and Ms Jane Morgan as Non-Executive Director commenced on 15 December 2023. Each appointment is subject to the provisions of the Constitution and the ASX Listing Rules relating to retirement by rotation and re-election of directors and each appointment will automatically cease at the end of any meeting at which the respective Director is not re-elected as a Director of the Company by Shareholders.

b. (**Remuneration**): Dr Hopkins and Ms Morgan will each receive $60,000 per annum. Mr Leedman will receive $180,000 per annum. The Company will also issue Mr Leedman 2,000,000 Chairman Options (exercisable at $0.25 and expiring 5 (five) years from the date the Company is admitted to the Official List of ASX) and 750,000 Performance Rights (subject to vesting conditions). The full terms of the Chairman Options and Performance Rights are set out in Sections 10.3 and 10.4.

c. (**Expenses**): Dr Hopkins, Mr Leedman and Ms Morgan will each be entitled to be reimbursed reasonable expenses incurred in performing their duties in accordance with the Letters of Appointment, including the cost of attending Board meeting, travel, legal and other fees, accommodation and entertainment where agreed to by the Board.

The Letters of Appointment otherwise contains terms and conditions that are considered standard for an agreement of this nature.

9.5 DEEDS OF INDEMNITY, INSURANCE AND ACCESS

The Company has entered into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, the Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers in certain circumstances.

9.6 PRINCETON LICENCE AGREEMENT

The Company entered into an exclusive licence agreement with Princeton University, a New Jersey not-for-profit corporation (**Princeton University**), on 15 November 2021 (**Princeton Licence Agreement**). The Princeton Licence Agreement is for an assignment of an invention entitled "Eyeblink conditioning using a mobile phone device" which was invented at Princeton University, by Professor Sam Wang and Dr. Hendrikus Johannes Boele. The purpose of the Princeton Licence Agreement is to develop an application into commercial software as a medical device product.

A summary of the material terms of the Princeton Licence Agreement are as below:

a. (**Exclusive Licence**): The licence is a worldwide exclusive licence to discover, develop, manufacture, have made, use, sell, offer to sell, have sold, import, export, distribute, rent or lease any product or service covered by the patents filed by Princeton (**Patent Product**). The Company also has the right to grant sublicenses subject to the terms and provisions in the Princeton Licence Agreement.

b. (**Derivatives and Discoveries**): The Company shall be entitled to establish all proprietary rights for itself in the intellectual property represented by the "Derivates" (which is defined to include software and any other works, goods or services, created in whole or in party by the Company or its affiliates, and/or sublicensees, which includes or relies upon, in whole or part, computer software developed or stored by Princeton). The entire rights, title and interest in all data collected by the software or any Derivate by or on behalf of the Company shall automatically vest, and be owned by, the Company.

c. (**Research**): Princeton reserves the right to practice the intellectually property licensed under the Princeton Licence Agreement for academic, research and educational purposes and to permit other entities or individuals to practice and use for academic research and educational purposes. The Company grants Princeton the right to use any Derivates and any associated information and technology created by the Company for educational, research and other non-commercial purposes.

d. (**Consideration**): In consideration for the grant of the licence, Princeton University will be entitled to:
   i. a non-refundable and non-recoverable royalty of 2% of "Net Sales" of Patent Products;
   ii. 15% of any and all other "Sublicence Income" (which is defined to include payments that the Company receives from a sublicensee, other than royalties, in consideration of the sublicence rights granted to the Company); and
   iii. 450,000 Shares (which were issued in November 2021)

e. (**Term**): The licence granted by Princeton shall extend on a country-by-country and product-by-product basis, until the later of:
   i. the date of expiration of the last to expire of the issued patents under licence; or
   ii. fifteen years after the first commercial sale of the product in the country in question.

f. (**Termination**):
   i. Princeton may terminate the Princeton Licence Agreement upon 30 days written notice to the Company if the Company fails to achieve the diligence obligations outlined below by the specified date (and after a 30 day cure period):
      A. each January the Company will submit a description of the Company's plans directed towards successful commercialisation and marketing of Products;
      B. the Company shall complete a listing on a recognised stock exchange (including, but not limited to, the Australian Securities Exchange) with a
      C. the Company, or co-development partner, will complete the necessary FDA regulatory submission(s) and processes to being a registrational clinical trial for a Product (i.e. study results will be used to obtain FDA approval for a product), on or before the fourth anniversary of the Effective Date (being on or before 15 November 2025).

      In the event the Company is using diligent effort to achieve such obligations and has evidence providing such, Princeton shall not have the right to terminate the Princeton Licence Agreement and instead the parties shall meet and discuss in good faith mutually agreeable extensions to such deadlines.
   ii. In addition to the above, Princeton may terminate the Princeton Licence Agreement if:
      A. the Company commits a material breach, and that breach is not remedied within 30 days after notice to do so;
      B. in the event the Company becomes insolvent or is generally not paying its debts as such debts become due;
      C. in the event the Company ceases to conduct business as a going concern; and
      D. in the event the Company initiates proceeds or otherwise asserts any claim challenging the validity or enforceability of ay patent in any court.

The Princeton Licence Agreement otherwise contains terms and conditions (including standard representations, warranties and indemnities) which are considered customary for an agreement of this nature.

9.7 EXECUTIVE SERVICE AGREEMENT – CHIEF EXECUTIVE OFFICER (DR. HENDRIKUS JOHANNES BOELE)

The Company has entered into an executive services agreement with Dr. Hendrikus Johannes Boele, as varied by the variation letter dated 6 February 2024 (**Executive Services Agreement**) on the following material terms:

a. (**Position**): Chief Executive Officer.
b. (**Appointment**): Dr Boele's appointment and commencement of the Executive Services Agreement is from the date the Company is admitted to the Official List of ASX (**Commencement Date**).
c. (**Term**): Dr Boele's engagement as Chief Executive Officer of the Company will commence on the Commencement Date and continue until the Executive Services Agreement is validly terminated in accordance with its terms.
d. (**Salary**): $150,000 per annum. The Company will also issue Dr Boele 750,000 Performance Rights (subject to vesting conditions) as part of his reasonable remuneration for future services to be provided to the Company. The full terms and conditions of these Performance Rights are set out in Section 10.4.
e. (**Bonus**): The Board may determine from time to time whether to pay Dr Boele a bonus in addition to his salary and what the quantum of that bonus will be, including issuing Shares, Options, or other securities to Dr Boele (or his nominee)
f. (**Duties**): Dr. Boele's duties under the Executive Services Agreement include, amongst others, to assist the Board, employees and consultants of the Company to effectively manage the Company and all other related matters including organisation, planning, leading, motivating and co-ordinating the activities of the Company to reach pre-set objectives in terms of key performance indicators determined from time to time by the Board including with respect to business development, systems development, corporate positioning revenue and profitability and development of strategic alliances.
g. (**Termination**): Each party may terminate the Executive Services Agreement without reasons by giving the other party three (3) months' written notice or salary in lieu of notice. The Company may terminate the Executive Services Agreement if, among other things, Dr. Boele becomes bankrupt, is convicted of an indictable offence.
h. (**Expenses**): The Company will reimburse Dr. Boele for all reasonable out of pocket expenses, as well as all reasonable travel and accommodation costs incurred by Dr. Boele in the performance of his duties under the Executive Services Agreement.

The Executive Services Agreement otherwise contains provisions considered standard for an agreement of this nature.

9.8 EXECUTIVE SERVICES AGREEMENT – CHIEF TECHNOLOGY OFFICER (MR CORNELIS PIETER BOELE)

The Company has entered into an executive services agreement with Mr Cornelis Pieter Boele, (**CTO Agreement**) on the following material terms:

a. (**Position**): Chief Technology Officer.
b. (**Appointment**): Mr Boele's appointment and commencement of the CTO Agreement is from the date the Company is admitted to the Official List of ASX (**Commencement Date**).
c. (**Term**): Mr Boele's engagement as Chief Technology Officer of the Company will commence on the Commencement Date and continue until the CTO Agreement is validly terminated in accordance with its terms.
d. (**Salary**): $200,000 per annum.
e. (**Bonus**): The Board may determine from time to time whether to pay Mr Boele a bonus in addition to his salary and what the quantum of that bonus will be, including issuing Shares, Options or other securities to Mr Boele (or his nominee).
f. (**Duties**): Mr Boele's duties under the CTO Agreement include:
    i. representing the technological agenda in staff meetings and when making hiring decisions;
    ii. maintaining current knowledge of technology landscape and developments;
    iii. consolidating the Company's technology platforms and create plans for each;
    iv. tracking, analysing and monitoring technology performance metrics;
    v. be responsible for all product development and innovation activities within the Company;
    vi. defining and executing the technology strategy, developing product and technology roadmaps, leading the innovation process;
    vii. contribute to grant writing activities, contribute to hands on design, assembly, and testing of prototypes in pre-clinical, and clinical settings;
    viii. be responsible for partnering, acquiring and integrating emerging research and technologies and engineering, development and talent in relevant spaces and departments within the Company;
    ix. collaborating with the Company's leadership team on defining and executing the Company's growth strategy;
    x. assist with such other tasks as directed from time to time; and
    xi. overseeing all system design and changes in system architecture.
g. (**Termination**): Each party may terminate the CTO Agreement without reasons by giving the other party three (3) months' written notice or salary in lieu of notice. The Company may terminate the CTO Agreement if, among other things, Mr Boele becomes bankrupt, is convicted of an indictable offence.
h. (**Expenses**): The Company will reimburse Mr Boele for all reasonable out of pocket expenses, as well as all reasonable travel and accommodation costs incurred by Mr Boele in the performance of his duties under the CTO Agreement.

The CTO Agreement otherwise contains provisions considered standard for an agreement of this nature.

9.9 EXECUTIVE SERVICES AGREEMENT – CHIEF SCIENTIFIC OFFICER (DR SEBASTIAAN K.E. KOEKKOEK)

The Company has entered into an executive services agreement with Dr Sebastiaan K.E. Koekkoek, (**CSO Agreement**) on the following material terms:

a. (**Position**): Chief Scientific Officer.
b. (**Appointment**): Dr Koekkoek's appointment and commencement of the CSO Agreement is from the date the Company is admitted to the Official List of ASX (**Commencement Date**).
c. (**Term**): Dr Koekkoek's engagement as Chief Scientific Officer of the Company will commence on the Commencement Date and continue until the CSO Agreement is validly terminated in accordance with its terms.

d. (**Salary**): $200,000 per annum.
e. (**Bonus**): The Board may determine from time to time whether to pay Dr Koekkoek a bonus in addition to his salary and what the quantum of that bonus will be, including issuing Shares, Options or other securities to Dr Koekkoek (or his nominee).
f. (**Duties**): Dr Koekkoek's duties under the Executive Services Agreement include:
    i. developing and/or adopting appropriate standards, testing and improving practices briefing and managing advice from internal and external experts, applying policies, guidelines and specifications;
    ii. applying scientific principles of investigation, testing analysis, data analysis interpretation or design, by undertaking or adopting technology development, by undergoing and assisting staff training and development, and by working with personnel from industry, academia and other bodies;
    iii. contributing to development of new technologies, products and systems, by contributing to or developing improvements to processes and methods, by supporting or developing research, monitoring or trial projects, by developing knowledge of relevant technical and scientific developments, and by participating in technical interchanges with internal and industry bodies;
    iv. controlling reliable data gathering in experimental conditions by planning, coordinating, logging, supervising and conducting experiments and investigations, and by making accurate observational records; and
    v. delivering effective services to clients by undertaking desktop studies, planning, coordinating, supervising and conducting clinical investigations, preparing reports, participation in multifunctional teams, providing expert technical advice and by providing and managing specialist services. ;
g. (**Termination**): Each party may terminate the CSO Agreement without reasons by giving the other party three (3) months' written notice or salary in lieu of notice. The Company may terminate the CSO Agreement if, among other things, Dr Koekkoek becomes bankrupt, is convicted of an indictable offence.
h. (**Expenses**): The Company will reimburse Dr Koekkoek for all reasonable out of pocket expenses, as well as all reasonable travel and accommodation costs incurred by Dr Koekkoek in the performance of his duties under the CSO Agreement.

The CSO Agreement otherwise contains provisions considered standard for an agreement of this nature.

9.10 PROPOSED RESEARCH COLLABORATION AGREEMENTS

The Company is in the preliminary stages of negotiating research collaboration agreements (**Proposed Research Collaboration Agreements**) with various third-party research partners (**Research Partners**), regarding a potential collaboration for undertaking and completing further studies using the BlinkLab Technology and BlinkLab Device (**Proposed Collaboration**).

The consideration likely payable to the Research Partners pursuant to the Proposed Research Collaboration Agreements will likely comprise ongoing cash payments over the term of the Proposed Collaboration. The Company has included the anticipated costs associated with the Proposed Research Collaboration Agreements in its indicative use of funds. Refer to Section 2.9 for further details on the Company's indicative use of funds.

Due to the preliminary nature of negotiations between the Company and the Research Partners, it is not possible to include specific details of the key terms and conditions of the Proposed Research Collaboration Agreements.

In accordance with its continuous disclosure obligations, the Company will announce further details of the Proposed Research Collaboration Agreements if and when any binding agreements are entered into with the Research Partners. There is no guarantee that the Proposed Research Collaboration Agreements will eventuate or otherwise prove to be successful for BlinkLab.

9.11 SCIENTIFIC ADVISORY BOARD AGREEMENTS

The Company has entered into a number of advisory agreements (**Scientific Advisory Board Agreements**) with various members of the Company's scientific advisory board (**Scientific Advisory Board**). The members of the Scientific Advisory Board comprise a number of highly experienced professionals within the field of neurophysiology and mechanisms of neurodevelopmental disorders.

The material terms of the Scientific Advisory Board Agreements are as follows:

a. (**Term**): The Scientific Advisory Board Agreements have a duration of twelve (12) months, which may be extended in writing by the Parties.
b. (**Role**): The Scientific Advisory Board will have the role of providing the following to the Company:
    i. strategic input, insight and expertise in regards to the planning and implementation of research and development (**R&D**) activities;
    ii. critical analysis and advice on the results of R&D activities;
    iii. contribute to and approve scientific reports or peer-reviewed publications if requested by members of the Company's executive management team; and
    iv. actively contribute to meetings involving the Scientific Advisory Board or the Company's executive management team, fi requested.
c. (**Fees**): No fees will be payable by the Company to the members of the Scientific Advisory Board.
d. (**Expenses**): Each member of the Scientific Advisory Board is responsible for meeting their own expenses, unless agreed to in advance by the Company.
e. (**Confidentiality**): The Scientific Advisory Board Agreements specify what constitutes "confidential information" and requires each party to keep confidential all confidential information exchanged between the Parties pursuant to the agreement. Further, no Party may disclose any confidential information to any third party, without the written consent of the other party.

f. (**Intellectual Property Rights**): The Scientific Advisory Board Agreements specify what constitutes as "intellectual property" and specifies that, unless otherwise agreed in writing, all intellectual property developed, created, adapted, derived, discovered or produced by the Scientific Advisory Board as a result of or in connection with the Role, must immediately be disclosed to the Company, and vests and becomes the absolute property of the Company.

g. (**Termination**):

   i. the Company may terminate the Scientific Advisory Board Agreements at any time, without reason, by providing not less than 14 days' written notice;

   ii. the Scientific Advisory Board Agreements may otherwise be terminated by either Party at any time:

      A. upon 30 days' written notice in the event that the other Party breaches any of its obligations under the agreement, and fails to correct such breach within 14 days of written notice being sent;

      B. upon 7 days' written notice in the event that the other Party becomes, threatens or resolves to become, or is in jeopardy of becoming, subject to any form of insolvency administration;

      C. upon 7 days written notice in the event that the other Party is convicted of an offence involving fraud or dishonesty; or

      D. where the Parties so agree in writing, on the terms of such agreement.

The Scientific Advisory Board Agreements otherwise contain provisions considered standard for agreements of this nature.

9.12 JMM DIGITAL AGREEMENT

The Company entered into a "website and graphic design services" agreement with Jane Morgan Management Pty Ltd (**JMM Digital**) dated 7 December 2023 (**JMM Digital Agreement**).

The JMM Digital Agreement is a related party agreement as Ms Jane Morgan is a director of Jane Morgan Management Pty Ltd and is also Non-Executive Director of the Company. Accordingly, JMM Digital is a related party of the Company for the purposes of the Corporations Act and ASX Listing Rule 10.1.1.

Under the JMM Digital Agreement, JMM Digital agrees to provide the Company with website and graphic design services (**Services**). In consideration for the Services, the Company agrees to pay JMM Digital a fee of $6,000 (plus GST) on completion of the Services (that being, a fee of $3,500 (plus GST) for the website design and development, and a fee of $2,500 (plus GST) for the graphic design services).

The JMM Digital Agreement otherwise contains provisions considered standard for agreements of this nature.

For the purposes of Chapter 2E of the Corporations Act, the Directors (other than Ms Jane Morgan) consider the JMM Digital Agreement to be on arm's length terms.

blinklab

ADDITIONAL INFORMATION

10. ADDITIONAL INFORMATION

10.1 RIGHTS ATTACHING TO SHARES

The following is a summary of the more significant rights attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

a. **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

b. **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

i. each Shareholder entitled to vote may vote in person or by proxy, attorney or representative or if a determination has been made, by direct vote;

ii. on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote (even though he or she may represent more than one member); and

iii. on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall (or where a Direct Vote has been lodged), in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited).

c. **Dividend rights**

Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company.

The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. Pending any application of the reserves, the Directors may invest or use the reserves in the business of the Company or in other investments as they think fit. Any amount set aside as a reserve is not required to be held separately from the Company's other assets and may be used by the Company or invested as the Directors think fit.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time and payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

d. **Restricted Securities**

The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities.

Without limiting the generality of the above:

i. a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules of the ASX;

ii. if the Restricted Securities are in the same class as quoted Securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those Securities;

iii. the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX;

iv. a holder of Restricted Securities will not be entitled to participate in any return of capital on those Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX; and

v. if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Securities for so long as the breach continues.

e. **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. No member is obliged to accept any Shares, securities or other assets in respect of which there is any liability.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

f. **Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

g. **Transfer of Shares**

Subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules, the Shares are freely transferable.

h. **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

i. **Alteration of Constitution**

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.

10.2 OPTIONS

The terms and conditions of the Options are set out below:

a. **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

b. **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is $0.25 (**Exercise Price**).

c. **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 17 September 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

d. **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

e. **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

f. **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

g. **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

i. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

h. **Shares issued on exercise**

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

i. **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

j. **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

k. **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

10.3 CHAIRMAN OPTIONS

The terms and conditions of the Chairman Options are set out below:

a. **Entitlement**

Each Chairman Option entitles the holder to subscribe for one Share upon exercise of the Chairman Option.

b. **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Chairman Option is $0.25 (**Exercise Price**).

c. **Expiry Date**

Each Chairman Option will expire at 5:00 pm (WST) on the date that is five (5) years from the date the Company is admitted to the Official List of ASX (**Expiry Date**). A Chairman Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

d. **Exercise Period**

The Chairman Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

e. **Notice of Exercise**

The Chairman Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Chairman Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

f. **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Chairman Option being exercised in cleared funds (**Exercise Date**).

g. **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

i. issue the number of Shares required under these terms and conditions in respect of the number of Chairman Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Chairman Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

h. **Shares issued on exercise**

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

i. **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

j. **Participation in new issues**

There are no participation rights or entitlements inherent in the Chairman Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Chairman Options without exercising the Chairman Options.

k. **Transferability**

The Chairman Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

10.4 PERFORMANCE RIGHTS

The terms and conditions of the Performance Rights are set out below:

a. **Grant price**

Each Performance Right will be granted by the Company for nil cash consideration.

b. **Rights**

i. The Performance Rights do not carry any voting rights in the Company.

ii. The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.

iii. The Performance Rights do not entitle the holder to any dividends.

iv. The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.

v. The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

vi. In the event the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the economic and other rights of the holder are not diminished or terminated.

vii. Subject always to the rights under paragraph (vi), a Performance Right does not entitle the holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

viii. The Performance Rights give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

c. **Conversion**

i. The Performance Rights immediately vest and becomes exercisable by the holder into fully paid ordinary shares in the capital of the Company (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company has satisfied the condition applicable to the Performance Rights (**Condition**) by the relevant expiry date (**Expiry Date**), set out below:

Condition	Expiry Date
The Company receiving approval from the US Food and Drug Administration ('FDA') for its smartphone-based medical product which aids in the diagnosis and assessment of autism spectrum disorder.	Four (4) years from the date the Company is admitted to the Official List of the ASX.

ii. In order to exercise the Performance Rights into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class into the Conversion Shares. The holder must pay $0.001 upon exercise for each Performance Right (**Exercise Price**). The Performance Rights may only be exercised into Conversion Shares once.

iii. Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms will not result in any person being in contravention of section 606(1) of the Corporations Act.

iv. Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.

v. The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

d. **Expiry**

Performance Rights will automatically be deemed to be terminated and cancelled by the Company for nil cash consideration in the event they have not otherwise been validly exercised into Conversion Shares on or before the earlier of the relevant Expiry Date.

e. **Transferability**

The Performance Rights are not transferable.

f. **Compliance with the law**

i. Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.

ii. Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.

iii. If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.

iv. The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms in order to comply with the Listing Rules.

v. Any reference to the Listing Rules in these terms and conditions is to be complied with only where the Company is admitted to the official list of ASX at the relevant time.

g. **Control Event**

i. A change of control event (**Control Event**) occurs where:

A. an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Company's Shares;

B. the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

C. any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.

ii. All the Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares upon the occurrence of a Control Event. Following which, the holder can exercise the Performance Rights into a Conversion Share in accordance with clause 3(b).

iii. The automatic conversion shall only occur if the relevant Control Event is triggered by a person who does not control the entity at the time the Performance Rights were issued.

10.5 SUMMARY OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the terms of the Employee Incentive Securities Plan (Incentive Plan) is set out below:

a. (**Eligible Participant**): Eligible Participant means a person that:

i. is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an invitation made on or after 1 October 2022; and

ii. has been determined by the Board to be eligible to participate in the Plan from time to time.

b. (**Purpose**): The purpose of the Plan is to:

i. assist in the reward, retention and motivation of Eligible Participants;

ii. link the reward of Eligible Participants to Shareholder value creation; and

iii. align the interests of Eligible Participants with shareholders of the Group (being the Company

and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

c. (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.

d. (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

e. (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

f. (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

g. (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informingthem that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

h. (**Exercise of Convertible Securities and cashless exercise**): To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

i. (**Cashless exercise of Convertible Securities**): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

j. (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

k. (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

i. any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

ii. any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

l. (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection withthe change of control event.

m. (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

n. (**Disposal restrictions on Plan Shares**): If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

   For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

   i. transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

   ii. take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

o. (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

   If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

   Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

p. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

q. (**Compliance with Applicable Laws**): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

   Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an invitation:

   i. the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and

   ii. the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the invitation is made,

   does not exceed:

   iii. if the Constitution specifies an issue cap percentage, that percentage; or

   iv. if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

   of the total number of Shares on issue at the date of the invitation.

r. (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

   No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

s. (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

   If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

10.6 INFORMATION REQUIRED BY ASX GUIDANCE NOTE 19 – PERFORMANCE RIGHTS

In accordance with section 8 of ASX Guidance Note 19, the Company provides the following information in relation to the Performance Rights:

a. the Company proposes to issue a total of 3,000,000 Performance Rights to Directors and/or Officers of the Company, as follows:

   i. 750,000 Performance Rights to Dr Hendrikus Johannes Boele (or his nominee), the Chief Executive Officer of the Company;

   ii. 750,000 Performance Rights to Mr Brian Leedman (or his nominee), the Non-Executive Chairman of the Company;

   iii. 750,000 Performance Rights to Mr Cornelis Pieter Boele (or his nominee), the Chief Technology Officer of the Company; and

iv. 750,000 Performance Rights to Dr Sebastiaan Koekkoek (or his nominee), the Chief Scientific Officer of the Company;

(each, a **Recipient**).

b. the Performance Rights are being issued to remunerate and incentivise the Recipients in their respective roles as directors and officers of the Company;

c. details of the total proposed remuneration package for each Recipient are set out below:

Recipient	Cash	Options	Performance Rights[1]
Dr Hendrikus Johannes Boele[2]	$150,000 p.a.		750,000
Mr Brian Leedman[3]	$180,000 p.a.	2,000,000[4]	750,000
Mr Cornelis Pieter Boele[5]	$200,000 p.a.		750,000
Dr Sebastiaan Koekkoek[6]	$200,000 p.a.		750,000

Notes:

1. Each Performance Right will convert into Shares (1:1 basis) upon the Company receiving approval from the US Food and Drug Administration ('FDA') for its smartphone-based medical product which aids in the diagnosis and assessment of autism spectrum disorder within four (4) years from the date the Company is admitted to the Official List of the ASX.
2. Dr Boele currently holds 7,500,000 Options (exercisable at $0.25 and expiring 17 September 2026) indirectly via Cason Holding BV an entity associated with Dr Boele. Refer to Section 10.2 for the full terms of the Options. For the avoidance of doubt, the 7,500,000 Options held by Dr Boele were not issued as part of his remuneration package. Refer to Section 4.14 for further details of Dr Boele's current interest in the Securities of the Company.
3. Mr Leedman currently holds 2,250,000 Options (exercisable at $0.25 and expiring 17 September 2026) jointly with Mrs Natasha Leedman. Refer to Section 10.2 for the full terms of the Options. For the avoidance of doubt, the 2,250,000 Options held by Mr Leedman were not issued as part of his remuneration package. Upon Admission, Mr Leedman will be issued 2,000,000 Chairman Options (exercisable at $0.25 and expiring on the date that is five (5) years from the date the Company is admitted to the Official List of ASX). Refer to Section 10.3 for the full terms of the Chairman Options. Refer to Section 7.5.2 for further details of Mr Leedman's current interests in the Securities of the Company
4. Exercisable at $0.25 and expiring on the date that is five (5) years from the date the Company is admitted to the Official List of ASX. Refer to Section 10.3 for the full terms and conditions of the Chairman Options.
5. Mr Boele currently holds 4,400,000 Options (exercisable at $0.25 and expiring 17 September 2026) indirectly via Bello Holding BV an entity associated with Mr Boele. Refer to Section 10.2 for the full terms of the Options. For the avoidance of doubt, the 4,400,000 Options held by Mr Boele were not issued as part of his remuneration package. Refer to Section 4.14 for further details of Mr Boele's current interest in the Securities of the Company.
6. Dr Koekkoek currently holds 4,400,000 Options (exercisable at $0.25 and expiring 17 September 2026) indirectly via Inacea Holding BV an entity associated with Dr Koekkoek. Refer to Section 10.2 for the full terms of the Options. For the avoidance of doubt, the 4,400,000 Options held by Dr Koekkoek were not issued as part of his remuneration package. Refer to Section 4.14 for further details of Dr Koekkoek's current interest in the Securities of the Company.

d. the Recipients and their related entities currently hold the following in securities in the Company:

Recipient	Shares	Options
Dr Hendrikus Johannes Boele[1]	6,750,000	7,500,000
Mr Brian Leedman[2]	500,000	2,250,000
Mr Cornelis Pieter Boele[3]	5,775,000	4,400,000
Dr Sebastiaan Koekkoek[4]	5,775,000	4,400,000

Notes:

1. 6,7500 Shares issued at an issue price of $0.000067 each and 7,500,000 Options (exercisable at $0.25 and expiring 17 September 2026), all held indirectly via Cason Holding BV, an entity associated with Dr Boele. Refer to Section 10.2 for the full terms of the Options. Refer to Sections 4.14 and 7.5.1 for further details of Dr Boele's current interest in the Securities of the Company.
2. 500,000 Shares issued at an issue price of $0.12 each and held indirectly via Thunderous Pty Ltd, an entity associated with Mr Leedman. 2,250,000 Options (exercisable at $0.25 and expiring 17 September 2026) held jointly with Mrs Natasha Leedman. Refer to Section 10.2 for the full terms of the Options. Upon Admission, Mr Leedman will be issued 2,000,000 Chairman Options (exercisable at $0.25 and expiring on the date that is five (5) years from the date the Company is admitted to the Official List of ASX). Refer to Section 10.3 for the full terms of the Chairman Options. Refer to Section 7.5.1 for further details of Mr Leedman's current interests in the Securities of the Company
3. 5,775,000 Shares issued at an issue price of $0.000067 each and 4,400,000 Options (exercisable at $0.25 and expiring 17 September 2026), all held indirectly via Bello Holding BV, an entity associated with Mr Boele. Refer to Section 10.2 for the full terms of the Options. Refer to Section 4.14 for further details of Mr Boele's current interest in the Securities of the Company.
4. 5,775,000 Shares issued at an issue price of $0.000067 each and 4,400,000 Options (exercisable at $0.25 and expiring 17 September 2026, all held indirectly via Inacea Holding BV, an entity associated with Dr Koekkoek. Refer to Section 4.14 for further details of Dr Koekkoek's current interest in the Securities of the Company.

e. the Company has chosen to issue Performance Rights to further remunerate and incentivise the Recipients for the following reasons:

i. the Performance Rights are unquoted securities therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;

ii. the milestones attaching to the Performance Rights are directly connected to the future performance of the Company and its product will further align the interests of the Recipients with those of shareholders of the Company and;

iii. the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Recipients; and

iv. it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed;

f. the number of Performance Rights to be issued to each Recipient is appropriate and equitable and has been determined based upon a consideration of:

i. current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

ii. the remuneration of the Recipients and their roles as directors and officers of the Company and the significant contribution they have made to the Company and its technology to date; and

iii. incentives to attract and ensure continuity of service/retain the service of the Recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;

g. each Performance Right is convertible into one (1) fully paid ordinary share in the capital of the Company if the applicable performance milestone is met and the impact that will have on the capital structure of the Company is set out in Section 4.13;

h. the full terms and conditions of the Performance Rights are set out in Section 10.4;

i. the terms of the Performance Rights are consistent with the base requirements for performance securities set out in section 9 of Guidance Note 19, as the Performance Rights:

i. are not transferable and will not be quoted on ASX or any other exchange;

ii. do not confer any right to vote, except as otherwise required by law;

iii. do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues unless the applicable vesting condition is achieved and the Performance Right has been exercised;

iv. do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors;

v. do not confer any right to a return of capital (whether in a winding up, upon a reduction of capital or otherwise);

vi. do not confer any right to participate in surplus profits or assets of the entity upon a winding up;

vii. each convert into one fully paid ordinary share in the capital of the Company upon satisfaction of the milestone; and

viii. lapse if the Performance Rights are not converted into Shares (subject to satisfaction of the milestone) by the relevant expiry date;

j. the Performance Rights are compliant with sections 10 and 11 of Guidance Note 19 for the following reasons:

i. the maximum number of ordinary shares into which the Performance Rights will convert on satisfaction of the milestones is fixed which allows investors and analysts to readily understand and have reasonable certainty as to the impact on the Company's capital structure if the milestone is achieved (up to a maximum of 3,000,000 ordinary shares may be issued upon satisfaction of the milestones);

ii. the number of shares that the Performance Rights will convert on satisfaction of the relevant milestones is a small percentage of the total ordinary shares in the Company (approximately 3.03% based on Full Subscription (on an undiluted basis));

iii. the milestones are objectively fair and reasonable given that the Performance Rights are being used to incentivise and reward the Recipients for their long-standing service to the Company. None of the examples set out in section 10 of ASX Guidance Note 19 that are considered unacceptable to ASX apply to the Performance Rights;

iv. there is an appropriate and demonstratable nexus between the milestone and the purposes for which the Performance Rights are issued, being as a means of incentivising the directors and providing financial rewards whilst maintaining cash reserves for use on progressing the Company's operations;

v. the milestones are clearly articulated by reference to objective criteria and have reasonable certainty as to the circumstances in which the performance milestones will be taken to have been met;

vi. an expiry date is set by which the relevant milestone is to be achieved for ordinary shares to be issued, and if the milestone is not achieved by the expiry date, the Performance Rights will lapse;

k. the Company does not intend to seek security holder approval for the issue of the Performance Rights upon satisfaction of the relevant milestones. The Company will issue the Performance Rights in reliance on Listing Rule 10.12 exception 10 (an issue of securities under an agreement to issue securities entered into before the entity was listed). Accordingly, the issue of the Performance Rights upon satisfaction of the relevant milestones will be taken to have been approved under Listing Rule 10.11; and

l. the maximum number of Performance Rights will not exceed 10% of the total Shares on issue at Admission and therefore an independent expert's report is not required in accordance with section 13 of Guidance Note 19. The total number of Performance Rights represents approximately 3.03% of the total Shares based on Full Subscription.

10.7 LITIGATION

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

10.8 INTERESTS OF EXPERTS AND ADVISERS

Other than as set out below or elsewhere in this Prospectus, no:

a. person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

b. promoter of the Company; or

c. underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the two years before lodgement of this Prospectus with ASIC, any interest in:

d. the formation or promotion of the Company;

e. property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Public Offer; or

f. the Public Offer,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

g. to induce them to become, or to qualify them as, a Director; or

h. for services rendered by them in connection with the formation or promotion of the Company or the Public Offer.

Nexia Perth Corporate Finance Pty Ltd has acted as Investigating Accountant and has prepared the Independent Limited Assurance Report which is included in Annexure A of this Prospectus. The Company estimates it will pay Nexia Perth Corporate Finance Pty Ltd a total of $10,000 (excluding GST) for these services. During

the 24 months preceding lodgement of this Prospectus with ASIC, Nexia Perth Corporate Finance Pty Ltd has not received fees from the Company for any other services other than the audit services noted below.

Nova Legal Pty Ltd has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Nova Legal Pty Ltd up to $100,000 (excluding GST and disbursements) for these services. Subsequent fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova Legal Pty Ltd has received fees totalling approximately $89,207 (including GST and disbursements) from the Company for legal services provided.

Westar Capital Limited has acted as lead manager to the Public Offer and for this is entitled to be paid fees in accordance with the Lead Manager Mandate summarised in Section 9.1. During the 24 months preceding lodgement of this Prospectus with ASIC, Westar Capital Limited has received fees totalling $34,320 (inclusive of GST) from the Company for capital raising services provided in relation to the Pre-IPO Capital Raising.

ARQ Capital Pty Ltd has acted as corporate advisor to the Company. During the 24 months preceding lodgement of this Prospectus with ASIC, ARQ Capital Pty Ltd has received fees totalling $36,102 (including GST) from the Company for corporate advisory services provided in relation to the Pre-IPO Capital Raising.

Nexia Perth Audit Services Pty Ltd has acted as auditor to the Company. The Company estimates it will pay Nexia Perth Audit Services Pty Ltd a total of $5,000 (excluding GST) for the audit services relating to FY22 and FY23. During the 24 months preceding lodgement of this Prospectus with ASIC, Nexia Perth Audit Services Pty Ltd has not received fees from the Company for any other services other than investigating accountant services noted above.

Meagher Emanuel Laks Goldberg & Liao, LLP has acted as intellectual property solicitors to the Company. The Company expects it will pay Meagher Emanuel Laks Goldberg & Liao, LLP a total of USD 6,000 for the preparation of the Intellectual Property Report at Annexure A. During the 24 months preceding lodgement of this Prospectus with ASIC, Meagher Emanuel Laks Goldberg & Liao, LLP has not received fees for legal services provided to the Company.

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

10.9 CONSENTS

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offer or of the Shares), the Directors, any underwriters, 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;

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; and

c. has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Nexia Perth Corporate Finance Pty Ltd has given its written consent to being named as Investigating Accountant and to the inclusion of Independent Limited Assurance Report in Annexure A of this Prospectus, in the form and context in which the information and report is included. Nexia Perth Corporate Finance Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Nexia Perth Audit Services Pty Ltd has given its written consent to being named as auditor of the Company in this Prospectus and the inclusion of the audited financial information of the Company contained in the Financial Information at Annexure A of this Prospectus, in the form and context in which the information is included. Nexia Perth Audit Services Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Nova Legal Pty Ltd has given its written consent to being named as the solicitors to the Company in relation to the Public Offer in this Prospectus, in the form and context in which it has been named. Nova Legal Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Westar Capital Limited has given its written consent to being named in this Prospectus as lead manager to the Public Offer, in the form and context in which it has been named. Westar Capital Limited has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

ARQ Capital Pty Ltd has given its written consent to being named in this Prospectus as corporate advisor to the Company, in the form and context in which it has been named. ARQ Capital Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Meagher Emanuel Laks Goldberg & Liao, LLP has given its written consent to being named as intellectual property lawyers to the Company and to the inclusion of the Intellectual Property Report in Annexure B of this Prospectus, in the form and context in which it has been named. Meagher Emanuel Laks Goldberg & Liao, LLP has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Automic Pty Ltd has given its written consent to being named as share registry of the Company in this Prospectus, in the form and context in which it has been named. Automic Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

10.10 EXPENSES OF THE OFFER

The total cash expenses of the Public Offer (inclusive of GST) are estimated to be approximately $695,945 at Full Subscription, and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Full Subscription ($7,000,000)
ASIC fees	$3,206
ASX fees	$102,239
Lead Manager fees[1]	$420,000
Legal fees[2]	$110,000
Investigating Accountant's fees[2]	$10,000
Auditor's fees[2]	$5,500
Share registry fees	$5,000
Printing and Distribution	$10,000
Miscellaneous	$30,000
Total	**$695,945**

Notes:
1. Refer to Section 9.1 for a summary of the fees payable to the Lead Manager under the Lead Manager Mandate.
2. Refer to Section 10.8 for details regarding the interests of experts and advisers.

10.11 CONTINUOUS DISCLOSURE OBLIGATIONS

Following admission of the Company to the Official List, the Company will be a "disclosing entity" (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

Price sensitive information will be publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

10.12 ELECTRONIC PROSPECTUS

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at www.blinklab.org.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

10.13 FINANCIAL FORECASTS

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

10.14 CLEARING HOUSE ELECTRONIC SUB-REGISTER SYSTEM (CHESS) AND ISSUER SPONSORSHIP

The Company will apply to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

10.15 PRIVACY STATEMENT

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

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* (as amended), 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.

blinklab

DIRECTOR'S AUTHORISATION

11. DIRECTOR'S AUTHORISATION

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

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

Dr Anton Uvarov
Executive Director
For and on behalf of BlinkLab Limited

blinklab

GLOSSARY

12. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

$ means an Australian dollar.

ABA has the meaning given in Section 3.3.

ADHD means attention-deficit hyperactivity disorder.

Admission means admission of the Company to the Official List following completion of the Offers.

AI means acritical intelligence.

Algorithm Change Protocols has the meaning given in Section 3.7.

Applicant means a person who submits an Application Form.

Application Forms means the application form attached to or accompanying this Prospectus relating to the Public Offer, respectively.

Application Monies means application monies for Shares under the Public Offer received and banked by the Company.

Applications means completed Application Forms submitted to and received by the Company accompanied by Application Monies.

ASD means autism spectrum disorder.

ASIC means Australian Securities & Investments Commission.

ASX means ASX Limited (can 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX.

BlinkLab Device has the meaning given in Section 4.1.

BlinkLab Technology means the technology underlying the BlinkLab Device and BlinkLab Tests.

BlinkLab Tests has the meaning given in Section 4.1.

Board means the board of Directors as constituted from time to time.

CAGR means compound annual growth rate.

Chairman Options means the Options on the terms and conditions set out in Section 10.3.

CHESS means the Clearing House Electronic Subregister System.

Closing Date means the closing date of the Public Offer as set out in the indicative timetable in the Key Offer Information on page 8 of this Prospectus (subject to the Company reserving the right to extend the Closing Date or close the Public Offer early).

Company means BlinkLab Limited (formerly known as BlinkLab Pty Ltd) (ACN 652 901 703).

Conditions of the Public Offer means the conditions of the Public Offer as set out in Section 2.6.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporate Advisor means ARQ Capital Pty Ltd.

Corporate Governance Plan means the corporate governance plan adopted by the Company which contains the Company's corporate governance policies.

CPT has the meaning given in Section 4.7.

Crawford School Report has the meaning given to it in Section 3.2.

CSO Agreement has the meaning given in Section 9.9.

CTO Agreement has the meaning given in Section 9.8.

Directors means the directors of the Company at the date of this Prospectus.

DSM-5 has the meaning given in Section 3.4.

EBC has the meaning given in Section 4.1.

EEA means the European Economic Area.

EFT means Electronic Funds Transfer.

EIBI has the meaning given in Section 3.3.

ESIP has the meaning given in Section 10.5.

Executive Director Agreement has the meaning given in Section 9.3.

Executive Services Agreement has the meaning given in Section 9.7.

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

EU means the European Union.

FDA means the United States Food and Drug Administration.

FMC Act means the *Financial Markets Conduct Act* 2013.

Full Subscription has the meaning given in Section 2.2.

Generally Accepted Accounting Standards means the accounting standards approved under the Corporations Act being the Australian Accounting Standards adopted by the Australian Accounting Standards Board.

Government Interest has the meaning given in Section 6.2.5.

GPs has the meaning given in Section 3.4.

GSPR has the meaning given in Section 4.5.

HCPCS has the meaning given in Section 4.7(a).

HCPs has the meaning given in Section 3.4.

Incentive Plan means the Company's employee securities incentive plan adopted by the Board on 16 January 2024, as amended from time to time.

Independent Limited Assurance Report means the report prepared by Nexia Perth Corporate Finance Pty Ltd and included in Annexure A.

IP Report means the intellectual property report prepared by Meagher Emanuel Laks Goldberg and Liao, LLP, included at Annexure B.

JMM Digital means Jane Morgan Management Pty Ltd.

JMM Digital Agreement has the meaning given at Section 9.12.

Lead Manager means Westar Capital Limited (ACN 009 372 838) (AFSL 255789).

Lead Manager Mandate has the meaning given to it in Section 2.6 and as set out in Section 9.1.

Letters of Appointment has the meaning given in Section 9.4.

Licenced IP has the meaning given in Section 4.1.

M-CHAT/F has the meaning given in Section 3.4.

MDD means major depressive disorder.

ML means machine learning.

NDIS means the National Disability Insurance Scheme.

ODD means oppositional defiant disorder.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Opening Date means the opening date of the Public Offer as set out in the indicative timetable in the Key Offer information on page 8 of this Prospectus.

Option or Options means an option to acquire a Share.

Option Holder means a holder of an Option.

Original Prospectus means the prospectus lodged with ASIC by the Company on 14 February 2024 relating to the securities of the Company.

Oversubscription has the meaning given in Section 2.3.

PCCP has the meaning given in Section 3.7.

Performance Rights means the performance rights on the terms and conditions set out in Section10.4.

PPI has the meaning given in Section 4.1.

Pre-IPO Capital Raising means the further pre-IPO capital raising of $1,407,000 (before costs) through the issue of 11,725,003 Shares at an issue price of $0.12 each on or around 15 December 2023.

Princeton Licence Agreement means the exclusive licence agreement between Princeton University and the Company dated 15 November 2021.

Princeton University means the Princeton University, located in Princeton, New Jersey.

Prospectus means this prospectus.

Public Offer means the Shares under this Prospectus as set out in Section 2.1.

Recommendations means the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Related Party or **Related Parties** has the meaning ascribed to that term as set out in the Corporations Act and the Listing Rules.

SaMD Pre-Specifications has the meaning given in Section 3.7.

Section means a section of this Prospectus.

Securities means any securities, including Shares, Options and Performance Options, issued or granted by the Company.

Seed Raising means the initial pre-IPO capital raising of $1,200,000 (before costs) through the issue of 12,000,000 Shares at an issue price of $0.10 each on or around 26 November 2021.

Share or Shares means a fully paid ordinary share in the capital of the Company.

Share Split means the subdivision of the Company's Shares on a 1.5:1 basis.

Shareholder means a holder of Shares.

WST means Western Standard Time, being the time in Perth, Western Australia.

blinklab

ANNEXURE A

ANNEXURE A – INDEPENDENT LIMITED ASSURANCE REPORT

Nexia Australia

Independent Limited Assurance Report
BlinkLab Limited

7 February 2024

Private & Confidential

Advisory. Tax. Audit.

Nexia Perth Corporate Finance Pty Ltd
Level 3, 88 William St
Perth WA 6000
GPO Box 2570
Perth WA 6001
E: info@nexiaperth.com.au
P: +61 8 9463 2463
F: +61 8 9463 2499

nexia.com.au

7 February 2024

The Directors
BlinkLab Limited
Level 5, 126 -130 Phillip Street,
SYDNEY NSW 2000

Dear Directors,

Independent Limited Assurance Report on BlinkLab Limited historical and pro forma historical financial information

1. Introduction

We have been engaged by BlinkLab Limited ("the Company") to prepare this Independent Limited Assurance Report ("Report") in relation to certain financial information of the Company, for the Initial Public Offering ("IPO") of shares in the Company, for inclusion in the Prospectus, pursuant to which the Company is offering 35,000,000 Shares at an issue price of $0.20 per Share to raise $7,000,000 ("Capital Raising Offer").

Expressions and terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License under the *Corporations Act 2001*. Nexia Perth Corporate Finance Pty Ltd ("Nexia Perth Corporate Finance") holds the appropriate Australian Financial Service License under the *Corporations Act 2001*.

Consequently, Nexia Perth Corporate Finance has not made and will not make any recommendation, through the issue of this report, to potential investors of the Company, as to the merits of the Capital Raising Offer and takes no responsibility for any matter or omission in the Prospectus other than responsibility for this Report.

Background

The Company was incorporated on 17 August 2021 as a proprietary company limited by shares for the purpose of pursuing research and development of mental health care through mobile solutions.

The Company's main efforts will be focused on developing its technology for conducting neurobehavioral evaluations to enable remote and rapid testing to aid research on neurodevelopmental and neurodegenerative conditions such as schizophrenia, autism, ADHD and various forms of dementia.

2. Scope

Historical Financial Information

You have requested Nexia Perth Corporate Finance Pty Ltd to review the following statutory historical financial information of the Company included in the Appendices to this report:

- The Statement of Financial Position of the Company as at 30 November 2023 (reviewed), 30 June 2023 (audited), 31 December 2022 (reviewed) and 30 June 2022 (audited) (Appendix 1);
- The Statement of Profit and Loss and Other Comprehensive Income of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) (Appendix 2); and
- The Statement of Cash Flows of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) (Appendix 3).

(Together the "Historical Financial Information" attached at the Appendix to this report.)

The Historical Financial Information is presented in an abbreviated form, in so far as it does not include all the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

The Historical Financial Information has been extracted from audited and reviewed financial reports by Nexia Perth Audit Services Pty Ltd ("Nexia Perth Audit Services") in accordance with Australian Auditing Standards for the below mentioned periods:

- The financial report of the Company for the period 1 July 2023 to 30 November 2023. The review report issued for the financial report for the period 1 July 2023 to 30 November 2023 was unqualified;
- The financial report of the Company for the period 1 July 2022 to 30 June 2023. The audit report issued for the financial report for the period 1 July 2022 to 30 June 2023 was unqualified. The audit report did contain an emphasis of matter relating to the material uncertainty around the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. However, the audit opinion was not modified in respect of this matter;
- The financial report of the Company for the period 1 July 2022 to 31 December 2022. The review report issued for the financial report for the period 1 July 2022 to 31 December 2022 was unqualified. The review report did contain an emphasis of matter relating to the material uncertainty around the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. However, the review opinion was not modified in respect of this matter; and
- The financial report of the Company for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022. The audit report issued for the financial report for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 was unqualified. The audit report did contain an emphasis of matter relating to the material uncertainty around the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. However, the audit opinion was not modified in respect of this matter.

The Historical Statement of Profit or Loss and Other Comprehensive Income of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) is included in Appendix 2 of this report and are presented without adjustment.

The Historical Statement of Cash Flows of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) is included in Appendix 3 of this report and are presented without adjustment.

Pro Forma historical financial information

You have requested Nexia Perth Corporate Finance to review the Pro-forma Historical Statement of Financial Position as at 30 November 2023 referred to as "the Pro-forma Historical Financial Information" (Appendix 4).

The Pro-forma Historical Financial Information has been derived from the Historical Financial Information of the Company, after adjusting for the effects of the subsequent events and pro-forma adjustments described in Sections 6 and 7 of this Report. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Historical Financial Information and the events or transactions to which the pro-forma adjustments relate, as described in Section 7 of this Report, as if those events or transactions had occurred as at the date of the Historical Financial Information. Due to its nature, the Pro-forma Historical Financial Information does not represent the Company's actual or prospective financial position, financial performance and cash flows.

3. Directors' responsibility

The directors of the Company are responsible for the preparation of the Historical Financial Information and Pro-forma Historical Financial Information, including the selection and determination of pro-forma adjustments made to the Historical Financial Information and included in the Pro-forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro-forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

4. Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*. A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

5. Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the appendices to this report, and comprising:

- the Statement of Financial Position of the Company as at 30 November 2023 (reviewed), 30 June 2023 (audited), 31 December 2022 (reviewed) and 30 June 2022 (audited) (Appendix 1);
- the Statement of Profit and Loss and Other Comprehensive Income of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) (Appendix 2); and
- the Statement of Cash Flows of the Company for the period 1 July 2023 to 30 November 2023 (reviewed), for the year ended 30 June 2023 (audited), for the period 1 July 2022 to 31 December 2022 (reviewed) and for the period 17 August 2021 (being the Company's date of incorporation) to 30 June 2022 (audited) (Appendix 3).

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro-forma Historical Financial Information, being the Pro-forma Statement of Financial Position as at 30 November 2023 of the Company, is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in Section 2 of this Report.

6. Subsequent Events

The Pro Forma Statement of Financial Position is shown in Appendix 4 to this Report. This has been prepared based on the Company's Statement of Financial Position at 30 November 2023, and below mentioned subsequent event transactions:

- on 19 December 2023, the Company completed a private placement raising $1,407,000 through the issue of 11,725,000 fully paid ordinary shares at $0.12 per share.

The above transactions are reflected in the subsequent event adjustments to the Pro-forma Historical Statement of Financial Position as an increase in contributed equity and cash (partially) and decrease in subscriptions received in advance.

Having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transactions or events outside the ordinary business of the Company other than those mentioned above, have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. Assumptions Adopted in Compiling the Pro forma Statement of Financial Position

The Pro Forma Statement of Financial Position is shown in Appendix 4 to this Report. This has been prepared based on the Company's Statement of Financial Position at 30 November 2023, and below mentioned Pro-forma transactions:

a) the Capital Raising Offer is an initial public offering of up to 35,000,000 fully paid ordinary shares in the capital of the Company (Shares) at an issue price of $0.20 per Share to raise $7,000,000 (before costs). The Capital Raising Offer is reflected in the pro-forma adjustments to the Pro-forma Historical Statement of Financial Position as an increase to cash and cash equivalents and an increase to contributed equity;

b) cash costs of the Capital Raising Offer includes payment of ASX & ASIC fees, lead manager fees, legal fees and other IPO related costs approximating to $695,945 have been offset against contributed equity;

c) the proposed issue of 2,000,000 Chairman Options (exercisable at $0.25 with an expiry date that is 5 years from the date the company is admitted to the Official List of ASX), to the Non-Executive Chairman upon the Company being admitted to the Official List of ASX. The Chairman Options have been valued at $293,060 using the Black Scholes option pricing model. The issue of Chairman Options is reflected in the pro forma statement of financial position by an increase in reserves and Accumulated losses; and

d) the Company is proposing to issue 3,000,000 Performance Rights to Directors and Officers of the Company, upon the company being admitted to the Official List of ASX. The Performance Rights will convert into Shares on a 1:1 basis, subject to the Company receiving approval from the US Food and Drug Administration ('FDA') for its smartphone-based medical product which aids in the diagnosis and assessment of autism spectrum disorder. The Performance Rights expires on four (4) years from the date the Company is admitted to the Official List of the ASX. The expense related to these Performance Rights are reflected in the pro forma statement of financial position by an increase in reserves and Accumulated losses.

8. Restrictions on use

Without modifying our conclusions, we draw attention to section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Nexia Perth Corporate Finance has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. Nexia Perth Corporate Finance has not authorised the issue of the Prospectus. Accordingly, Nexia Perth Corporate Finance make no representation regarding, and take no responsibility for, and other documents or material, or omission from, the Prospectus.

9. Declaration of interest

Nexia Perth Corporate Finance as well as Nexia Perth Audit Services are members of Nexia International Ltd. Nexia Perth Corporate Finance Pty Ltd does not have any interest in the outcome of the proposed IPO other than in connection with the preparation of this Report for which professional fees will be received. Nexia Perth Audit Services Pty Ltd is the auditor of BlinkLab Limited.

10. Other disclosures

This Report has been prepared, and included in the Prospectus, to provide general information only and does not take into account the objectives, financial situation or needs of any specific investors. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in the Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or need.

11. Financial Services Guide

Refer to Appendix 6 attached to this Report.

Yours sincerely,
Nexia Perth Corporate Finance Pty Ltd

Muranda Janse Van Nieuwenhuizen
Director

Perth
7 February 2024

Nexia Australia

APPENDIX 1

BlinkLab Limited
Statement of Financial Position

	Reviewed As at 30 November 2023 $	Audited As at 30 June 2023 $	Reviewed As at 31 December 2022 $	Audited As at 30 June 2022 $
Assets				
Current assets				
Cash and cash equivalents	1,116,454	50,056	295,508	616,912
Trade and other receivables	74,303	4,267	5,140	6,034
Total current assets	1,190,757	54,323	300,648	622,946
Non-current assets				
Intangible assets	265,472	260,175	245,808	208,793
Right of use assets	10,182	16,632	23,577	30,144
Property, plant and equipment	26,326	39,003	51,195	49,611
Total non-current assets	301,980	315,810	320,580	288,548
Total assets	1,492,737	370,133	621,228	911,494
Liabilities				
Current liabilities				
Trade and other payables	111,108	314,178	220,809	164,964
Lease liabilities	10,672	9,987	9,773	12,872
Subscriptions received in advance	1,394,985	-	-	-
Total current liabilities	1,516,765	324,165	230,582	177,836
Non-current liabilities				
Lease liabilities	-	5,245	10,136	16,556
Total current liabilities	-	5,245	10,136	16,556
Total liabilities	1,516,765	329,410	240,718	194,392
Net assets/(liabilities)	(24,028)	40,723	380,510	717,102
Equity				
Contributed equity	1,202,250	1,202,250	1,202,250	1,202,250
Accumulated losses	(1,226,278)	(1,161,527)	(821,740)	(485,148)
Total equity/(deficiency)	(24,028)	40,723	380,510	717,102

The statement of financial position shows the historical financial position of BlinkLab Limited and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5.

APPENDIX 2

BlinkLab Limited
Statement of Profit and Loss and Other Comprehensive Income

	Reviewed for the period ended 30 November 2023 $	Audited for the year ended 30 June 2023 $	Reviewed for the half-year ended 31 December 2022 $	Audited for the period 17 August 2021 to 30 June 2022 $
General and administration expenses	(163,652)	(193,778)	(111,821)	(328,472)
Compliance and regulatory expenses	(5,031)	(11,080)	(6,889)	(3,151)
Amortisation and depreciation	(25,273)	(55,811)	(27,381)	(19,354)
Employee benefit expenses	178,467	(393,720)	(179,098)	(119,108)
Legal fees	(42,237)	(11,061)	(2,614)	(782)
Marketing and advertising	-	(3,927)	(1,930)	(6,796)
Finance costs	(367)	(1,319)	(765)	(1,994)
Other expenses	(6,658)	(5,683)	(6,094)	(5,491)
Loss before income tax	(64,751)	(676,379)	(336,592)	(485,148)
Income tax benefit / (expense)	-	-	-	-
Loss after income tax for the period	(64,751)	(676,379)	(336,592)	(485,148)
Other comprehensive income, net of income tax				
Items that may be reclassified subsequently to profit or loss	-	-	-	-
Other comprehensive loss for the period, net of tax	(64,751)	(676,379)	(336,592)	(485,148)
Total comprehensive loss attributable to members of the entity	(64,751)	(676,379)	(336,592)	(485,148)

The statement of profit or loss and other comprehensive income shows the historical financial performance of BlinkLab Limited and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5.

APPENDIX 3

BlinkLab Limited
Statement of Cash Flows

	Reviewed for the period ended 30 November 2023 $	Audited for the year ended 30 June 2023 $	Reviewed for the half-year ended 31 December 2022 $	Audited for the period 17 August 2021 to 30 June 2022 $
Cash flows from operating activities				
Receipts from customers	-	-	-	-
Payments to suppliers and employees	(305,696)	(472,025)	(254,884)	(301,339)
Finance costs	(367)	(1,319)	(765)	(1,994)
Net cash used in operating activities	(306,063)	(473,344)	(255,649)	(303,333)
Cash flows from investing activities				
Payments for intangible assets	(11,639)	(63,977)	(42,794)	(211,758)
Purchase of property, plant and equipment	-	(19,094)	(15,895)	(53,105)
Net cash used in investing activities	(11,639)	(83,071)	(58,689)	(264,863)
Cash flows from financing activities				
Proceeds from issue of shares	1,394,985	-	-	1,202,250
Principal payments of lease liabilities	(4,560)	(14,196)	(9,519)	(13,611)
Net cash provided by financing activities	1,390,425	(14,196)	(9,519)	1,188,639
Net increase in cash held	1,072,723	(570,611)	(323,857)	620,443
Cash and cash equivalents at the beginning of the period	50,056	616,912	616,912	-
Exchange rate fluctuations on cash and cash equivalents balance	(6,325)	3,755	2,453	(3,531)
Cash and cash equivalents at the end of the period/year	1,116,454	50,056	295,508	616,912

The Statement of Cash Flows shows the historical cash flows of BlinkLab Limited and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5.

Nexia Australia

APPENDIX 4

BlinkLab Limited
Pro-forma Statement of Financial Position

	Reviewed for the period ended 30 November 2023 $	Subsequent Events $	Notes	Effect of IPO $	Pro forma after Capital Raising Offer $
CURRENT ASSETS					
Cash and cash equivalents	1,116,454	12,015	**3**	6,304,055	7,432,524
Trade and other receivables	74,303	-		-	74,303
	1,190,757	12,015		6,304,055	7,506,827
NON-CURRENT ASSETS					
Intangible assets	265,472	-		-	265,472
Right of use assets	10,182	-		-	10,182
Property, plant & equipment	26,326	-		-	26,326
	301,980	-		-	301,980
CURRENT LIABILITIES					
Trade and other payables	111,108	-		-	111,108
Lease liabilities	10,672	-		-	10,672
Subscriptions received in advance	1,394,985	(1,394,985)	**4**	-	-
	1,516,765	(1,394,985)		-	121,780
NET ASSETS	**(24,028)**	**1,407,000**		**6,304,055**	**7,687,027**
EQUITY					
Contributed equity	1,202,250	1,407,000	**5**	6,304,055	8,913,305
Reserves	-	-	**6**	893,060	893,060
Accumulated losses	(1,226,278)	-		(893,060)	(2,119,338)
TOTAL EQUITY	**(24,028)**	**1,407,000**		**6,304,055**	**7,687,027**

We note that the pro forma statement of financial position does not account for working capital movement over the period to completion. We have been advised that the working capital spend since 30 November 2023 amounts to $54,988. Cash and cash equivalents as at 7 February 2024 was $914,736.

The pro forma statement of financial position after the offer is as per the statement of financial position before the Capital Raising Offer is adjusted for any subsequent events and the transactions relating to the issue of shares pursuant to this prospectus. The statement of financial position to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 5 and prior period financial information set out in Appendices 1, 2 & 3.

BlinkLab Limited
Notes to and forming part of the Historical and Pro-forma financial information

Note 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Reporting Entity

BlinkLab Limited (referred to as "BlinkLab" or the "the Company") is a company domiciled in Australia. The address of the Company's registered office and principal place of business is located at Level 5, 126-130 Phillip Street
Sydney NSW 2000. disclosed in the Corporate Directory of the Annual Report. The principal activities of the Company during the period were the research and development of mental health care through mobile solutions.

(b) Basis of preparation

Statement of Compliance

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001. The financial statements comply with International Financial Reporting Standards ("IFRS") adopted by the International Accounting Standards Board ("IASB"). BlinkLab Limited is a for-profit entity for the purpose of preparing the financial statements.

Basis of measurement

The financial statements have been prepared on a going concern basis in accordance with the historical cost convention, unless otherwise stated.

Significant Judgements and Estimates

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

(c) Functional and Presentation Currency

The financial statements have been presented in Australian dollars, which is the Company's presentational currency. The Company's functional currency is United States dollars.

(d) Current and non-current classification

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

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

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current. Deferred tax assets and liabilities are always classified as non-current.

(e) Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

(f) Income tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current Tax
Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using
applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred Tax
Deferred tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity. Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end

of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

(h) Intangible assets

Developed Software
Costs incurred in developing or acquiring software, licenses or systems that will contribute future financial benefits or are capitalised. These include external direct costs of materials and service and direct payroll and payroll related costs of employees' time spent on the project. IT development costs include only those costs directly attributable to the development phase.

Recognition and measurement
The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with indefinite lives are amortised over the useful life of the asset on a straight-line basis. Significant software intangible assets are amortised over the useful life of up to twenty years. The amortization period and method is reviewed at each reporting date to determine whether indefinite life assessment continues to be supportable.

Impairment of intangible assets
Assets with finite lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets that have an indefinite useful life or not yet ready for use are tested annually for impairment or more frequently if events or changes in circumstances indicate that they may be impaired.

An impairment loss is recognised in the statement of comprehensive income for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less costs to sell and value in use.

(i) Right-of-use asset

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

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

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

(j) Property, plant and equipment

Each asset of plant and equipment is carried at cost less where applicable, any accumulated depreciation and impairment losses.

Plant & equipment
Plant and equipment are measured on the cost basis less depreciation and impairment losses.

(j) Property, plant and equipment (continued)

Depreciation
Items of plant and equipment are depreciated using the straight-line or diminishing value method over their estimated useful lives to the Company. The depreciation rates used for each class of asset for the current period are as follows:

- Computer Equipment 33%; and
- Plant & Equipment 20-50%.

Assets are depreciated from the date the asset is ready for use.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is assessed on the basis of expected net cash flows that will be received from the assets continual use or subsequent disposal.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income.

(k) Trade and other payables

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

(l) Lease liabilities

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

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

(m) Issued capital

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

At shareholders meetings, each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Ordinary shares are classified as equity.

(m) Issued capital (continued)

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

If the Company reacquires its own equity instruments, for example, as a result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

(n) Share based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using Hoadley ESO2 valuation model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period; and
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

(n) Share based payments (continued)

If the non-vesting condition is within the control of the entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

NOTE 2 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses.

Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results.

Note 3 CASH AND CASH EQUIVALENTS

	Reviewed 30 November 2023	Unaudited Pro-forma after Capital Raising Offer
	$	$
Cash and cash equivalents	1,116,454	7,432,524
Reviewed balance as at 30 November 2023		1,116,454
Subsequent adjustments:*		
Proceeds from issue of shares		12,015
		12,015
Pro-forma adjustments:		
Proceeds from shares issued under the IPO		7,000,000
Fees & other costs related to IPO		(695,945)
		6,304,055
Pro-forma balance		7,432,524

**As pointed out in the Pro forma Statement of Financial Position, the working capital movement over the period to completion was not accounted for. We have been advised that the working capital spend since 30 November 2023 amounted to $54,988. Cash and cash equivalents as at 7 February 2024 was $914,736.*

Note 4 SUBSCRIPTIONS RECEIVED IN ADVANCE

	Reviewed 30 November 2023	Unaudited Pro-forma after Capital Raising Offer
	$	$
Subscriptions received in advance	1,394,985	-
Reviewed balance as at 30 November 2023		1,394,985
Subsequent adjustments:		
Issue of shares for the consideration received in advance		(1,394,985)
		-
Pro-forma adjustments:		-
		-
Pro-forma balance		-

Note 5 CONTRIBUTED EQUITY

	Reviewed 30 November 2023	Unaudited Pro-forma after Capital Raising Offer
	$	$
Contributed equity	1,202,250	8,913,305
Reviewed balance as at 30 November 2023		1,202,250
Subsequent adjustments:		
Issue of shares		1,407,000
		1,407,000
Pro-forma adjustments:		
Proceeds from shares issued under the IPO		7,000,000
Fees & other costs related to IPO		(695,945)
		6,304,055
Pro-forma balance		8,913,305

	Reviewed 30 November 2023	Unaudited Pro-forma after Capital Raising Offer
	No.	No.
Contributed equity	52,425,003	99,150,003
Reviewed balance as at 30 November 2023		52,425,003
Subsequent adjustments:		
Issue of shares		11,725,000
		11,725,000
Pro-forma adjustments:		
Shares issued under the IPO		35,000,000
		35,000,000
Pro-forma balance		99,150,003

Note 6 RESERVES

	Reviewed 30 November 2023	Unaudited Pro-forma after Capital Raising Offer
	$	$
Reserves	-	893,060
Reviewed balance as at 30 November 2023		-
Subsequent adjustments:		
		-
Pro-forma adjustments:		
Options issued to non-executive chairman (i)		293,060
Performance rights to directors and officers (ii)		600,000
		893,060
Pro-forma balance		893,060

i. The Chairman Options have been valued using the Black Scholes option pricing model, with the key inputs and the values set out in the table below:

	Chairman Options
Number of options	2,000,000
Underlying share price	0.20
Exercise price	0.25
Expected volatility	100%
Life of the options (years)	5.00
Expected dividends	Nil
Risk free rate	3.85%
Value per option ($)	0.14653
Fair value of options ($)	293,060

ii. Performance Rights issued to directors and officers are valued at $0.20 per share which is the offer price per share in the Public Offer. These Rights without market based vesting conditions can be exercised at any time following vesting up to the expiry date, and as such it is appropriate to use the market value of share at the point of issue. Vesting condition is related to the Company receiving approval from the US good and drug administration ('FDA') for its smartphone based medical product which aids in the diagnosis and assessment of autism spectrum disorder. Management has determined the probability of rights vesting is 100 % therefore adjustment of the full value of the rights has been made to the pro forma Historical statement of Financial Position to reflect the issue of the Performance Rights.

Note 7 RELATED PARTY DISCLOSURES

Transactions with Related Parties and Director's Interests are disclosed in the Prospectus.

Note 8 COMMITMENTS AND CONTINGENCIES

No material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

APPENDIX 6

FINANCIAL SERVICES GUIDE

Nexia Perth Corporate Finance Pty Ltd ("NPCF") ABN 84 009 342 661 ('we' or 'us' or 'our' as appropriate), Australian Financial Services Licence ("AFSL") Number 289358 has been engaged by BlinkLab Limited to provide an Independent Limited Assurance Report ('ILAR" or "our Report') for the inclusion in the Prospectus.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ('FSG'). This FSG is signed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services license.

This FSG includes information about:

- NPCF and how they can be contacted;
- the services NPCF is authorised to provide;
- how NPCF are paid;
- any relevant associations or relationships of NPCF;
- how complaints are dealt with as well as information about internal and external dispute resolution systems, and how you can access them; and
- the compensation arrangements that NPCF has in place.

Where you have engaged NPCF we act on your behalf when providing financial services. Where you have not engaged NPCF, NPCF acts on behalf of our client when providing these financial services and are required to provide you with a FSG because you receive a report or other financial services from NPCF.

Financial Services that NPCF is Authorised to Provide

NPCF holds an AFSL authorising it to carry on a financial services business to provide financial product advice for securities and deal in a financial product by arranging for another person to issue, apply for, acquire, vary or dispose of a financial product in respect of securities to retail and wholesale clients.

We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of financial products.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our Report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

FINANCIAL SERVICES GUIDE (CONTINUED)

NPCF's Responsibility to You

NPCF has been engaged by the directors of BlinkLab Limited (the "Company" or the "Client") to provide general financial product advice in the form of an independent Accountant's report to be included in the Prospectus.

NPCF is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

Fees NPCF May Receive

NPCF charges fees for preparing Reports. These fees will usually be agreed with and paid by the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay NPCF approximately $10,000 (excluding GST and out of pocket expenses) for preparing the Report. NPCF and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from the Company for our professional services in providing this Report. That fee is not linked in any way with our opinion as expressed in this Report.

Referrals

NPCF does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and Relationships

Through a variety of corporate and trust structures NPCF is controlled by and operates as part of the Nexia Perth Pty Ltd (or the "Nexia Perth Entity"). NPCF's directors and authorised representative may be directors in the Nexia Perth Entity. Mrs Muranda Janse Van Nieuwenhuizen, authorised representative of NPCF and director in the Nexia Perth Entity, has prepared this Report. The financial product advice in the Report is provided by NPCF and not by the Nexia Perth Entity.

From time-to-time NPCF, the Nexia Perth Entity and related entities ("Nexia Entities") may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

Over the past two years $nil (excluding GST) in professional fees has been invoiced and/or received from the Client in relation to the provision of Independent Limited Assurance Reports.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the Proposed Transaction.

Complaints Resolution

If you have a complaint, please let NPCF know. Formal complaints should be sent in writing to:

Nexia Perth Corporate Finance Pty Ltd
Compliance Officer
GPO Box 2570
Perth WA 6001

If you have difficulty in putting your complaint in writing, please telephone the Compliance Officer, Mr Henko Vos, on +61 8 9463 2463 and he will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External Complaints Resolution Process

If NPCF cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Australian Financial Complaints Authority ("AFCA"). The AFCA is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about the AFCA is available at the AFCA website https://www.afca.org.au/ or by contacting them directly at:

Australian Financial Complaints Authority Limited
GPO Box 3, Melbourne, Victoria 3001
Telephone: 1300 56 55 62
Facsimile (03) 9613 6399
Email: info@afca.org.au

The Australian Securities and Investments Commission also has a free call info line on 1300 300 630 which you may use to obtain information about your rights.

Compensation Arrangements

NPCF has professional indemnity insurance cover as required by the *Corporations Act 2001* (Cth).

Contact Details

You may contact NPCF at:
Nexia Perth Corporate Finance Pty Ltd
GPO Box 2570
PERTH WA 6001

Nexia Australia

Adelaide Office
Level 3, 153 Flinders Street Adelaide SA 5000
GPO Box 2163 Adelaide SA 5001
E: receptionSA@nexiaem.com.au
P: +61 8 8139 1111
F: +61 8 8139 1100

Brisbane Office
Level 28, 10 Eagle Street Brisbane QLD 4000
GPO Box 1189 Brisbane QLD 4001
E: email@nexiabrisbane.com.au
P: +61 7 3229 2022

Canberra Office
Level 5, 17 Moore St Canberra ACT 2601
GPO Box 500 Canberra ACT 2601
E: mail@nexiacanberra.com.au
P: +61 2 6279 5400

Darwin Office
Level 2, 80 Mitchell Street Darwin NT 0800
GPO Box 3770 Darwin NT 0800
E: receptionNT@nexiaem.com.au
P: +61 8 8981 5585

Melbourne Office
Level 35, 600 Bourke St Melbourne VIC 3000
E: info@nexiamelbourne.com.au
P: +61 3 8613 8888
F: +61 3 8613 8800

Perth Office
Level 3, 88 William St Perth WA 6000
GPO Box 2570 Perth WA 6001
E: info@nexiaperth.com.au
P: +61 8 9463 2463
F: +61 8 9463 2499

Sydney Office
Level 22, 2 Market Street Sydney NSW 2000
PO Box Q776 QVB NSW 1230
E: info@nexiasydney.com.au
P: +61 2 9251 4600
F: +61 2 9251 7138

nexia.com.au

blinklab

ANNEXURE B

ANNEXURE B – IP REPORT

MEAGHER EMANUEL
LAKS GOLDBERG & LIAO, LLP
INTELLECTUAL PROPERTY LAW

One Palmer Square, Suite 325
Princeton, NJ 08542
609.454.3500
www.meagheremanuel.com

Intellectual Property Report

BlinkLab Limited

7 February 2024

MEAGHER EMANUEL
LAKS GOLDBERG & LIAO, LLP
INTELLECTUAL PROPERTY LAW

One Palmer Square, Suite 325
Princeton, NJ 08542
609.454.3500
www.meagheremanuel.com

TABLE OF CONTENTS

1. Executive Summary 3
2. BlinkLab Intellectual Property Portfolio 3
2.1 Overview 3
2.2 Patent Properties Licensed by BlinkLab 3
2.2.1 Patent Family: SYSTEM AND METHOD FOR REMOTE NEUROBEHAVIORAL TESTING 3
2.2.2 Patent Family: PSYCHOPHARMACOLOGICAL SYSTEM AND METHOD USING EYELID TRACKING 5
2.2.3 Patent Family: METHOD AND SYSTEM FOR MEASURING EMOTIONAL ENGAGEMENT 6
3. Proprietorship and Licensing of Technology 7
4. Validity of Intellectual Property 7
5. Freedom to Operate 8
6. Limitations and Qualifications 8
6.1 Information Sources 8
6.2 Jurisdictional Requirements 8
6.3 Patentability Search Limitations 9
6.5 Statement of Independence 9
A. Intellectual Property 11
A.1 Meaning of Intellectual Property 11
A.2 Patents 11
A.3 Patenting Process 11
A.4 Granted patents: Renewal Fees, Validity, Exploitation and Enforcement 13
A.5 Freedom to Operate 13

1. Executive Summary

BlinkLab Limited ("BlinkLab") has commissioned Meagher Emanuel Laks Goldberg & Liao, LLP ("Meagher Emanuel") to prepare this Report for inclusion in a prospectus to be issued by BlinkLab Limited ("Prospectus").

BlinkLab Limited holds an exclusive licensing agreement with The Trustees of Princeton University ("Princeton"), granting BlinkLab Limited an exclusive, royalty-bearing, non-transferable license to utilize, develop, modify, commercialize, and exploit the technology specified in Section 2.2.1 within the applicable patent jurisdictions, encompassing all fields of use.

Based on our current knowledge, the Report is accurate as of its publication date, with the exceptions and limitations outlined in Section 6 (specifically, those pertaining to the information sources detailed in Section 6.1). Meagher Emanuel is not aware of any anticipated material changes to the status of the matters described below, unless otherwise noted.

A brief overview of Intellectual Property (IP) protection is provided at Appendix A

2. BlinkLab Intellectual Property Portfolio

2.1 Overview

BlinkLab has an exclusive license agreement with Princeton who is the owner of patent applications pending in a number of countries based on international (PCT) application No. PCT/US2021/058698.

2.2 Patent Properties Licensed by BlinkLab

2.2.1 Patent Family: SYSTEM AND METHOD FOR REMOTE NEUROBEHAVIORAL TESTING

Summary

This patent family is based on PCT application No. PCT/US2021/058698, filed on 10 November 2021 and published on 19 May 2022 as WO2022103784A1. PCT/US2021/058698 claims priority to provisional U.S. Provisional Patent Application No. 63/111,960, filed November 10, 2020, U.S. Provisional Patent Application No. 63/197,002, filed on June 4, 2021, and U.S. Provisional Patent Application No. 63/218,607, filed on July 6, 2021. The inventors are Henk-Jan Boele and Samuel S.-H. Wang. Although this patent family remains owned by Princeton, BlinkLab has an exclusive license agreement with Princeton that provides BlinkLab with a royalty-bearing, non-transferable license to use, develop, modify, commercialize, and exploit the technology outlined in this Section 2.2.1 as of the commencement date of 20 June 2021.

Applications are currently pending in Australia, Canada, Europe, Japan, Korea, and the United States. Details of these applications are listed below.

Status

The Table below summarizes the status of the applications related to PCT/US2021/058698.

Region	***Filing Date***	***Official No.***	***Status***
Australia	8 Jun 2023	2021378273	Pending
Canada	13 Apr 2023	3195596A	Pending
Europe	9 Apr 2023	21892692.1A	Pending
Japan	10 May 2023	2023528017	Pending
Korea	2 Jun 2023	1020237018839A	Pending
US	9 May 2023	18/036,009	Pending

Subject Matter

General

This patent family is directed towards systems and methods for neurobehavioral testing, including eyeblink conditioning and prepulse inhibition, without air puffs, that utilizes an electronic device with a light source, a camera, and a speaker, and makes assessments based on the degree to which an eyelid is closed after a user is exposed to conditional and unconditional stimuli. In an embodiment, a method for eyeblink conditioning without air puffs comprises: a. starting to emit a sound from a speaker on a mobile device; b. capturing one or more initial images of at least one eye while the sound is being emitted; c. emitting a light from a light source on the mobile device while the sound is being emitted, the emitting of light beginning a fixed period of time after the sound began emitting; d. capturing one or more final images of the at least one eye while the light and sound are being emitted; e. stopping the emitting of the sound and the light; and f. repeating steps a-e, wherein no equipment is attached to a user's face.

Australia, Canada, Europe, Japan, Korea, and United States

Prosecution has not commenced in any of these countries. The claims of the patent applications pending in each of Australia, Canada, Europe, Japan, Korea, and United States currently contain the claims as filed for the PCT application PCT/US2021/058698 and are directed to subject matter including:

> (i) Methods for eyeblink conditioning without air puffs, comprising: a. starting to emit a sound from a speaker on a mobile device; b. capturing one or more initial images of at least one eye while the sound is being emitted; c. emitting a light from a light source on the mobile device while the sound is being emitted, the emitting of light beginning a fixed period of time after the sound began emitting; d. capturing one or more final images of the at least one eye while the light and sound are being emitted; e. stopping the emitting of the sound and the light; and f. repeating steps a-e, wherein no equipment is attached to a user's face.

(ii) Devices for eyeblink conditioning without air puffs, comprising: one or more processors configured with instructions that, when executed, cause the one or more processors to: a. cause a speaker configured to start emitting a sound at a first point in time and stop emitting a sound at a second point in time; b. cause a light source configured to start emitting light at a third point in time and stop emitting light at the second point in time, where the third point in time follows the first point in time after a fixed delay interval; c. receive one or more first images of at least one eye from a camera while the speaker is emitting a sound and the light source is not emitting light; d. receive one or more second images of the at least one eye from the camera while the speaker is emitting a sound and the light source is emitting light; and e. determine a degree of openness of the at least one eye in each of the one or more first images and the one or more second images.

An International Search Report (ISR) for PCT application PCT/US2021/058698 was mailed 25 March 2022. The ISR did not cite any references alleged to anticipate the claimed invention, though, as often happens, several cited references are alleged to be operatively combinable by one skilled in the art such that the claims would lack inventive step. Given the nature of an ISR (that being it provides an opinion as to the patentability of the claims in view of that search only), we are of the view that submissions can be made during the regional/national phase, to dismiss the validity of the references, or the claims can be amended (as necessary) to avoid the references cited.

2.2.2 Patent Family: PSYCHOPHARMACOLOGICAL SYSTEM AND METHOD USING EYELID TRACKING

Summary

This patent family consists of a single U.S. Patent Application (US 63/428,952) filed 30 November 2022. BlinkLab filed PCT Application No. PCT/US2023/081810 on 30 November 2023, claiming priority to US 63/428,952.

Status

The Table below summarizes the status of the applications related to US 63/428,952.

Region	***Filing Date***	***Official No.***	***Status***
US	30 Nov 2022	63/428,952	Expired
PCT	30 Nov 2023	PCT/US2023/081810	Pending

Subject Matter

This family is directed to psychopharmacology, and specifically to using computer-based eyelid-tracking technology to assist in identifying correct medication dosing for patients with neurodeviate conditions, such as autism spectrum disorder, ADHD, and schizophrenia. Disclosed systems and methods may be used to, *e.g.*, reduce the time required to identify whether a prescribed dosage is correct.

In an embodiment, a method is provided for identifying correct dosing in patients being treated with a medication for neurodeviate conditions may be provided. The method may include performing three or more tests of a startle response of a user, each test occurring a different time after the user has been administered a medication. In preferred embodiments, each test may utilize a mobile device having a camera, display, and optionally a speaker. The method may include receiving a plurality of images of at least one eye of the user from a camera during each test. The method may include calculating amplitudes of a closure of an eyelid of the at least one eye for each test. The method may include determining a value of a correlation between predetermined plasma concentrations of the medication and the amplitudes of the closure of the eyelid at the different times after the user has been administered the medication. The method may include determining whether a correct dose has been achieved based on the value of the correlation. In some embodiments, all of these steps may be performed on the mobile device. In some embodiments, the mobile device may send the plurality of images to a remote processor, the remote processor being configured to calculate the amplitudes, determine the correlation, and determining whether the correct dose has been achieved.

2.2.3 Patent Family: METHOD AND SYSTEM FOR MEASURING EMOTIONAL ENGAGEMENT

Summary

This patent family consists of a single U.S. Patent Application (US 63/460,451) filed 19 April 2023. Further applications (such as PCT applications) may be filed from this application by 19 April 2024.

Status

The Table below summarizes the status of the applications related to US 63/460,451.

Region	***Filing Date***	***Official No.***	***Status***
US	19 Apr 2023	63/460,451	Pending

Subject Matter

This family is directed to various techniques for determining emotional engagement (an important factor in assessing the effectiveness of visual stimuli such as videos or pictures), and specifically, to determining emotional engagement based on auditory Startle Responses, prepulse inhibition, and spontaneous eye blink / eye movements.

In an embodiment, a method is provided for measuring emotional engagement while watching video or picture content may be provided. The method may include displaying, on a first display, video, or picture content. While an individual is watching the video or picture content on the display, the method may include using a camera to capture video including one or more eyes of the individual and exposing the individual to one or more visual and/or auditory stimuli. The method may include determining values representing

eye movement and blink rate based on the video including one or more eyes of the individual. The method may include calculating the cognitive load based on the values.

3. Proprietorship and Licensing of Technology

Ordinarily, patent rights for an invention are exclusively granted to the inventor(s) or individuals who have legally acquired the invention through means such as assignment, employment contracts, or other established mechanisms. Meagher Emanuel understands that Princeton is entitled to be recorded as the owner of the intellectual property rights listed only in Section 2.2.1 above, but not rights listed in Section 2.2.2 or 2.2.3. We have not seen all of the relevant employment agreements. However, some countries, such as the United States, require an executed assignment document. In this regard, as part of filing US 18/036,009 the inventors have executed assignment documents on 24 August 2023 recognizing that Princeton is entitled to their rights, the executed assignment documents having been recorded with the US PTO. It is important to note that there are legal mechanisms by which third parties can bring evidence that they have sole or joint entitlement to an invention and any patent application or patent obtained for that invention.

We are not aware of any issues regarding the ownership or entitlement with respect to the intellectual property rights listed in Section 2.2.1 above. However, it is noted that the invention was made with government support under Grant # R01-NS045193 awarded by the National Institutes of Health. As such, the government has certain rights in the invention. Under the Bayh-Dole Act the federal agency that funds research retains certain residual rights to inventions developed from that research which are aimed at allowing the US Government to step in and commercialize a patented invention where an organization has failed to do so. Meagher Emanuel considers it improbable that such rights would ever be exercised in respect of the intellectual property subject to the license agreement with Princeton (e.g., a ***non-exclusive*** right of the government use of the patent for some government purpose such as to address a public safety threat).

BlinkLab has an exclusive license agreement with Princeton providing them with a royalty-bearing, non-transferable license to use, develop, modify, commercialize, and exploit the intellectual property referred to in Section 2.2.1 within the relevant patent jurisdiction within the field of diagnostic and screening technology, as at the commencement date of 20 June 2021. It is noted in the license that the intellectual property remains owned by Princeton. As at the date of this Report, we did not identify any issues that would affect the validity of the license agreement between BlinkLab and Princeton.

4. Validity of Intellectual Property

While patents are granted to protect inventions, their validity is not absolute and can be subject to legal challenges. Several mechanisms exist in various jurisdictions to contest the validity of patent applications and granted patents, including: (a) re-examination

proceedings; (b) opposition or revocation proceedings; (c) proceedings initiated by a third party in court; and (d) affirmative defenses during infringement proceedings brought against an alleged infringer in court, and so on. To date, no legal action has been initiated regarding the patent rights mentioned in this Report.

5. Freedom to Operate

As noted in Appendix A, the grant of patent rights as referred to in this Report provides no guarantee that the Company is entitled to freely use and commercialize its products or methods. When preparing this Report, Meagher Emanuel reviewed the PCT ISR to consider whether any potential freedom to operate issues exist in so far as whether BlinkLab is entitled to freely use and commercialize its products and/or methods. Based on our review of the PCT ISR and our substantive response expectations, we have not identified any issues in relation to the ability of BlinkLab to freely use and commercialize the technology outlined in Section 2. Since Meagher Emanuel did not conduct a search, it cannot be held liable for the accuracy of the search results and/or search strategy utilized by the PCT.

6. Limitations and Qualifications

6.1 Information Sources

For this Report, we utilized information from publicly accessible databases and registries in addition to our internal databases, particularly regarding intellectual property rights listed in Section 2. Meagher Emanuel cannot guarantee the accuracy of information derived from public sources and therefore accepts no liability for any discrepancies.

6.2 Jurisdictional Requirements

Patent laws and requirements vary across jurisdictions, influencing the grant and maintenance of patents. The assessment of patentability differs from country to country, with inventions granted in one jurisdiction potentially being excluded in another. Additionally, diverse jurisdictional requirements can lead to variations in the scope of protection for the same patents across different regions. The outcome of a patent application's examination in one jurisdiction does not bind the patent office of another jurisdiction. Similarly, international PCT searches and examination reports do not hold binding authority over national patent applications during the national phase. In certain jurisdictions, a duty exists to disclose specific information to the relevant patent office. This information can include pertinent prior art knowledge known to the applicant or their representatives or search results issued for corresponding foreign applications. Failure to disclose such information could negatively impact the patent's validity and/or enforceability. There may be changes to patent law and its interpretation by the courts in a

particular jurisdiction from time-to-time, which may have an impact on patents in the relevant jurisdiction.

6.3 Patentability Search Limitations

Patentability searches, like those conducted by patent offices, cannot guarantee the identification of all potentially relevant prior art that could impact the assessment of an invention's novelty and inventive step. These searches are typically computer-based and rely on the effectiveness of the database search strategy and the comprehensiveness of the databases utilized. For instance, the databases may not cover older published documents or certain jurisdictions. Additionally, patentability searching is influenced by the accuracy of records and the indexing and classification of the subject matter contained in those records. The scope of each search is also determined by the search strategy employed, such as the keywords selected for the search. Beyond documented prior art, other factors that may influence patentability assessment include commercialization or secret use of an invention by or with the authorization of a patent applicant (or their predecessor in title), public use of an invention, and non-confidential oral disclosures made before the priority date of a patent application. Since patentability searches focus on published documents, they may not uncover these alternative forms of prior art disclosures. Therefore, while patentability searches provide a reasonable indication of patentability, they cannot guarantee the identification and consideration of every relevant prior art record. Consequently, conclusions regarding the validity of a particular patent's claims based on patent office searches should be viewed as indicative rather than definitive. Furthermore, non-provisional patent applications are typically not published until at least 18 months from the earliest acceptable priority date. Consequently, a patentability search would not normally identify any potentially relevant third-party patent application with a priority date less than 18 months prior to the date of the patentability search. Additionally, delays may occur between official publication and the integration of information into the relevant database, potentially leading to the omission of certain documents from a patentability search.

6.5 Statement of Independence

Meagher Emanuel is a firm of patent and trademark attorneys that specializes in providing comprehensive intellectual property services. With extensive experience in protecting and defending intellectual property rights, Meagher Emanuel offers a wide range of services to help clients secure and maintain their valuable assets. Their team of experienced patent and trademark attorneys is dedicated to providing strategic guidance and representation at every stage of the intellectual property process. Neither Meagher Emanuel nor any of its partners has any interest or entitlement to securities in BlinkLab, other than fees for professional work done. Meagher Emanuel estimates it will be paid approximately USD$5000 for the preparation of this Report. Over the past 24 months preceding the date of the Prospectus, Meagher Emanuel has provided services to BlinkLab, either directly or indirectly through Princeton, in the amount of approximately USD$35,000 some of which were costs incurred

by our foreign associates handling the prosecution of applications mentioned herein. Consent for the inclusion of this Report in a Prospectus to be issued by BlinkLab, in the form in which it now appears, has been granted by Meagher Emanuel and has not been revoked, as at the date of this Report.

The person responsible for preparing this Report was Eamon J Wall, an electrical engineer and partner in the firm and a Registered Patent Attorney since 1994.

E J Wall

Eamon J Wall
Partner
February 7, 2024

APPENDIX A

Overview of Intellectual Property (IP) Protection

A. Intellectual Property

A.1 Meaning of Intellectual Property

The term "intellectual property" encompasses a broad spectrum of registrable and non-registrable rights, including patents, designs, trademarks, plant varieties, copyright, confidential information, and trade secrets. Sharing many characteristics with real and personal property, intellectual property can be considered an asset that can be bought, sold, licensed, exchanged, or otherwise transferred like other forms of property. Consequently, intellectual property owners have the right to safeguard their property from unauthorized use or sale.

This Report focuses solely on intellectual property in the form of patent applications and patents.

A.2 Patents

Patents safeguard inventions by granting a temporary monopoly to the inventor in exchange for fully disclosing the invention to the public. A patent protects novel (new), inventive (non-obvious), and useful inventions for a fixed period, typically up to 20 years, with the possibility of extension for certain types of inventions. Maintaining a pending patent application or granted patent requires the payment of renewal fees, typically on an annual basis. Patents may be granted for a wide range of subject matter, including new or improved products, new uses for existing products, and methods. However, the subject matter must have industrial applicability.

Patent protection is not granted on a global scale. Instead, each country has its own patent system, and separate patent applications must be filed in each country where protection is desired. While there is some degree of harmonization in patent granting procedures and standards across the world, differences in the criteria for patentability exist. Consequently, the scope of patent protection can vary from country to country, and a patent may not be granted in a particular jurisdiction if it fails to meet the specific requirements of that jurisdiction.

A.3 Patenting Process

Initiating patent protection in most countries involves filing an initial patent application that includes a patent specification detailing the invention. Submitting an Australian patent

application (provisional or complete/non-provisional) or an initial patent application in another foreign country fulfills this requirement.

A cornerstone of most patent systems is the requirement that the invention must be both novel and inventive (non-obvious) at the time of filing, meaning it must be distinct from what was publicly known or used at the date of the application. Therefore, a comprehensive disclosure of the invention is essential within the patent specification. A patent specification typically comprises a detailed description of the invention along with claims that define the extent of protection granted or requested for the invention.

To secure patent rights in foreign countries, additional patent applications must be filed within twelve (12) months of the initial application filing, as stipulated by the international Paris Convention. Failure to comply with this deadline may result in the loss of patent rights for the invention in those countries. The Paris Convention establishes a priority date for the invention in all participating countries, including the USA, Japan, China, and Australia, as well as regions like Europe and Eurasia, upon the filing of the initial patent application.

To secure patent protection in multiple foreign countries, inventors can either file individual patent applications in each country or, in certain cases, utilize a regional patent office that handles applications for multiple countries, such as the European Patent Office or the African Regional Industrial Property Organization. Additionally, the Patent Cooperation Treaty (PCT) provides a mechanism for filing a single international patent application (PCT application). The PCT application reserves the applicant's rights to file individual applications in over 150 countries. Filing individual applications following the filing of a PCT application is known as entering the national or regional phase. If protection is also desired in the relatively few countries not covered by a PCT application, the applicant can file complete applications directly in those countries in parallel with the PCT application.

Following the filing of a PCT application, an international search is conducted by one of the designated international patent offices. The search results are compiled in an International Search Report, which outlines published documents that may impact the patentability of the invention claimed in the international application. Accompanying the International Search Report is a Written Opinion, which elaborates on the relevance of the cited documents. Based on the International Search Report, the applicant may choose to withdraw the application. However, if the PCT application is not withdrawn, it is published by the International Bureau along with the International Search Report.

To proceed further with the PCT application, the applicant must transition the application into the national or regional phase within thirty (30) months from the initial patent filing date. This involves filing separate applications at the respective national or regional patent offices. In certain jurisdictions, such as Australia and regions like Europe, the deadline is extended to thirty-one (31) months. Upon entering the national or regional phase, specific

documentation and fee requirements must be met in each jurisdiction. For non-English speaking countries, this includes translating the PCT specification into the relevant language. Failure to enter the national or regional phase in a particular jurisdiction typically results in the forfeiture of patent protection opportunities in that jurisdiction.

The progression of national or regional patent applications is governed by the legal framework and patent jurisprudence of the respective country or region. In most jurisdictions, such as Australia, Europe, the United States, China, and Japan, the patent examination process involves evaluating the invention against the relevant prior art that existed at the priority date of the application. This examination establishes the "state of the art" against which the invention is assessed for its novelty, inventiveness (non-obviousness), usefulness, and compliance with the patentable subject matter requirements of that jurisdiction. Consequently, the examination process and the scope of protection granted vary from country to country. Generally, several years may elapse from the date of application until the patent is officially granted or registered.

Regional patent applications, such as those filed under the European Patent Convention, allow inventors to file a single application that covers multiple countries within the respective region. Once the single application undergoes examination and is deemed acceptable, it enters the grant phase. At this stage, the applicant can choose to validate the patent in all or a selection of the initially designated countries. Upon validation, each individual patent operates as if it were granted under the standard national procedures of each respective country.

A.4 Granted patents: Renewal Fees, Validity, Exploitation and Enforcement

Maintaining the validity of a granted patent requires the timely payment of renewal fees. Failure to pay these fees will result in the termination of the patent. A patent owner holds exclusive rights to utilize the patented technology throughout the patent's lifespan. This means they have the sole discretion to utilize the technology for their own benefit and prevent others from doing so. Alternatively, they may grant others permission to use the technology under the terms of a license agreement. Such agreements typically outline the scope of permitted use and the corresponding fees for such usage. Enforcing patent rights varies across jurisdictions. Remedies for unauthorized use (patent infringement) often include injunctions, which halt further infringement, damages or an accounting of profits, and legal costs.

A.5 Freedom to Operate

The grant of patent rights as referred to in this Report provides no guarantee that the Company is entitled to freely use and commercialize its products or methods. If additional third-party patents or patent applications are identified that contain claims or have a scope that is infringed by the Company and the claims are valid, the Company may be unable to obtain licenses to these patents or patent applications at a reasonable cost, if at all, and may

also be unable to develop or obtain alternative technology. If such licenses cannot be obtained at a reasonable cost, the business could be significantly impacted.

blinklab

APPLICATION FORM

APPLICATION FORM