

NANOVEU LIMITED
ACN 624 421 085

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 8 May 2025 (**Prospectus**) issued by Nanoveu Limited (ACN 624 421 085) (**Company**).

This Supplementary Prospectus is dated 13 May 2025 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

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

This Supplementary Prospectus will be issued with the Prospectus in hard copy or as an electronic copy and may be accessed on the Company's website at <https://www.nanoveu.com/investor-relations/>.

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

1. REASONS FOR THE SUPPLEMENTARY PROSPECTUS

On 12 May 2025, the Company announced that it had received an additional and final firm commitment of \$310,000 from an existing strategic Placement participant. The \$310,000 in firm commitments are in addition to the recently announced \$2,710,000 capital raise (refer to announcements dated 1 May 2025 and 7 May 2025).

This Supplementary Prospectus has been prepared to make certain amendments to the Prospectus and to provide additional disclosure, as set out in Section 2 below which should be read in conjunction with the Prospectus.

The content of this Supplementary Prospectus is not considered by the Company to be materially adverse to the Applicants. Accordingly, no action needs to be taken by Applicants who have already subscribed under the Prospectus.

2. AMENDMENTS TO THE PROSPECTUS AND ADDITIONAL DISCLOSURE

The Prospectus is amended as set out below.

2.1 Options Offer

Section 2.2 of the Prospectus is deleted in its entirety and replaced with the following:

*On 1 May 2025, the Company announced that it had received firm commitments to raise \$2,300,000 (before costs) for a placement of 74,193,549 Shares at an issue price of \$0.031 with one free attaching New Option for every two Shares subscribed for and issued (**Placement**). The Company also announced that it will apply to have the New Options Officially Quoted and tradeable on the ASX. On 7 May 2025, the Company announced, due to significant interest from members of its executive team, that it would increase the size of the Placement to include an additional \$410,000 (before costs) on the same terms as the funds already raised under the Placement. On 12 May 2025, the Company again announced that it had received an additional and final firm commitment of \$310,000 (before costs) from an existing strategic Placement participant.*

Under the Placement, the Company will issue 84,516,129 Shares and 42,258,064 New Options under the Company's Listing Rule 7.1 and 7.1A placement capacity. The remaining 12,903,226

Shares and 6,451,613 New Options to be issued to David Pevcic, (Executive Chairman), is conditional on Shareholders approving the issue at a general meeting anticipated to be held in early July 2025. If Shareholders do not approve the issue of the Shares and New Options to Dr Pevcic, the Company will not proceed with the issue of Securities to Dr Pevcic and it will not receive the \$400,000 commitment from Dr Pevcic.

In connection with the Placement, the Company has agreed to pay Evolution Capital and 62 Capital (together, the **Joint Lead Managers**) an aggregate of \$181,200 for lead manager services (being 6% of the gross amount raised under the Placement, excluding GST), together with 15,100,000 New Options.

On 9 May 2025, the Company issued 61,290,323 Shares and 30,645,162 New Options to the Placement participants and 11,500,000 New Options to the Joint Lead Managers under the Company's Listing Rule 7.1 and 7.1A placement capacity.

For Placement participants and Joint Lead Managers to be issued their New Options, they will need to accept the Offer made under this Prospectus. Further details are set out in Section 3.5.

2.2 The Options Offer

Section 3.4 of the Prospectus is amended by deleting all references to 13,550,000 and replacing it with 15,100,000.

2.3 Purpose of the Options Offer

Section 4.2 is amended by deleting all references to:

- (a) 13,550,000 and replacing it with 15,100,000; and
- (b) \$2,576,686 and replacing it with \$2,871,435.

2.4 Effect of the Offers

Section 4.3(b) of the Prospectus is deleted in its entirety and replaced with the following:

- (b) increase the total number of Options on issue from 235,295,256 as at the 8 May 2025 to 299,104,934 Options; and

2.5 Effect on the capital structure

Section 4.4 of the Prospectus is deleted in its entirety and replaced with the following:

The effect of the Offers on the capital structure of the Company, assuming all Securities are issued is set out below.

SHARES ¹	NUMBER
Shares currently on issue ²	803,720,550
Shares offered pursuant to the Offers	1,000
Total Shares on issue after completion of the Offer²	803,721,550

Notes

1. The rights and liabilities attaching to the Shares are summarised in Section 5.2 of this Prospectus.
2. 84,516,129 Shares under the Placement to be issued prior to the Closing Date of the Cleansing Offer. On 9 May 2025, the Company issued 61,290,323 Shares under the Placement. Subject to the Company receiving Shareholders approval, 12,903,226 Shares will be issued to Dr Pevcic. In the event that Shareholders do not approve the issue of the 12,903,226 Shares, Dr Pevcic will not be issued the 12,903,226 Shares and the Company will not receive the \$400,000. Further details of the Placement are set out in Section 2.2. Assumes all Shares under the Cleansing Offer are issued.
3. This assumes no Performance Rights are converted and Options are exercised.

OPTIONS	NUMBER
Unlisted Options exercisable at \$0.05 each on or before 31 December 2026	86,538,462
Unlisted Options exercisable at \$0.025 each on or before 30 January 2027	27,352,940
Unlisted Options exercisable at \$0.04 each on or before 15 June 2025	31,403,854
Unlisted Options exercisable at \$0.02 each on or before 26 January 2026	53,000,000
Unlisted Options exercisable at \$0.025 each on or before 14 February 2027	15,000,000
Unlisted Options exercisable at \$0.05 each on or before 31 December 2026	10,000,000
Unlisted Options exercisable at \$0.025 each on or before 6 January 2030	5,000,000
Unlisted Options exercisable at \$0.035 each on or before 6 January 2030	5,000,000
Unlisted Options exercisable at \$0.05 each on or before 31 December 2025	2,000,000
Total Options on issue¹	235,295,256
New Options offered pursuant to the Offer ²	63,809,678
Total Options on issue after completion of the Offers	299,104,934

Notes

- As at the date of the Prospectus dated 8 May 2025
- On 9 May 2025, the Company issued 30,645,162 New Options to the Placement participants and 11,500,000 New Options to the Joint Lead Managers under the Options Offer and which were granted Official Quotation (ASX: NVUO), with the remaining 11,612,903 New Options under the Placement and 3,600,000 New Options for the Joint Lead Managers to be issued in accordance with the timetable set out in Section 1. 6,451,613 New Options to be issued to Dr Pevcic is conditional on Shareholders approving the issue. In the event the Shareholders do not approve the issue of New Options, Dr Pevcic will not be issued the 6,451,613 New Options.
Further details of the Placement are set out in Section 2.2.
- The terms and conditions of the New Options are summarised in Section 5.1 of this Prospectus.

PERFORMANCE RIGHTS	NUMBER
Performance Rights currently on issue	157,090,833
Performance Rights offered under this Prospectus	Nil
Total Performance Rights on issue on completion of the Offers	157,090,833

The capital structure of the Company on a fully diluted basis as at the 8 May 2025 would be 1,196,106,639 Shares and on completion of the Offers (assuming all Securities are subscribed for and issued, and no other Securities are issued) would be 1,259,917,317 Shares.

2.6 Details of substantial holders

Section 4.5 of the Prospectus is deleted in its entirety and replaced with the following:

Based on Company records as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

SHAREHOLDER	SHARES	%
Sufian Ahmad	68,344,615	8.50

There will be no change to the substantial holders on completion of the Offers.

The Company confirms that no existing Shareholder will increase its shareholding to above 19.9% as a result of the Offers.

2.7 Risk Factors

Section 6.2(a) of the Prospectus is amended by deleting:

Upon completion of the Offers, assuming all New Options are issued the number of Options in the Company will increase from 235,295,256 to 292,544,934.

and replacing it with:

Upon completion of the Offers, assuming all New Options are issued the Number of Options in the Company will increase from 235,295,256 (as at 8 May 2025) to 299,104,934.

2.8 Continuous disclosure obligations

Section 7.2 of the Prospectus is amended by the inclusion of the following announcements made by the Company since the Prospectus was lodged:

DATE	DESCRIPTION OF ANNOUNCEMENT
12 May 2025	Proposed issue of securities – NVU
12 May 2025	Additional Upsizing of Placement to \$3.02 million
9 May 2025	Listing Of Options – Top 20 Holders and Distribution Reports
9 May 2025	Application for quotation of securities – NVU
9 May 2025	Strategic Capital Raise Completion
8 May 2025	Update – Proposed issue of securities – NVU
8 May 2025	Update – Proposed issue of securities – NVU
8 May 2025	Proposed issue of securities – NVU
8 May 2025	CLEANSING PROSPECTUS

2.9 Glossary

Section 9 of the Prospectus is amended by deleting in their entirety the definitions for New Options and Options Offer and being replaced with the following:

New Options means a listed Option (ASX: NVUO) to be issued pursuant to the Options Offer on the terms and conditions set out in Section 5.1

Options Offer means the offer of up to 63,809,678 New Options under this Prospectus

3. CONSENTS

The Company confirms that each of the advisors that have given their written consent to being named in the Prospectus (refer to Section 7.6) and this Supplementary Prospectus have not withdrawn that consent prior to the lodgement of this Supplementary Prospectus with the ASIC.

4. DIRECTORS' AUTHORISATION

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

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