



ACN 084 464 193

**NOTICE OF GENERAL MEETING
Explanatory Memorandum and Proxy Form**

Time: 2.00pm (Sydney time)

Date: Friday 19 June 2026

**To be held at the office of Addisons at Level 9, 2 Park Street, Sydney NSW
2000**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Bioxyne Limited
ACN 084 464 193

Registered Office: Level 5
50 Clarence St
Sydney NSW 2000

NOTICE OF GENERAL MEETING

Bioxyne Limited (ASX:BXN) (**Bioxyne, BXN** or the **Company**) is pleased to provide this Notice of Meeting and the accompanying Explanatory Memorandum in relation to a General Meeting to be held on Friday 19 June 2026.

Notice is hereby given that a General Meeting (**Meeting**) of the Shareholders of Bioxyne will be held on Friday 19 June 2026, commencing at 2.00pm (Sydney time).

The Meeting will be held at the office of Addisons at Level 9, 2 Park Street, Sydney NSW 2000.

Shareholders will be provided with the opportunity to ask questions at the Meeting.

All resolutions at the Meeting will be decided on a poll. Shareholders are encouraged to record their vote by proxy in advance of the Meeting using the personalised Proxy Form enclosed with this Notice. Further details on how to vote via Proxy are set out in this Notice, following the description of the business of the Meeting.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and Proxy Form.

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IMPORTANT NOTICE

You should read the Notice of Meeting (including the Explanatory Memorandum) in its entirety before making a decision as to how to vote at the Meeting. A copy of the Notice of Meeting has been lodged with ASX.

KEY DATES

Date and time for lodgement of proxies:	2.00 pm (Sydney time) on 17 June 2026
Date and time of Meeting:	2.00 pm (Sydney time) on 19 June 2026

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Bioxyne Limited (ACN 084 464 193) will be held on Friday 19 June 2026 at 2.00 pm (Sydney time).

The Meeting will be held at the office of Addisons at Level 9, 2 Park Street, Sydney NSW 2000.

The attached “**Explanatory Memorandum**” provides additional information on matters to be considered at the General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary in Section 10 of the Explanatory Memorandum.

ACQUISITION RESOLUTIONS

1. RESOLUTION 1 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of section 157 (1) (a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to “BLS Pharmaceuticals Limited”.

2. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that every 10 Shares be consolidated into 1 Share with fractional entitlements rounded down to the nearest whole Security.

INFORMATION ABOUT VOTING

Determination of Membership and Voting Entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7.00pm (Sydney time) on 17 June 2026.

How to Vote

Shareholders will be provided with a reasonable opportunity to ask questions about the Resolutions at the Meeting.

All Resolutions at the Meeting will be decided on a poll. Shareholders are encouraged to record their vote by proxy in advance of the Meeting using the personalised Proxy Form enclosed with this Notice. Further details on how to vote via Proxy are set out below. Shareholders in attendance at the Meeting will be asked to register when joining the Meeting and will then be provided with an opportunity to vote on each Resolution.

You may vote at the Meeting by attending the Meeting or by proxy, attorney or representative.

(a) Voting at the Meeting

Votes at the Meeting may be given personally or by proxy, attorney or representative.

All Resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge a directed proxy in advance of the Meeting via: <https://investor.automic.com.au/#/loginsah>. Upon a poll, every person who has lodged a proxy, or who is present in person, corporate representative or attorney will have one vote for each Share held by that person.

(b) Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote at the Meeting on the Shareholder's behalf by completing, signing and returning the enclosed Proxy Form by the time and in accordance with the instructions set out in the Proxy Form.

The proxy need not be a Shareholder. A Shareholder entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise one-half of the votes. Fractions will be disregarded.

To be effective, Proxy Forms must be received by the Company by no later than 2.00pm (Sydney time) on 17 June 2026.

Shareholders are encouraged to lodge their Proxy Form online via <https://investor.automic.com.au/#/loginsah>, or by completing and submitting their Proxy Forms via email to meetings@automicgroup.com.au.

A Proxy Form submitted via email must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.

Shareholders can direct their proxy to vote for, against, or to abstain from voting on, a Resolution by marking the appropriate box in the enclosed Proxy Form.

Where the boxes 'for', 'against' or 'abstain' opposite the items for Resolutions are not completed, this will be deemed an express authorisation for the person appointed as proxy to exercise the proxy as they see fit.

Shareholders and their proxies should be aware that if a proxy holder votes, they must cast all directed proxies as directed, and any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

The Chair intends to vote all undirected and available proxies in favour of each item of business, subject to any voting exclusions that apply to the proxy. Shareholders will be informed of the proxy position at the Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(c) Voting by corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be emailed to info@bioxyne.com, with the corporate shareholder's request to register for the Meeting.

(d) Voting by attorney

A Shareholder entitled to vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney or a certified copy of the authority must be emailed to info@bioxyne.com with your request to register for the Meeting.

Chair's voting intentions

If you intend to appoint the Chair of the Meeting as your proxy, you are encouraged to direct the Chair on how to vote by marking the appropriate box for each Resolution on the Proxy Form.

If you appoint the Chair of the Meeting as your proxy, or the Chair of the Meeting is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Proxy Form authorises the Chair to vote as they decide. Subject to any voting restrictions and exclusions, the Chair intends to vote all available proxies in favour of all Resolutions.

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on +61 407 983 270.

If you are in any doubt as to how you should vote, you should seek advice from your professional advisers.



By order of the Board
Guy Robertson
Company Secretary
21 May 2026

EXPLANATORY MEMORANDUM

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting. Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the Glossary in Section 1 of this document.

Resolution 1 – Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to “BLS Pharmaceuticals Limited”.

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the branding and of the future operations of the Company.

The proposed name has been reserved with by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company’s registration.

If approved by shareholders, the ASX code will change from BXN to BLS.

Resolution 2 – Consolidation of Capital

2.1 Background

This Resolution seeks Shareholder approval for the purposes of Section 254 of the Corporations Act and for all other purposes to consolidate the Company’s issued capital on a 10:1 basis (Consolidation).

2.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;
- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

2.3 Effect on capital structure

The effect which the Consolidation will have on the Company’s capital structure is set out in the table below. The Consolidation will not have any impact on the voting interests of shareholders.

	Shares ¹	Performance Rights ¹
Pre-Consolidation	2,281,433,310	86,408,334
Post Consolidation	228,143,331	8,640,833

	Number of options		Option exercise price	
	Pre Consolidation	Post Consolidation	Pre Consolidation	Post Consolidation
BXNAE expiring 26/3/2027	58,132,203	5,813,220	\$0.05	\$0.50
BXNAF expiring 26/3/2027	18,786,000	1,878,600	\$0.0437	\$0.437
BXNAG expiring 26/3/2027	1,150,000	115,000	\$0.01	\$0.10

¹Subject to rounding of fractional entitlements

2.4 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 10. Fractional entitlements will be rounded down to the nearest whole number.

2.5 Indicative timetable

Action	Date
Company announces Consolidation and releases Appendix 3A.3	Thursday 21 May 2026
Company sends out the Notice	Friday 22 May 2026
Shareholders approve the Consolidation	Friday 19 June 2026
Company announces effective date of consolidation	Friday 19 June 2026
Effective Date of Consolidation	Monday 22 June 2026
Last day for pre-Consolidation trading	Tuesday 23 June 2026
Post-Consolidation trading commences on a deferred settlement basis	Wednesday 24 June 2026
Record Date	Thursday 25 June 2026
Last day for the Company to register transfers on a pre-Consolidation basis	Friday 26 June 2026
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Friday 26 June 2026
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred	Thursday 2 July 2026

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

2.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 2.5 above), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

2.7 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

1. GLOSSARY

The following is a glossary of various words and their meanings used in the Notice of Meeting and Explanatory Memorandum:

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

“**BLS**” or “**Breathe Life Sciences**” means Breathe Life Sciences Pty Limited (ACN 647 597 822).

“**BLS Share**” means a fully paid ordinary share in the capital of BLS.

“**Board**” means the board of Directors of the Company as constituted from time to time.

“**Chair**” means the chair of the Meeting.

“**Company**” or “**Bioxyne**” or “**BXN**” means Bioxyne Limited (ABN 97 084 464 193) of Suite 506 Level 5, 50 Clarence Street, Sydney, NSW 2000.

“**Constitution**” means the constitution of the Company as in force from time to time.

“**Corporations Act**” means *Corporations Act 2001 (Cth)*.

“**Director**” means a director of the Company.

“**Equity Securities**” has the same meaning as in the Listing Rules, and includes a Share, an Option, a right to a Share or Option, a convertible security and any security that ASX decides to classify as an Equity Security.

“**Explanatory Memorandum**” means the explanatory notes and additional information to the Resolutions in the Notice.

“**Listing Rules**” or “**ASX Listing Rules**” means the official listing rules issued and enforced by the ASX as amended from time to time.

“**Meeting**” or “**General Meeting**” means the General Meeting convened by the Notice.

“**Notice**” or “**Notice of Meeting**” means this notice of General Meeting, including the Explanatory Memorandum and Proxy Form.

“**Option**” means an option to acquire a Share.

“**Ordinary Business Resolution**” means Resolution 2.

“**Performance Right**” means an entitlement to acquire a Share on the terms and conditions determined by the Board (including under the Incentive Plan, if approved).

“**Proxy Form**” means the proxy form accompanying the Notice.

“**Resolution**” means each resolution to be considered at the Meeting.

“**Share**” means a fully paid ordinary share in the issued capital of the Company.

“**Share Registry**” means Automic Group.

“**Shareholder**” means the holder of a Share.

“**Voting Power**” has the meaning given in section 610 of the Corporations Act.

Your proxy voting instruction must be received by **2:00pm (AEST) on Wednesday, 17 June 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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