

# GO-Dx

GO-Dx CORPORATION (AUST) LTD ACN 673 839 613

## REPLACEMENT PROSPECTUS

### Proposed NSX Code: GD8

By this Replacement Prospectus, GO-Dx Corporation (Aust) Ltd ACN 673 839 613 (**Company**) invites investors to apply for between 13,157,895 Offer Shares and up to 21,052,632 Offer Shares at an issue price of \$0.38 per Offer Share to raise between \$5,000,000 and up to \$8,000,000 (before expenses of the Offer).

The Offer contained in this Replacement Prospectus is conditional upon NSX admitting the Company to the Official List of NSX and granting Official Quotation of the Offer Shares, the satisfaction of such terms and conditions prescribed by the Listing Rules, as well as other conditions detailed in this Replacement Prospectus.

**The Offer is scheduled to close at 5.00pm (AEDT) on 5 April 2024 unless extended or withdrawn. Applications must be received before that time to be valid.**

### IMPORTANT NOTICE

Applicants should read this Prospectus in its entirety before deciding to apply for Offer Shares. If, after reading this Prospectus, you have any questions about the Offer, you should contact your professional advisors.

There are risks associated with an investment in the Company and the Offer is to be regarded as a speculative investment. Please refer to Section 6 of this Prospectus for the risk factors associated with the Offer.

**This is a Replacement Prospectus dated 15 March 2024. It replaces a prospectus dated 15 February 2024 relating to the Shares of the Company.**



### DISCLAIMER

Application has been/will be made for listing of the Company's securities offered by this disclosure document to the NSX. The fact that the NSX may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities. The NSX takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.



# Corporate directory

## DIRECTORS OF THE COMPANY

**Dr Kah Meng Lim** (Group Managing Director and Chief Executive Officer)

**Mr Sah Soon Lim** (Executive Director)

**Mr Justyn Stedwell** (Independent / Non-Executive Director)

**Mr Matthew Leonard** (Independent / Non-Executive Director)

## KEY MANAGEMENT PERSONNEL

**Dr Kah Meng Lim** (Chief Executive Officer)

**Mr Danny Hock Kiong Heng** (Chief Financial Officer)

**Dr Ron Eng Lee Tan** (Chief Scientific Officer)

## REGISTERED OFFICE

C/- Moray & Agnew Lawyers  
Level 6, 505 Little Collins Street  
Melbourne VIC 3000

## PRINCIPAL PLACE OF BUSINESS

3 Little Road,  
CRF Building, #07-02  
Singapore 536982

## NSX CODE

GD8

## SHARE REGISTRY\*

**Automic Pty Ltd**

Level 5, 126 Phillip Street  
Sydney NSW 2000

\* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.

## SINGAPORE AUDITOR

**HLB Atrede**

20 Peck Seah Street #05-00  
Singapore 079312

## AUSTRALIAN LEGAL ADVISORS

**Moray & Agnew Lawyers**

Level 6, 505 Little Collins Street  
Melbourne VIC 3000

## COMPANY SECRETARY

**Mr Bill Pavlovski**

## AUDITOR (AUSTRALIA)

**HLB Mann Judd (Vic) Partnership**

Level 9, 550 Bourke Street  
Melbourne VIC 3000

## INVESTIGATING ACCOUNTANT

**HLB Mann Judd Corporate Finance Pty Ltd**

Level 9, 550 Bourke Street  
Melbourne VIC 3000

## INTELLECTUAL PROPERTY EXPERT

**Amica Law LLC**

77 Robinson Road  
#22-01 Robinson 77  
Singapore 068896

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# Important notice

## GENERAL

This Prospectus is dated 15 March 2024 and has been prepared by GO-Dx Corporation (Aust) Ltd ACN 673 839 613 (**GO-Dx** or the **Company**), a public company incorporated in Victoria, Australia. This Prospectus replaces the prospectus lodged by the Company on 15 February 2024 (**Original Prospectus**). The information presented in this Prospectus is in connection with GO-Dx's listing to the Official List of the National Stock Exchange of Australia (**NSX**). A copy of this Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 15 March 2024. Neither ASIC nor NSX takes any responsibility for the contents of this Prospectus.

The Company will apply to NSX within seven (7) days following the date of issue of this Prospectus for Official Quotation by NSX of the Offer Shares.

The Offer contained in this Prospectus is an initial public offering (**IPO**) for the purpose of Chapter 6D of the Corporations Act (Cth) (**Corporations Act**) to acquire Offer Shares.

The Shares offered under this Prospectus will be issued to investors in the form of Offer Shares so that those investors may trade the shares on NSX and settle the transactions through CHES.

It is important that you read this Prospectus carefully and in full before deciding to subscribe for Offer Shares.

Refer to Sections 1 and 3 for further information on the Offer, including as to details of the securities that will be issued under this Prospectus.

## REPLACEMENT PROSPECTUS

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

- a) amendments providing further detail as to the Company's use of Artificial Intelligence (**AI**) (refer to section 2.8 and section 6.1);
- b) amendments providing further detail as to the Company's business model;
- c) amendments providing further detail regarding Related Party Transactions;
- d) amendments providing further detail regarding Material Contracts;
- e) amendments to the Risk section (refer to Section 1.4 and Section 6);
- f) update to the Industry Overview section;
- g) update to the indicative timetable.

## CONDITIONAL OFFER

The Offer is subject to and conditional upon the NSX admitting the Company to the Official List of the NSX and granting Official Quotation of the Shares.

If admitted to the Official List, GO-Dx will be a disclosing entity for the purposes of the Corporations Act and, as such, will be subject to regular reporting and disclosure obligations under the Corporations Act and the NSX Listing Rules.

## EXPIRY DATE

No securities will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

## INVESTMENT ADVICE

This Prospectus does not take into account your financial circumstances, financial objectives or particular needs (including your financial or taxation issues). Therefore, this Prospectus does not constitute investment advice. In considering the prospects of GO-Dx, you should consider any risk factors that may affect GO-Dx's business, financial condition and results of operations. Some of the risk factors that should be considered by prospective investors are set out in Section 6 of this Prospectus. You should obtain professional investment advice before subscribing for Offer Shares.

## ADDITIONAL COPIES OF PROSPECTUS

Additional copies of this Prospectus are available at the registered office of the Company.

The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

During the Offer Period, if you require additional copies of the Prospectus, you should contact the Share Registry at Automic Pty Ltd at 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 9:00am and 5:00pm AEDT from Monday to Friday or email to [hello@automic.com.au](mailto:hello@automic.com.au).

A copy of this Prospectus can be downloaded from the website of the Company, <https://gdx-corp.com/>. 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.

Please note that no document or information included on our website is incorporated by reference into this Prospectus.

## RESTRICTIONS ON OFFER

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction in which, 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 such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Offer Shares, or otherwise to permit a public offering of the Offer Shares, in any jurisdiction outside Australia and the Offer is not an offer or invitation in any jurisdiction where, or to any person whom, such an offer or invitation would be unlawful.

Any person who has a registered address in any other country who receives this Prospectus may only apply for Offer Shares where that person can rely on a relevant exception from, or is not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have a registered address.

The Company will not offer to sell, nor solicit an offer to purchase, any securities in any jurisdiction where such offer, sale or solicitation may not lawfully be made. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The taxation treatment of Australian securities, including the Offer Shares, may not be the same as those for securities in jurisdictions outside Australia. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

## NOTICE TO PROSPECTIVE INVESTORS IN SINGAPORE

This Prospectus and any other materials relating to the Offer Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Offer Shares, may not be issued, circulated or distributed, nor may the Offer Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Offer Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Offer Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## APPLICATION FORMS

Applications for Shares can only be made pursuant to the Application Form attached to and forming part of this Prospectus. The Corporations Act prohibits any person from passing the Application Form to any other person unless it is attached to, or accompanied by, a complete and unaltered version of the Prospectus.

The Application Form contained in this Prospectus contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form.

## DISCLAIMER

Except as required by law, and only to the extent so required, neither GO-Dx nor any other person warrants or guarantees the future performance of GO-Dx, or the payment of a return on the Offer Shares made pursuant to this Prospectus.

To the maximum extent permitted by law, GO-Dx and the Share Registry disclaim all liability, whether in negligence or otherwise to persons who sell or trade Offer Shares before receiving a holding statement, even if such persons received confirmation of allocation or confirmed their firm allocation through a broker.

This disclaimer does not purport to disclaim any warranties or liability which cannot be disclaimed by law.

No person is authorised to give any information or to make any representation in connection with the Offer which is not included in this Prospectus. Any information or representation not included in this Prospectus may not be relied on as having been authorised by GO-Dx, the Directors or any other person involved in the preparation of this Prospectus or the making of the Offer. In making any investment decision, you should rely only on the information in this Prospectus.

## EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an Exposure Period of seven (7) days from the date of this Prospectus. This period may be extended by a further seven (7) days by ASIC. The purpose of the Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of funds. If this Prospectus is found to be deficient, Applications received during the Exposure Period will be dealt with in accordance with section 724 of the Corporations Act. Namely, Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period and will receive no preference.

## PRIVACY

If you apply for Offer Shares you will provide personal information to the Company and the Share Registry. This enables your Application to be assessed, you to be registered as the holder of Shares, you to be entered in the Company's register of members and to enable the Company to contact you. The Company may from time to time be required to disclose your personal information to the Australian Taxation Office, other government agencies or as required by law. The Company and the Share Registry may disclose your personal information to its agents and service providers as authorised by the Privacy Act 1988 (Cth) or for purposes required by the Listing Rules or the Corporations Act. You may access your personal information by contacting the Share Registry and may request corrections to such personal information.

## ELECTRONIC PROSPECTUS

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Securities in response to an electronic application form, subject to compliance with certain provisions. 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 email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both. 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. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

## FORWARD LOOKING STATEMENTS

Various statements in this Prospectus constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way implicitly portrayed within this Prospectus. These risks, uncertainties and other factors include, but are not limited to, the matters described in Section 6 of this Prospectus. The Company gives no assurance that the anticipated results, performance or achievements expressed or implied in those forward looking statements will be achieved. Except to the extent required by law, the Company has no intention to update or review 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.

## STATEMENTS OF PAST PERFORMANCE

This Prospectus includes information regarding the past performance of the Company, including but not limited to the financial information included in Section 7 of the Prospectus. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

## DEFINITIONS

Please refer to the Glossary in Section 13 of this Prospectus for terms and abbreviations used in parts of this Prospectus.

## RISKS

Prospective investors should carefully consider whether the Offer Shares are an appropriate investment for them. The Offer should be regarded as a speculative investment, and there are significant risks associated with an investment in the Company. The Offer carries no guarantee whatsoever with respect to the future value of the Offer Shares, payment of dividends or return on capital invested. Potential investors should refer to Section 6 of this Prospectus for details regarding risks.

## MISCELLANEOUS

The financial amounts in this Prospectus are expressed in Australian dollars unless stated otherwise. Items displayed in photographs in this Prospectus are not necessarily assets owned by the Company. The inclusion of photographs supplied by persons or entities other than the Company does not constitute an endorsement or recommendation by those persons or entities of Offer Shares offered under this Prospectus.

All reference to time relate to the time in Victoria, Australia unless otherwise stated.



# Letter from the Group Managing Director



**Dr Kah Meng Lim**  
Group Managing  
Director and Chief  
Executive Officer

**Dear Investor,**

Welcome to the Prospectus of GO-Dx Corporation (Aust) Ltd ACN 673 839 613 (**Company** or **GO-Dx**).

On behalf of the Board of the Company, it is my pleasure to offer you the opportunity to become a shareholder in the Company.

The Company is seeking to raise between \$5,000,000 to \$8,000,000 (before expenses of the Offer) through the issue of between 13,157,895 Shares up to 21,052,632 Shares at an issue price of \$0.38 per Share (**Offer**).

The Company is in the medical diagnostics and diagnostics technology sectors of the healthcare industry, pioneering development and innovation with regard to personalised Ribonucleic acid (**RNA**) maps to support precision wellness and precision medicine, in particular, immunity, anti-ageing, neural health, and specific cancers. The Company operates such business via GO-Dx Singapore, its wholly owned subsidiary incorporated in Singapore.

Specifically, the Company's Business is focused on the following activities:

- commercialising its own RNA Mining / Mapping Platform, and development of its microRNA (**miRNA**) technologies;
- development of scientific methods using miRNA-based diagnostics for cancers;
- undertaking various artificial intelligence (**AI**) collaborations in the diagnostic space to develop an AI-enabled Platform to augment the RNA Mining / Mapping Platform and RNA Analytical Platform; and
- nutraceutical product supply rights and corresponding distribution rights to market and sell such products throughout various Asian jurisdictions.



In addition, the Company has made a strategic investment into Pathomics Health, a Singapore based company that focuses on genomics diagnostics and screening for cancers and infectious diseases.

The Company is also looking forward to partnering with Singapore's White Group, an established investment firm with investments in real estate, health and technologies, including AI – based technologies. White Group is associated with the Company's largest substantial shareholder, Mr Chin Hua Peh. The Company has entered into an AI-Platform Collaboration Agreement with White Group to develop AI-based platforms for automated disease prediction and diagnosis as well as data management and generation in the diagnostics space that the Company operates in.

The Business, the Products and the Services are analysed in greater detail in this Prospectus within Section 2, and I encourage you to closely read the information and analysis of the Business in that section of the Prospectus.

This Prospectus contains detailed information about the Company, the Business and the risks of participating in a speculative investment of this nature. The Board recommends that investors read this Prospectus carefully and in its entirety before making an investment decision. In particular, please refer to Section 6 of this Prospectus for information concerning the risks of an investment in the Company.

The Offer is conditional on the Company receiving approval from the NSX for the Admission and the Company raising the Minimum Subscription.

On behalf the Board, I look forward to welcoming you as a shareholder of the Company.

Yours faithfully,



**Dr Kah Meng Lim**

Group Managing Director and Chief Executive Officer

On behalf of the Board of Directors

# 1. Investment overview

The following is a summary only and is not intended to be comprehensive. Prospective investors should read the full text of this Prospectus and if you are uncertain about any matter you should consult your professional advisors before making an investment decision.

## 1.1 PURPOSE OF THE PROSPECTUS

The purpose of this Prospectus is to:

- a) facilitate the Company's Admission to the Official List of the NSX; and
- b) to raise between \$5,000,000 up to \$8,000,000 pursuant to the Offer (before expenses of the Offer), in order to assist the Company in meeting its commercial objectives, which include:
  - > commercialisation and further development of the RNA Mapping Platform and RNA Analytical Platform;
  - > further development of miRNA-based screening for cancers;
  - > development of Next Generation Sequencing (NGS) technologies for diagnostics of cancers;
  - > development of the intellectual property licensed to the Company to create novel inventions for the Company's use and exploitation (and application for registration of patents for such novel inventions);
  - > completing the investment to acquire 10% of Pathomics Health Pte Ltd; and
  - > general working capital requirements.

## 1.2 SUMMARY OF THE OFFER

This Prospectus provides investors with the opportunity to participate in the initial public offering of Offer Shares in the Company, a company incorporated in Victoria, Australia.

### 1.2.1 The Offer

KEY OFFER STATISTICS	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Offer Price	\$0.38	\$0.38
<b>Shares on issue as at the date of this Prospectus</b>		
Founders/Directors	129,813,929	129,813,929
Pre-IPO Investors	16,250,000	16,250,000
Other Minority Shareholders	15,586,071	15,586,071
Subtotal	161,650,000	161,650,000
<b>Shares to be issued on Admission</b>		
Offer Shares	13,157,895	21,052,632
Total Shares on issue on Admission	174,807,895	182,702,632
Total cash proceeds from the Offer	\$5,000,000	\$8,000,000
Expenses of the Offer <sup>1</sup>	\$614,453	\$766,148
Market capitalisation at completion of the Offer <sup>2</sup>	<b>A\$66,427,000</b>	<b>A\$69,427,000</b>

- <sup>1</sup> Please refer to Section 11.6 for a breakdown of the Expenses of the Offer.
- <sup>2</sup> Calculated as the total number of Shares on issue on completion of the Offer multiplied by the Offer Price, rounded to the nearest dollar.
- <sup>3</sup> The Company's corporate consultant, Golden Venture Capital, is also entitled to receive shares valued at S\$75,000 upon completion of the IPO (anticipated to be 214,764 Shares).
- <sup>4</sup> Founders/Directors comprise Dr Kah Meng Lim and Ms Novanne Seah (who are related parties) as well as former director Mr Chin Hua Peh.

### 1.2.2 Key dates\*

Original Prospectus lodged with ASIC	15 February 2024
Exposure Period ends	29 February 2024
Offer Opening Date and Replacement Prospectus released to market	15 March 2024
Offer Closing Date	5 April 2024
Expected Allotment Date of Offer Shares	11 April 2024
Expected dispatch of Holding Statements	15 April 2024
Admission of Company to NSX	19 April 2024

\* Please note that the dates set out in the above timetable may be varied in accordance with the Corporations Act, and, where required, in consultation with NSX. These dates are indicative only and are subject to change. The Company reserves the right to vary the dates without prior notice.

## 1. Investment overview *continued*

### 1.3 OVERVIEW OF THE COMPANY

ITEM	SUMMARY	FURTHER INFORMATION
Who is the issuer of this Prospectus?	GO-Dx Corporation (Aust) Ltd ACN 673 839 613 ( <b>Company</b> ) is an Australian incorporated public company seeking to be listed on NSX.	Section 2
What does the Company do?	<p>The Company owns 100% of GO-Dx Corporation Ltd (UEN No 201925421H), a company incorporated in Singapore (<b>GO-Dx Singapore</b>).</p> <p>GO-Dx Singapore operates a medical diagnostics and diagnostics technology business in Singapore (<b>Business</b>) focused on pioneering biomedical technology in rapid diagnostics, leveraging artificial intelligence and data analytics to empower individuals with personalised and effective healthcare products and solutions.</p> <p>The Business is focused on providing diagnostic testing and analysis services and the sale and distribution of nutraceutical products.</p>	Section 2
What are the products and services?	<p>The Products include the products which the Company has rights to distribute in various Asian territories including</p> <ul style="list-style-type: none"> <li>• “G’Nest Deluxe” and “G’Nest Premium” products manufactured and supplied by FEGO Biotech Pte Ltd; and</li> <li>• “C’Neuro” product manufactured and supplied by NGF Bioenterprise Pte Ltd (<b>Products Range</b>).</li> </ul> <p>The Services include diagnostic testing and analysis services including:</p> <ul style="list-style-type: none"> <li>• RNA mining/mapping &amp; analytics platform</li> <li>• Neurological and immunological precision medicine via proprietary genetic and epigenetic screening</li> </ul> <p>Plus services currently in research and development phase, and planned for future commercialisation:</p> <ul style="list-style-type: none"> <li>• miRNA-based early screening tests for various cancers and diagnostic platforms</li> <li>• Chronic/infectious disease prediction via proprietary DNA profiling and fluorescence in situ hybridisation (<b>FISH</b>) platforms</li> <li>• Liquid biopsy based diagnostics for cancers using NGS technology</li> <li>• AI-enabled platform (<b>Services Range</b>)</li> </ul> <p>For more information on the products and services, please refer to Section 2.3 of this Prospectus.</p>	Section 2.3
What companies are comprised in the GO-Dx Group?	<p>The GO-Dx Group comprises its wholly owned subsidiary, GO-Dx Singapore.</p> <p>GO-Dx Singapore principally conducts the Business operations in Singapore.</p> <p>GO-Dx Singapore has also established a subsidiary company in Philippines known as GO-Dx Philippines Inc (<b>GO-Dx Philippines</b>) and a subsidiary company in Indonesia known as PT GODx Corp Indonesia (<b>GO-Dx Indonesia</b>). These subsidiary companies were incorporated in December 2023 and have been incorporated to facilitate Product registrations for the sale and distribution of Products Range in these countries.</p>	
Shares on issue as at the date of this Prospectus	<p>As at the date of this Prospectus the Company has 161,650,000 Shares on issue held by the following parties:</p> <ul style="list-style-type: none"> <li>• the Founders and Directors (including former director Mr Chin Hua Peh) hold 129,813,929 Shares, constituting 80.31% of the total Shares on issue as at the date of this Prospectus;</li> <li>• the Pre-IPO Investors hold 16,250,000 Shares, constituting 10.05% of the total Shares on issue as at the date of this Prospectus; and</li> <li>• the Other Minority Shareholders hold 15,586,071 Shares constituting 9.64%.</li> </ul> <p>For further information about the terms of the Shares, please refer to Section 3.11 of this Prospectus.</p>	Sections 1.6 and 3.11
Options on issue as at the date of this Prospectus	As at the date of this Prospectus the Company has not issued any Options to any party. Therefore, there are no current Option holders.	Section 3.12

## 1. Investment overview *continued*

ITEM	SUMMARY	FURTHER INFORMATION
<i>What will be the Company's principal activities after admission?</i>	<p>Following Admission, the Company's principal activity will be continuing to operate the Business.</p> <p>The Company intends to pursue the following activities with the proceeds of the Offer to further expand the Business:</p> <ul style="list-style-type: none"> <li>• further development and commercialisation of the RNA mining/mapping platform and RNA analytical platform;</li> <li>• development of an AI-enabled platform;</li> <li>• further development and clinical validation of miRNA-based biotechnologies for liquid biopsies for cancers;</li> <li>• development of the intellectual property licensed to the Company to create novel inventions for the Company's use and exploitation (and application for registration of patents for such novel inventions);</li> <li>• research and development of new products and technologies.</li> </ul> <p>The Company shall also seek to continue to diversify its strategic investments and enter into collaboration agreements to further develop its biotechnology capability.</p> <p>Please refer to Section 2.7 of the Prospectus for further information on the Company's principal activities following Admission.</p>	Section 2.7
<i>How will the Company generate income?</i>	The Company expects to generate income through sales of the Products and the provision of Services.	Sections 2 and 7
<i>Who are the Directors of the Company?</i>	<p>The Directors of the Company are:</p> <ul style="list-style-type: none"> <li>• Dr Kah Meng Lim (Group Managing Director/ Executive Director)</li> <li>• Mr Sah Soon Lim (Executive Director)</li> <li>• Mr Justyn Stedwell (Independent / Non-Executive Director); and</li> <li>• Mr Matthew Leonard (Independent / Non-Executive Director).</li> </ul> <p>Please refer to Section 5.1 for profiles of the Directors and to Section 5.4 for details of the securities holdings of each Director.</p>	Section 5.1
<i>Who are the key management personnel of the Company?</i>	<p>The Company's key management personnel include the Directors and the following executives:</p> <ul style="list-style-type: none"> <li>• Dr Kah Meng Lim – Chief Executive Officer</li> <li>• Mr Danny Hock Kiong Heng – Chief Financial Officer</li> <li>• Dr Ron Eng Lee Tan – Chief Scientific Officer</li> </ul>	Section 5.2
<i>Who is the Chairman?</i>	<p>Dr Kah Meng Lim is the Chairman.</p> <p>Please refer to Section 5.1 of the Prospectus for further information.</p>	
<i>Who is the Company Secretary?</i>	Bill Pavlovski is the Company Secretary, based in Australia.	Section 5.2
<i>What interests do the Directors and key management personnel have in the securities of the Company?</i>	<p>As at the date of the Prospectus, the Directors and key management personnel of the Company have the following interests in securities:</p> <ul style="list-style-type: none"> <li>• Dr Kah Meng Lim has a relevant interest in 72,213,929 Shares (being Shares owned by himself and Ms Novanne Seah)</li> <li>• Mr Sah Soon Lim holds 6,600,000 Shares</li> <li>• Mr Matthew Leonard holds 500,000 Shares</li> <li>• Mr Justyn Stedwell holds 500,000 Shares</li> <li>• Mr Chin Hua Peh (a former director) holds 50,000,000 Shares</li> </ul>	Section 5.3.1



## 1. Investment overview *continued*

ITEM	SUMMARY	FURTHER INFORMATION												
What related party agreements is the Company party to?	<p>As at the date of the Prospectus, the Company (and/or its wholly owned subsidiary GO-Dx Singapore) are a party to the following related party agreements:</p> <ul style="list-style-type: none"> <li>• GeneOasis Licence Agreement</li> <li>• AI-Platform Collaboration with White Group</li> <li>• Supply and Distribution Agreements with NGF Bioenterprise Pte Ltd and FEGO Biotech Pte Ltd</li> <li>• Executive Employment Agreements between GO-Dx Singapore with Dr Kah Meng Lim and other key management personnel</li> <li>• Directors Services Agreements with each of the Directors on standard terms</li> <li>• Deeds of Indemnity, Access and Insurances with each of its Directors on standard terms</li> </ul>	Section 5.3.2 and Section 10												
Who will be the substantial holders of the Company	<p>Based on the information known as at the date of the Prospectus, at the time of Admission (and based on the Minimum Subscription) the following persons will be substantial holders by having an interest in 5% or more of the Shares on issue in the Company:</p> <table> <tr> <th>PERSON</th><th>SHARES</th><th>VOTING POWER %</th></tr> <tr> <td>Mr Chin Hua Peh</td><td>50,000,000</td><td>28.6%</td></tr> <tr> <td>Dr Kah Meng Lim</td><td>46,053,929</td><td>26.35%</td></tr> <tr> <td>Ms Novanne Seah</td><td>26,160,000</td><td>14.96%</td></tr> </table> <p>* Ms Novanne Seah is a related party of Dr Kah Meng Lim, and together they are the founders of GO-Dx</p>	PERSON	SHARES	VOTING POWER %	Mr Chin Hua Peh	50,000,000	28.6%	Dr Kah Meng Lim	46,053,929	26.35%	Ms Novanne Seah	26,160,000	14.96%	Section 5.6
PERSON	SHARES	VOTING POWER %												
Mr Chin Hua Peh	50,000,000	28.6%												
Dr Kah Meng Lim	46,053,929	26.35%												
Ms Novanne Seah	26,160,000	14.96%												

### 1.4 KEY RISK FACTORS

Investing in Shares involves substantial risks. The key risks as listed in the table below are not exhaustive and an investment in the Company should be considered speculative. Before making an investment decision, potential investors should read the entire Prospectus. In particular, investors should give full consideration to the detailed discussion on the risks that are associated with, and which could affect the financial performance of, an investment in the Company, as set out in Section 6 of this Prospectus.

RISK FACTORS	SUMMARY	FURTHER INFORMATION
<b>Key risks of an investment in the Company</b>		
Risks inherent to the Company's business model and technology	<p>The Company is an early-stage diagnostics company. Investors should be wary that there are no guarantees that the company will be able to undertake research and development activities that always eventuate into a commercialised product which, in turn, would impact the Company's ability to generate revenue.</p> <p>There is a risk that validation and testing of the RNA Mining/Mapping Platform will ultimately not be successful to expand its capabilities and may result in the technology being limited to its current range of wellness indicators, being immunity, anti-ageing, neural health and specific cancers.</p> <p>There is no guarantee that any of the licenced intellectual property rights or the Company's own intellectual property rights will be sufficient to successfully commercialise the products it has developed or will develop in the future.</p>	Section 6
Consumer demand risks	<p>There is a risk that the Company's nutraceutical products may not appeal to consumers due to negative public perception or misunderstanding of the benefits or nutraceutical products or perception of lack of health benefit upon consumption.</p> <p>There is a risk that the company products and services may not generate significant sales revenues if consumer demand is limited.</p>	Section 6
Artificial intelligence risks	<p>There is a risk that the Company's technology and AI software to be developed may produce biased or erroneous results or produce incorrect or misleading results.</p> <p>The company will need to identify and hire suitably qualified personnel to build an AI capability for the RNA Mining/Mapping Platform in the future. There are no guarantees that the Company can identify and hire such suitably qualified personnel.</p> <p>There is no guarantee that the Company's activities to develop the AI-enabled platform and AI capabilities through its collaboration agreements with Pathomics Health and White Group will be successful.</p>	Section 6
Data risk	<p>The Company itself will hold large amounts of data and sensitive patient information and may be the target of cyberattacks and hacking or overall system failure which may adversely affect the Company's reputation and profitability.</p>	Section 6

## 1. Investment overview *continued*

RISK FACTORS	SUMMARY	FURTHER INFORMATION
<i>Capital requirements</i>	There is a risk that the Company may have significant ongoing capital requirements due to the nature of the industries that the Company is exposed to. More significantly, the Company requires capital in order to further develop its diagnostic technology and to further its ambitions in the artificial intelligence and biotechnology.	Section 6
<i>Licensing risk</i>	The technology developed by the Company may require licensing in order to protect the know-how generated. The Company cannot give assurances that such licences will be successfully obtained.	Section 6
<i>Intellectual property</i>	There is no guarantee that any of the licenced intellectual property rights or the Company's own intellectual property rights will be sufficient to commercialise the products it has developed or will develop in the future.	Section 6
<i>Research and development</i>	There are no guarantees that the Company will be able to undertake research and development activities that always eventuate into a commercialised product. Any failure to estimate research and development costs or timeframes accurately may adversely affect the Company's profitability.	Section 6
<i>Product liability</i>	The Company may be exposed to risks of product recalls and returns, as well as product liability claims. The Company's products are highly innovative and as such may be slightly more risky.	Section 6
<i>Regulatory approvals</i>	The Company is constantly pushing innovation and pioneering new cutting-edge technology that may be under significant scrutiny from regulators by virtue of being in fast-paced, topical industries such as AI, biomedical and medical diagnostic technology.	Section 6
<i>Jurisdiction</i>	The Company is incorporated in Victoria, Australia and is subject to the laws of Australia.  However the Company's Business is conducted in Singapore via GO-Dx Singapore and the Company also is intending to sell and distribute its Products and Services throughout South-East Asian countries, which jurisdictions may carry development country risk.	Section 6

## 1.5 KEY FINANCIAL INFORMATION

TOPIC	SUMMARY	FURTHER INFORMATION
<i>Are there any forecasts of future earnings?</i>	There are no forecasts of future earnings of the Company provided in this Prospectus. The Directors believe that they do not have a reasonable basis to forecast future earnings.	Section 7
<i>Will the Company have sufficient funds for its activities?</i>	In the Board's opinion, upon the successful completion of the Offer, the Company will have sufficient funds to pursue its activities for at least a further two (2) years.  For more information, please refer to the Financial Information contained in Section 7 of this Prospectus.	Section 7
<i>What is the financial outlook for the Company?</i>	The Company is not currently a profitable company. Following Admission, the Company shall seek to generate revenues from the sale of its Products and Services.  Please refer to Sections 2 and 7 of this Prospectus for more information on the proposed expansion activities of the Business following Admission and the Financial Information respectively.	Sections 2 and 7
<i>Will the Company pay dividends</i>	The Company's focus will be on generating capital growth. The Company has no immediate plan to declare or distribute dividends. Payment of future dividends will depend on matters such as the future profitability and financial position of the Company.	Sections 3.13 and 9

The following tables present a summary of the Company's financial performance which has been derived from the Financial Information set out in Section 7 and should be read together with the Investigating Accountant's Report on the Financial Information as set out in Section 8.

The Financial Information contained in Section 7 has been prepared in accordance with the recognition and measurement principles prescribed in the International Financial Reporting Standards issued by the International Accounting Standards Board, and the accounting policies of the Company.

The summarised financial data should be read together with the management discussion and analysis of the Financial Information contained in Section 7 of this Prospectus.

## 1. Investment overview *continued*

### 1.6 PRO FORMA CONSOLIDATED HISTORICAL STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2023

The Pro Forma Consolidated Historical Statement of Financial Position as at 30 June 2023 set out below, has been prepared to illustrate the financial position of the Group as at Admission.

	PROFORMA BALANCE SHEET	
	MINIMUM	MAXIMUM
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	4,828,183	7,676,488
Trade and other receivables – related parties	3,339	3,339
Trade and other receivables – director	156	156
<b>Total current assets</b>	<b>4,831,678</b>	<b>7,679,983</b>
<b>Non-current assets</b>		
Financial assets	1,279,768	1,279,768
Intangible assets	333,853	333,853
Property, plant equipment	2,619	2,619
<b>Total non-current assets</b>	<b>1,616,240</b>	<b>1,616,240</b>
<b>Total assets</b>	<b>6,447,917</b>	<b>9,296,222</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Trade and other payables	80,269	80,269
Trade and other payables – related parties	2,930	2,930
Deferred consideration	–	–
<b>Total current liabilities</b>	<b>83,199</b>	<b>83,199</b>
<b>Total liabilities</b>	<b>83,199</b>	<b>83,199</b>
<b>Net assets</b>	<b>6,364,718</b>	<b>9,213,023</b>
<b>Equity</b>		
Issued capital	6,522,754	9,416,567
Reserves	26,300	26,300
Accumulated losses	(184,336)	(229,844)
<b>Total equity</b>	<b>6,364,718</b>	<b>9,213,023</b>

Please refer to Section 7.7 of the Prospectus for more detailed information in relation to the Pro Forma Statement of Financial Position.

## 1. Investment overview *continued*

### 1.7 CAPITAL STRUCTURE FOLLOWING THE OFFER

The ownership structure of the Company when the Offer has been completed will be as follows:

#### Shares

Following completion of the Offer, the share capital structure of the Company will be as follows at the Minimum Subscription and the Maximum Subscription, respectively:

SHAREHOLDER	MINIMUM SUBSCRIPTION (\$5m)		MAXIMUM SUBSCRIPTION (\$8m)	
	SHARES	%	SHARES	%
<b>Shares on issue as at the date of this Prospectus</b>				
Founders /Directors*	129,813,929	74.26%	129,813,929	71.05%
Pre-IPO Investors	16,250,000	9.30%	16,250,000	8.89%
Other Minority Shareholders	15,586,071	8.92%	15,586,071	8.53%
<b>Subtotal</b>	<b>161,650,000</b>	<b>92.47%</b>	<b>161,650,000</b>	<b>88.48%</b>
<b>Shares to be issued on Admission</b>				
Offer Shares	13,157,895	7.53%	21,052,632	11.52%
<b>Total</b>	<b>174,807,895</b>	<b>100%</b>	<b>182,702,632</b>	<b>100%</b>

\* Founders comprise Dr Kah Meng Lim and Ms Novanne Seah (who are related parties). Directors includes former director, Mr Chin Hua Peh.

\*\* The Company's corporate consultant, Golden Venture Capital, is also entitled to receive shares valued at S\$75,000 upon completion of the IPO (anticipated to be 214,764 Shares).

### 1.8 ANSWERS TO KEY QUESTIONS

TOPIC	SUMMARY	FURTHER INFORMATION
Who is the issuer of this prospectus?	GO-Dx Corporation (Aust) Ltd ACN 673 839 613, a company incorporated in Victoria, Australia.	Section 1.1
What is the Offer?	The Offer is an initial public offering of Shares in the Company. The Offer will consist of 13,157,895 to 21,052,632 Offer Shares to raise between \$5 million to \$8 million before expenses of the Offer.	Section 3.1
Will the Offer Shares be quoted on NSX?	The Company will apply to NSX within seven days of the date of this Prospectus for quotation of all Offer Shares on the NSX under the ticker code GD8. Completion is conditional on NSX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.	Section 3.22
What is the Offer Price?	The Offer Price is \$0.38 per Offer Share	Section 3.1
Why is the Offer being conducted?	The Offer is being conducted to: <ul style="list-style-type: none"> <li>• raise capital to fund the Company's growth strategy and future growth opportunities;</li> <li>• build and increase the Company's profile and branding;</li> <li>• expand the Company's shareholder base.</li> </ul>	
Is the Offer underwritten?	No, the Offer is not underwritten.	Section 3.6



## 1. Investment overview *continued*

TOPIC	SUMMARY	FURTHER INFORMATION									
What are the key dates of the Offer?	<p>The Offer closes on <b>5 April 2024</b>.</p> <p>The Offer Shares are expected to be allotted on <b>11 April 2024</b>.</p> <p>Holding statements for the Offer Shares are expected to be dispatched on <b>15 April 2024</b>.</p> <p>The Offer Shares are expected to commence trading on NSX on <b>19 April 2024</b>.</p>	Section 1.2									
What is the Maximum Subscription?	The Company is offering a Maximum Subscription of 21,052,632 Offer Shares to raise \$8,000,000 (before expenses of the Offer).	Section 3.1									
What is the Minimum Subscription?	<p>The Company is offering a Minimum Subscription of 13,157,895 Offer Shares to raise \$5,000,000 (before expenses of the Offer).</p> <p>If the Minimum Subscription is not raised then the Company will not proceed with the Offer and will repay all Application monies received (without interest).</p>	Section 3.4									
What will the market capitalisation of the Company be upon Admission?	<p>Based on the Offer Price of \$0.38 per Offer Share, the market capitalisation of the Company following completion of the Offer, is expected to be as follows on the Minimum Subscription and Maximum Subscription respectively:</p> <table> <tr> <th></th><th>MINIMUM SUBSCRIPTION</th><th>MAXIMUM SUBSCRIPTION</th></tr> <tr> <td>Total Shares</td><td>174,807,895</td><td>182,702,632</td></tr> <tr> <td>Market Capitalisation*</td><td>\$66,427,000</td><td>\$69,427,000</td></tr> </table> <p>* Calculated as Shares on issue at completion of the Offer multiplied by the Offer Price.</p>		MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION	Total Shares	174,807,895	182,702,632	Market Capitalisation*	\$66,427,000	\$69,427,000	Section 1.2
	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION									
Total Shares	174,807,895	182,702,632									
Market Capitalisation*	\$66,427,000	\$69,427,000									
Is there a minimum investment amount under the Offer?	Applications for Offer Shares must be for a minimum of 5,500 Shares and thereafter in multiples of 1,000 Offer Shares.	Section 3.3									
Are there any conditions to the Offers?	<p>The Offer is conditional on:</p> <ul style="list-style-type: none"> <li>a) the Company being admitted to the Official List of NSX and the NSX granting Official Quotation of Shares; and</li> <li>b) the Company raising the Minimum Subscription.</li> </ul> <p>If any of these conditions are not met, the Offer will not proceed and Applicants' Application monies will be returned without interest.</p>	Section 3.2									
What are the rights and liabilities attaching to the Offer Shares?	<p>All Offer Shares will rank equally in all respects with existing Shares on issue.</p> <p>For a summary of the material rights and liabilities attaching to Offer Shares, please refer to Section 3.11 ('Company Constitution and Rights attaching to Shares').</p>	Section 3.11									
When can I sell my Offer Shares on NSX?	It is expected that the trading of Offer Shares will commence on or about <b>19 April 2024</b> .										
Are there any restrictions on securities?	<p>No Offer Shares will be subject to escrow.</p> <p>However, Shares on issue in the Company as at Admission may be subject to mandatory escrow in accordance with the Listing Rules.</p>	Section 3.18									
Who is the Company's Nominated Advisor?	<p>Companies intending to list on NSX are required to have a Nominated Adviser. Nominated Advisers are required to make sure that companies meet the ongoing requirements for listing on NSX and the requirements of the Corporations Act.</p> <p>The Company is intending to appoint its Legal Advisor (Australia), Moray &amp; Agnew Lawyers, as its Nominated Adviser.</p>	Section 3.23									

## 1. Investment overview *continued*

TOPIC	SUMMARY	FURTHER INFORMATION
<i>How will the proceeds of the Offer be used?</i>	<p>The Offer proceeds will be used for:</p> <ul style="list-style-type: none"> <li>a) Development and commercialisation of the RNA Mapping Platform and RNA Analytical Platform</li> <li>b) Development of miRNA based technologies for diagnostic of cancers via liquid biopsies</li> <li>c) Further development of the intellectual property licensed to the Company under the GeneOasis Licence Agreement</li> <li>d) AI-enabled Platform development</li> <li>e) Completion of investment to acquire 10% of shares in Pathomics Health</li> <li>f) Research &amp; Development</li> <li>g) Market launch initiatives</li> <li>h) Capital expenditure</li> <li>i) Working Capital</li> </ul> <p>For more information on the intended allocation of funds raised under the Offer, please refer to Section 2.8 of this Prospectus.</p>	Section 2.8
<i>What are the tax implications of purchasing Offer Shares?</i>	<p>The taxation consequences of an investment in Offer Shares, including the acquisition and disposal of Shares, will depend on the particular circumstances of each Applicant.</p> <p>Please refer to Section 3.16 of this Prospectus, as a general guide to investors contemplating investing in the Company.</p> <p>It is the responsibility of each Applicant to be satisfied as to the particular taxation treatment that applies to each investment. Persons who are considering making an investment in the Company should seek independent professional advice with respect to the tax consequences arising from such an investment.</p>	Section 9
<i>How do I apply for Offer Shares?</i>	You can apply for Offer Shares by submitting a valid Application Form contained within or accompanying this Prospectus (including the electronic version of the Prospectus) in accordance with the instructions contained therein.	Section 3.8
<i>What is the allocation policy?</i>	The Company will determine the basis for the allocation of Shares.	Section 3.9
<i>When will I receive confirmation that my Application has been successful?</i>	Holding Statements confirming Applicants' allocations under the Offer are expected to be dispatched to Applicants on <b>15 April 2024</b> .	Sections 1.2 and 3.14
<i>How can I obtain further information?</i>	<p>You can obtain further information and additional copies of the Prospectus from the Share Registry, Automic Pty Ltd on 1300 288 664 (within Australia), +61 2 9698 5414 (outside Australia) or by email to <a href="mailto:hello@automic.com.au">hello@automic.com.au</a>.</p> <p>If you are unclear in relation to any matter, or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional advisor before deciding whether to invest.</p>	



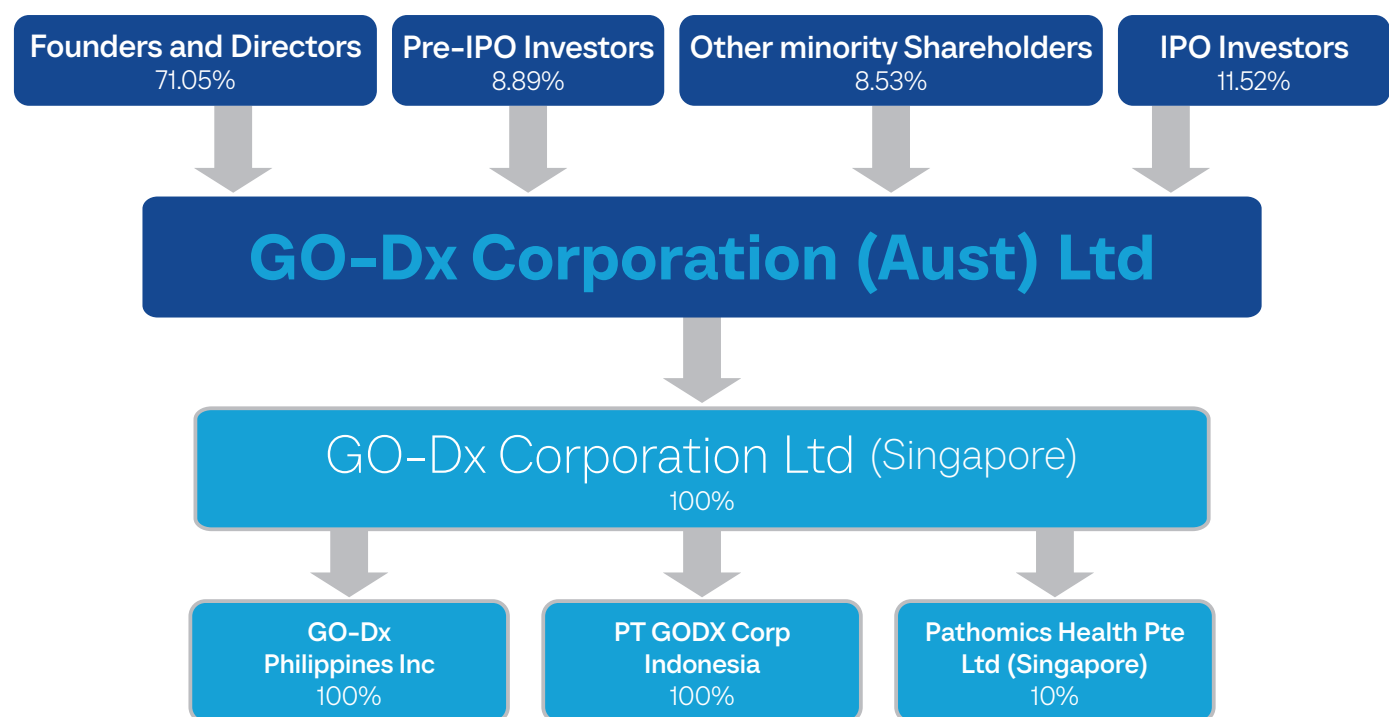
## 2. Company structure and business

### 2.1 COMPANY BACKGROUND

The Company is an unlisted Australian public company incorporated in December 2023.

The Company holds 100% of the shares in GO-Dx Singapore, which conducts the Business.

Following completion of the Offer, the corporate structure of the Company, and the percentage shareholdings of the shareholders of the Company, shall be as set out below in Figure 1.



**Figure 1** Company structure.

*Note:*

*The above percentage shareholdings assume the Maximum Subscription is raised.*

## 2. Company structure and business *continued*

### 2.2 OVERVIEW OF THE BUSINESS

The Company and its founder, Dr Kah Meng Lim, have developed intellectual property comprising a RNA mining/mapping platform designed as a tool to support personalised diagnostics and therapeutics (**RNA Mining/Mapping Platform**).

The RNA Mining/Mapping Platform is a diagnostic tool created by the Company with the specific purposes of generating personalised Ribonucleic acid (RNA) information for individuals in the form of a graph. The Company assesses an individual's RNA levels by analysing raw RNA data extracted from a biological sample provided by the individual. The RNA levels are used as a marker to measure certain health characteristics and profile for an individual. By mapping out RNA levels on an individual basis, an individual would obtain personalised information about their levels of immunity, anti- ageing, neural health and susceptibility to certain diseases.

The process for RNA Mining/Mapping Platform service is as follows:

1. An individual customer (or their health professional) will request an RNA testing report from GO-Dx.
2. GO-Dx can supply its own testing kits for the individual to provide a saliva or blood sample.
3. The RNA raw data is extracted from the sample provided by the individual and GO-Dx uses its RNA Mining/Mapping Platform to measure the individual's RNA levels against a panel of biomarkers.
4. GO-Dx converts the processed information into a graph format which provides a map showing the individual's RNA levels and associated data.
5. GO-Dx will provide the RNA mapping report to the individual (or their health professional) and can provide an explanatory consultation to explain the data comprised in the report.

The RNA Mining/Mapping Platform will also receive data via a second proprietary platform developed to implement RNA analytics and algorithms (**RNA Analytical Platform**).

#### Commercialisation plans

The RNA Mining/Mapping Platform is a functioning product which has been developed to a commercialisation stage. The Company intends to utilise part of the funds raised under the Offer for the purposes of further developing the technologies underlying the RNA Mining/Mapping Platform and to also develop the RNA Analytical Platform to a commercialisation stage. The RNA Mining/Mapping Platform is intended to be commercialised through the establishment of strategic partnerships with medical clinics, hospitals and doctors, as well as corporates.

The RNA Mining/Mapping Platform and the RNA Analytical Platform will together provide clinical decision making support for medical professionals and facilitate wellness solutions. The platforms are not intended to provide medical diagnosis.

The RNA Mining/Mapping Platform is a scientific technological product that requires ongoing testing, development and improvement. The funds raised will be used towards further and ongoing development of the RNA Mining/Mapping Platform and the RNA Analytical Platform.

The Company's RNA Mining/Mapping Platform has been developed to a point where it is considered ready for commercialisation. As part of the process, the Company is currently undertaking validation and testing of the RNA Mining/Mapping Platform which it intends to complete over the next 3 months. The Company will then commence marketing and launch to clients, referral partners and distribution channels in the Singapore market.

The Company's RNA Mining/Mapping Platform uses various panels of RNA biomarkers which are put together by the Company for the purposes of measuring RNA levels to assess certain health characteristics and profile of an individual. The Company considers that its composition of the panels of RNA biomarkers to be a unique feature of its testing and analysis platform that is then used to generate an individual RNA mapping report. The Company is not aware of any competitor companies using panels of RNA biomarkers to measure and assess RNA levels of an individual and generate a personalised mapping report in the manner that the Company does.

The Company utilises its RNA Mining/Mapping Platform to measure and assess RNA levels to support and empower individuals and health professionals to make decisions with regard to their health. The Company's approach is in contrast to other companies that seek to utilise RNA testing to analyse novel RNA markers for the purpose of identifying potential medicines to address defects in genes, known as drug testing or drug discovery. The Company is not seeking to build a platform to recommend medications, rather the Company is seeking to allow individuals and their health professionals to access information about their own RNA structure so that they can make more informed decisions about their health.

The Company is not aware of any other competitor utilising AI in the RNA Mining/Mapping space. There are companies utilising AI in the liquid biopsy/early cancer detection space. Subject to completion of this Offer and successful research and development outcomes, the Company would seek to utilise





an AI-enabled Platform to analyse raw RNA data extracted from biological samples provided by individuals to identify abnormalities in the individual's RNA structure for personalised diagnostics. The purpose of utilising AI in this way would be to enable the Company to analyse raw RNA data faster, to become more efficient and to scale its operations.

### Further development

The Company intends to stage its further development of the RNA Mining/Mapping Platform and the RNA Analytical Platform as follows:

- **Stage 1A: Development of the RNA Mining/Mapping Platform for use for individual studies.**

*This includes the development of molecular tools to mine the relevant specific RNAs within the human body so that those RNA can be harvested as raw data for mapping via the RNA Mining/Mapping Platform.*

- **Stage 1B: Development of the RNA Analytical Platform for extrapolation of RNA mining and mapping to mass group studies.**

*This phase will include the development of special algorithms to correlate data similarities and differences to enable artificial intelligence to be incorporated to enable extrapolation of RNA mining and mapping and mass data management, analysis and applications.*

The intellectual property contained in the RNA Mapping Platform and the RNA Analytical Platform comprises various intellectual property rights (including patent applications) which are owned by the Founder and licensed to the Company on an exclusive worldwide basis in accordance with the GeneOasis Licence Agreement. These intellectual property rights are licenced to the Company for its use, development and commercialisation.

The Company currently has access to a laboratory in Singapore where it can conduct the RNA mapping work. The Company intends to focus the commercialisation of the platforms in Singapore and Malaysia initially, followed by expansion into Central Asia and East Asian jurisdictions.

The Company is also undertaking development of an AI-Enabled Platform to augment the RNA Mining/Mapping Platform and RNA Analytical Platform. The Company has entered into AI-platform collaboration agreements for this purposes. Please refer to Section 2.8

## 2.3 THE PRODUCTS

The Products include a range of nutraceutical products which are designed to improve health and wellness. A summary of the ranges of the Products is provided below.

The Company will also procure and sell immuno-supplement and brain supplement products for human consumption to distribution networks targeting Asia.

The Company has the exclusive right to purchase and supply the following products:

- a) **"G'Nest Deluxe"** and **"G'Nest Premium"** products manufactured and supplied by FEGO Biotech Pte Ltd (which is a related party to the Company).

*These products have a proprietary formulation containing a select class of active biomolecules that can activate and modulate important immune functions to enhance the body's natural immune system and improve overall immune wellness. These products contain four key ingredients: a proprietary bird's nest extract, flaxseed oil, borage oil and black cumin seed extract.*



- b) **“C’Neuros”** product manufactured and supplied by NGF Bioenterprise Pte Ltd (which is a related party to the Company).

*This product is a proprietary liposomal brain supplement rich in C3G – a potent neuroprotective compound, and coupled with smart delivery technology for better absorption of C3G at the gut and brain level to truly nourish and protect brain cells.*

The Company has appointed CitiVale Private Limited (a company incorporated in Singapore) as its exclusive distributor of the “G’Nest Deluxe”, “G’Nest Premium” and “C’Neuros” products (and such other new products developed from time to time) to market, sell and distribute them within the priority territories Philippines, Indonesia, Taiwan, Thailand, Malaysia and Vietnam (and such other new territories agreed from time to time).

The Company intends to procure and sell the “G’Nest Deluxe”, “G’Nest Premium” and “C’Neuros” products to the Company’s distributor/s at a marked-up price which shall earn the Company profit on the sale margin.

## 2.4 THE SERVICES

- a) **RNA Mining/Mapping & Analytics Platform** – RNA mapping platform is designed to generate health-risk profiles for individuals, based on samples obtained from the individual (i.e. saliva, blood, urine, etc).

RNA Mapping tests on individual’s samples will be conducted at an accredited and licensed laboratory in Singapore and through establishing strategic partnerships with medical clinics and hospitals.

The Company intends to focus the commercialisation of the platforms in Singapore and Malaysia initially, followed by expansion into Central Asia and East Asian jurisdictions.

- b) **AI-Enabled Platform** – The Company intends to develop an AI-Enabled Platform to generate analytical reports of personalised health-risk profiles through RNA mining/ mapping and epigenetics for bio-pharmaceutical and related industries. This AI-enabled platform, conforming to the Health Regulatory Software Standards of Singapore, will encompass enhanced data collection, data analysis, including clinical decision support. The Company will seek to accelerate the development of an AI-enabled platform through collaboration with White Group, a strategic partner with expertise in AI-humanoid robotics.
- c) **Cancer screening and diagnostics** – the Company’s strategic partner and investee company, Pathomics Health, has expertise in DNA-based genomics risk profiling test in cancers, diabetes-related, and cardiovascular-related diseases, and is current offering clinical applications in cancer screening and diagnostics using liquid biopsies. The Company, in collaboration with Pathomics Health, intends to leverage on Pathomics Health’s expertise to develop micro-RNA (**miRNA**)-based technology for early screening of specific cancers. In addition, the Company aims to co-develop Next-Generation Sequencing (**NGS**)-based diagnostics kits using liquid biopsy for other cancers of significant clinical relevance, thus augmenting the Company’s product-service range.

## 2. Company structure and business *continued*

- d) **Neurological and immunological precision medicine via proprietary genetic and epigenetic screening and diagnostic platforms** .
- e) **Chronic/infectious disease prediction via proprietary DNA profiling and fluorescence in situ hybridisation (FISH) platforms** – The Company is developing a proprietary diagnostics platform to enable easy discovery of any chromosomal changes in the cells of patients, which in turn help doctors to classify the type of cancer more efficiently and precisely, for more effective drug therapies, and early identification of emerging infectious diseases.
- f) **Liquid biopsy based diagnostics for cancers using NGS technology** – the Company's strategic partner, Pathomics Health, is currently offering a clinical applications to diagnose cancers via liquid biopsies with targeted treatment recommendations, increasing the chance of patient survival and quality of life. New liquid biopsies-based diagnostics will be developed for other cancers of significant clinical relevance.

### 2.5 INTELLECTUAL PROPERTY ASSETS

The Company's intellectual property assets are summarised below.

#### 2.5.1 Patents

Intellectual property rights which are licensed exclusively on a worldwide basis to the Company under the GeneOasis Licence Agreement:

- **Immunological Extract Mining Platform** – A patent application (no. 10201802979V) which has been filed in Singapore relating to proprietary intellectual property processes to extract strategic immunological antigens or peptides from natural food sources or otherwise to aggregate and mine specific and targeted immunological antibodies or interacting molecules that are crucial for regulating immune health.

#### 2.5.2 Know-how

Intellectual property rights which are licensed exclusively on a worldwide basis to the Company under the GeneOasis Licence Agreement:

- **Sialic Acid and Ganglioside Mining Platform** – A know-how relating to proprietary intellectual property processes to extract strategic sialic acid receptor antigens such as glycoproteins and ganglioside from natural food sources or otherwise to aggregate and mine specific and targeted receptor antibodies or interacting molecules that are crucial for protecting the cells from infectious agents, such as Covid viruses, deadly influenza viruses etc.
- **Chemokine Mining Platform** – A know-how relating to proprietary intellectual property processes to extract strategic chemokine antigens such as interleukin like molecules from natural food sources or otherwise to aggregate and mine specific and targeted receptor antibodies or interacting molecules that are crucial for directing movement of cells and thereby stimulating immune health.
- **Polysaccharide Antigens Mining Platform** – A know-how relating to proprietary intellectual property processes to extract critical polysaccharide-based antigens such as beta glucans like molecules from natural food sources or otherwise to aggregate mine specific and targeted receptor antibodies or interacting molecules that are crucial for immunomodulation and anti-tumour activities.
- **Anthrocyenin Antigens Mining Platform** – A know-how relating to proprietary intellectual property processes to extract strategic anthrocyenin based antigens such as Cyanidin-3-glucoside or similar molecules from natural food sources or otherwise to aggregate mine specific and targeted receptor antibodies or interacting molecules that are crucial for neuroprotection and maintaining good brain health as well as that of the autonomic nervous system.
- **Alkaloid Antigens Mining Platform** – A know-how relating to proprietary intellectual property processes to extract critical alkaloid based antigens such as beta-carboline or similar molecules from natural food sources or otherwise to aggregate mine specific and targeted receptor antibodies or interacting molecules (including inhibitors of CDK, topoisomerases, monoamine oxidase and binding sites at benzodiazepine receptors and 5-hydroxy serotonin receptors) that are crucial for sedative, anxiolytic, hypnotic, anticonvulsant activities.

## 2. Company structure and business *continued*

### 2.5.3 Trademarks

As at the date of this Prospectus, GO-Dx Corporation Ltd has filed trade mark applications in Singapore, Malaysia, Indonesia, Philippines and Vietnam, as summarised in the table below.

TRADEMARK	STATUS	TM NO	APPLICATION DATE	COUNTRY	CLASSES
Vmmune	Pending	40202326369S	29/11/2023	Singapore	5
Neurogenix	Pending	40202326371W	29/11/2023	Singapore	5
Vmmune	Pending	4-2023-55128	30/11/2023	Vietnam	5
Neurogenix	Pending	4-2023-55127	30/11/2023	Vietnam	5
Vmmune	Pending	4-2023-530838	30/11/2023	Philippines	5
Neurogenix	Pending	4-2023-53837	30/11/2023	Philippines	5
Vmmune	Pending	DID2023113303	30/11/2023	Indonesia	5
Neurogenix	Pending	DID2023113295	30/11/2023	Indonesia	5
Vmmune	Pending	TM2023036211	29/11/2023	Malaysia	5
Neurogenix	Pending	TM2023036209	29/11/2023	Malaysia	5

The Company intends to use the above brands in connection with the Products.

### 2.5.4 Domain names

The Company also holds the following domain name: "gdx-corp.com"

## 2.6 EXPANSION OF THE COMPANY'S BUSINESS MODEL

A summary of the business strategies that the Company intends to pursue following admission is provided below.

Investors should note that notwithstanding that the Company intends to pursue the expansion of its business as described below in this Section 2.6, there is no guarantee that such expansion will be successfully implemented by the Company. Furthermore, even if successfully implemented, there is no guarantee that the Company will achieve a commercial return from such expansion.

### Commercialisation of current IP portfolio

The Company's current portfolio of intellectual properties (**IPs**) is adequate to spearhead its commercialisation plan focusing on personalised mRNA mapping and miRNA-based early diagnostics for cancer markers.

#### *IPs – personalised mRNA mapping for health-risk profiling*

- Strategic immunological antigens or peptides for immune health
- Bioactive compositions for protection against infectious agents
- Bioactive compositions for directing cell movement and stimulating immune health
- Bioactive compositions for immunomodulation and anti-tumour activities
- Bioactive compositions for neuroprotection and brain health
- Bioactive compositions for sedative, anxiolytic, hypnotic, and anticonvulsant activities

#### *IPs for miRNA-based biomarkers diagnostics*

- Lung cancer
- Breast cancer
- Ovarian cancer
- Colorectal cancer
- Prostate cancer
- Head and neck cancer
- Thyroid cancer
- Liver cancer





## 2.6.2 New product development

### *New product development for liquid biopsy based cancer diagnostics*

GO-Dx has formed a strategic partnership with Pathomics Health, a company with a laboratory with clinical and research experience in developing new liquid based cancer diagnostics, with the aim to reduce the hassle of collecting solid tumour from patients. The technology driving this new era is next generation sequencing (NGS) and advances in understanding the complex roles of genetic mutations in diseases. While NGS technology can unlock this information, it will also involve the expertise of the team interpreting this vast amount of data and well-designed bioinformatics tools to provide results that are actionable by the clinician.

Phase 1 – We aim to develop a pan-cancer liquid biopsy based diagnostics using NGS, targeting some of the most common cancers today – lung, breast, prostate, ovarian, and colorectal cancers.

Phase 2 – We aim to expand the pan-cancer liquid biopsy diagnostics into other emerging cancers such as head & neck cancers, lymphoma, and leukaemia.

## 2.6.3 Marketing initiatives

### *Nutraceutical products (immunity and brain/neural health)*

Re-branding and re-packaging of existing three products (FEGO G'Nest Deluxe, FEGO G'Nest Premium, and NGF C'Neuro).

Broaden product range in 2024 and 2025, by way of in-house re-formulation of existing products, or new product introduction in partnership with other manufacturers.

The Company will initially be selling existing nutraceutical products which are sourced from suppliers. The Company intends to expand its nutraceutical product range by product re-formulation and will undergo re-branding and re-packaging of products for certain markets using its re-formulated products under the Vmmune and Neurogenix brands for which it has filed trade mark applications in various South East Asian countries, as noted in Section 2.5.3 of the Prospectus.

The Company has not commenced sales and distribution of the Products to date. Following completion of the IPO it intends to commence the marketing and sales of the Products. The nutraceutical products will initially be sold as a separate product to the diagnostics business products and services. However, the Company does consider that the nutraceutical products are complementary to its diagnostics business. In the future, the Company intends to sell the nutraceutical products in a package with diagnostic test kits as a bundled product.

The Company has individuals with product formulation development capability and expertise. The Company does not have, and is not required to have, its own manufacturing facility as this is, or will be, contracted out to a third party.

If the Company is to reformulate or develop additional nutraceutical products in the future, then it would do so by:

1. The Company's in-house team in Singapore developing the formulation ingredient make-up and composition; and
2. Third party contract manufacturers will assist with the formulation and manufacturing of the new products.

**Target market:** Direct to consumers

## 2. Company structure and business *continued*

### **Health-risk profile (RNA mapping)**

Screening tests with the Company's RNA Mining/Mapping Platform generates health-risk profile for individuals and are based on individual's saliva, blood, or urine. The test results are processed into a personalised and distinctive mapping pattern.

Screening procedures to be conducted in an approved laboratory and professional laboratory and clinical personnel.

Prior to releasing the RNA Mining/Mapping Platform Service into any markets beyond Singapore, the Company will engage professional advisors and consultants in those markets in order to ensure that it complies with relevant local laws and regulations.

Market screening tests as a stand-alone mapping service or as a package bundled with nutraceuticals.

Although RNA Mining/Mapping Platform does not require regulatory approvals as the platform is not intended to provide medical diagnosis, the analytics of the Mapping Platform will provide clinical decision-making support for medical professionals to facilitate health wellness solutions.

**Target market:** Direct to consumers

### **Liquid biopsy cancer diagnostics**

Blood based clinical based diagnostics for cancers using NGS technology. The test will be conducted in a CAP-accredited laboratory, providing a clinical report with detailed genomics profiles of the cancer type and actionable targeted therapies.

The liquid biopsy cancer diagnostics will need to be registered with Ministry of Health and to be compliant to the CAP standard.

The test will be rolled out to Singapore, Malaysia and Indonesia first, followed by other regions such as Vietnam, Thailand, Philippines and Thailand.

**Target market:** Hospitals, oncology medical centres, insurance, pharmaceutical companies.

Leveraging on IP license rights, the Company plans to develop info-medic analytics of mRNA Mapping Platform in 2 stages:

- i. Develop use for individual studies  
Furnish health-risk report of an individual, through harvesting and mapping the genomic molecules.
- ii. Extrapolate analytics and data mining to mass group studies.

### **CANCER BIOMARKERS SCREENING (miRNA-BASED)**

Develop special algorithms to correlate data similarities and differences to enable artificial intelligence to be incorporated for extrapolation of mass data mined for analysis and further development of other applications.

miRNA technology will be utilised to progressively launch the application pipeline, which includes head and neck cancer and various squamous cell carcinomas, such as skin, lung, bladder, breast, prostate, colorectal, ovarian, and thyroid cancers.

The Company's cancer biomarker diagnostics detects abnormal miRNA expression from dysregulated cancer cells at an early stage, which are not found in normal cells. Results obtained from such evidence-based method enable doctors to assess and select the most suitable treatment at an early onset, and track patients' responses to treatment.

Development of cancer biomarker diagnostics for early cancer detection will be in collaboration with identified scientific experts and institutions. The Company plans to undergo clinical studies and obtain regulatory approvals (CE-IVD, FDA, and local government health authorities). The miRNA-based testing will be conducted by professionally trained personnel and a license-approved laboratory.

## 2. Company structure and business *continued*

### 2.7 USE OF FUNDS

The Company will receive proceeds of between \$5,000,000 and \$8,000,000 (before costs of the Offer) from the issue of the Offer Shares at the Offer Price of \$0.38 on the Minimum Subscription and Maximum Subscription, respectively. The Company intends to allocate the proceeds of the Offer to the following activities as detailed in the table below:

USE OF FUNDS	MINIMUM SUBSCRIPTION	%	MAXIMUM SUBSCRIPTION <sup>1</sup>	%
Further development and commercialisation of the RNA Mining/Mapping Platform and RNA Analytical Platform	500,000	10%	700,000	8.75%
Development of an AI-Enabled Platform	600,000	12%	1,300,000	16.25%
Further development and clinical validation of miRNA based biotechnologies for liquid biopsies for cancers	500,000	10%	1,400,000	17.50%
Development of the intellectual property licensed to the Company to create novel inventions for the Company's use and exploitation	250,000	5%	500,000	6.25%
Completing the Pathomics Health Investment	1,112,850	22%	1,112,850	13.9%
Market launch initiatives	250,000	5%	300,000	4%
Research and Development	300,000	6%	600,000	7.5%
Management costs	600,000	12%	600,000	7.5%
General working capital requirements	887,150	18%	1,487,150	18.6%
	\$5,000,000	100%	\$8,000,000	100%

Note:

<sup>1</sup> If the Company raises less than the Maximum Subscription then the budgets set out above may be reduced proportionately.

The Company intends to fund the expenses of the Offer and its general working capital requirements from its existing cash reserves from capital raised from the Pre-IPO Investors.

The Directors consider that on completion of the Offer (based on the Minimum Subscription) the Company will have adequate capital to meet its current objectives and requirements as set out in this Prospectus.

However, investors should be aware that the Company may expend its cash reserves on its activities more quickly than anticipated. The Directors will consider further equity funding where it considers that the raising of such further capital is necessary to meet the Company's objectives and requirements.

## 2. Company structure and business *continued*

### 2.8 AI DEVELOPMENT ACTIVITIES

The Company, via its subsidiary GO-Dx Singapore, has entered into AI Platform collaboration agreements with Pathomics Health and White Group.

The development of an AI-Enabled Platform is intended to augment and enhance the RNA Mapping Platform and RNA Analytical Platform that the Company has developed.

Pathomics Health is a Singapore-based company that focuses on genomics diagnostics and screening for cancers and infectious diseases. Pathomics Health has developed their own AI platform with regard to DNA profiling, providing individuals with a complete genomics profiling of diseases and health management. Pathomics Health's AI Platform was developed by Pathomics Health in-house technology personnel. As part of the Company's collaboration agreement with Pathomics Health, the Pathomics Health in-house technology personnel will assist GO-Dx in the development of its own AI-Enabled Platform for RNA Mining/Mapping.

White Group is an established Singaporean conglomerate consisting of several different business entities in real estate, health and technologies. Notably, White Group's corporate group health sector companies include MaNaDr, a telemedicine and mobile healthcare platform launched in January 2017 in Singapore and Southeast Asia and provides telephone health consultations with more than 500 clinics and 700 doctors in Singapore. Within their corporate group, White Group have their own teams of in-house technology personnel focused on the development of AI technology for a variety of projects, including projects in the humanoid robotics and cosmetic prosthetic technology space (the 'Junying' project) and the retail payments sector (the 'Pick and Go' project). White Group's AI projects are current and ongoing. By partnering with White Group, GO-Dx will leverage off the learnings, data and expertise of White Group and its technology personnel that is generated from the development and implementation of their other AI projects.

The Company views its partnerships with both Pathomics Health and White Group to be value accretive towards development of its own AI-Enabled Platform.

Through the AI-Platform Collaboration Agreement entered into with Pathomics Health, the Company shall be seeking to utilise AI to increase and enhance genetic, transcriptomics and epigenetic data analysis and processing capabilities. The AI Platform to be co-developed shall be focused on automating disease prediction and diagnostics as well as data generation and management.

The Company, via its subsidiary GO-Dx Singapore has also entered into an AI Platform Collaboration Agreement with White Group, a Singapore-based investment group. White Group owns a subsidiary company with AI based humanoid robotics technology.

Under the terms of the Collaboration Agreement with White Group the parties shall be working to develop AI platforms for automated disease prediction and diagnosis as well as for data management and generation.

The Company's vision with its AI development work with White Group is to utilise White Group's expertise in AI humanoid robotics technologies to develop the following:

- accelerate machine learning to enhance transcriptomics / genomics / epigenetics data analysis and processing. This is aimed at capturing the maximum values of bio-data on molecular medicine and molecular well-being associated with precision medicine.
- building available strengths in humanoid robots, which utilises artificial intelligence capabilities may be able to contribute to precision diagnostics in healthcare and complement healthcare professionals in several ways:
  - > **Enhanced Data Collection:** AI humanoid robots can interact with patients to gather detailed medical histories, symptoms, and lifestyle information. They can do this in a conversational and empathetic manner, ensuring accurate and comprehensive data collection.
  - > **Data Analysis:** AI-powered humanoid robots can process large volumes of patient data, including medical records, lab results, and imaging, to identify patterns and anomalies. This data analysis helps in making more precise diagnoses.
  - > **Clinical Decision Support:** These robots can provide healthcare professionals with real-time access to relevant medical literature and guidelines, assisting them in making informed and up-to-date decisions during the diagnostic process.
  - > **Assisting in Physical Examinations:** AI humanoid robots equipped with sensors and cameras can perform physical examinations on patients, such as measuring vital signs and conducting basic assessments. They can relay this information to healthcare providers for analysis.



- > **Remote Consultations:** These robots can facilitate remote consultations between patients and healthcare specialists, enabling timely access to expertise regardless of geographical barriers. This is especially valuable in cases requiring specialised diagnosis.
- > **Patient Education:** AI humanoid robots can educate patients about their conditions, treatment options, and preventive measures in an engaging and understandable manner, improving patient understanding and adherence to treatment plans.
- > **Reducing Human Error:** Robots are less prone to fatigue and cognitive biases, reducing the risk of diagnostic errors. They can consistently apply clinical guidelines and best practices.
- > **Customised Treatment Plans:** AI humanoid robots can assist in tailoring treatment plans based on the specific diagnosis, patient's medical history, and genetic information, contributing to precision medicine.

*Please note that there is no guarantee that the Company's activities in research and development, and seeking to develop the AI Platform and AI capabilities through its collaboration agreements with Pathomics Health and White Group, will be successful.*

The Company's core focus is its diagnostics business utilising the RNA Mining/Mapping Platform and the sale and distribution of nutraceutical products.

The development of the Artificial Intelligence (AI) Enabled Platform is complementary to its core business and may potentially help the Company to scale and grow its diagnostics business in future through the efficiencies that may be offered by AI.

Through the Company's AI Platform collaborations as outlined above, the Company intends to use AI to scale its business with regard to analysing client RNA data for the RNA Mining/Mapping Platform. By developing a machine learning AI system, the RNA data can be processed and analysed faster and on a larger scale. Pathomics Health has developed their own AI platform to provide a complete genomics profiling of diseases and health management. The aim of the AI Platform Collaboration Agreement is for GO-Dx to leverage the skills and knowledge of Pathomics Health's personnel to assist GO-Dx in developing its own AI-Enabled Platform for RNA Mining/Mapping. As at the date of this Prospectus, there are no other regulatory approvals required for the RNA Mining/Mapping Platform as it is considered non-clinical in nature.

The use of AI to analyse client RNA data may lead to potentially inaccurate or unreliable results from time to time which can cause customer dissatisfaction and lead to the loss of future customers or termination of existing customers, the Company's reputation could be harmed and the Company could be subject to legal claims. Further, as AI technology continues to advance, competitors may develop AI solutions that compete with the Company's RNA Mining/Mapping Platform product, which may have an impact on the Company's existing and prospective customer base as it may lose market share to competitors if they create an alternate offering.

## 2.9 STRATEGIC INVESTMENTS

The Company may pursue and assess other new business opportunities in the artificial intelligence, biotech, medical diagnostics or health and wellness sector in the future where suitable opportunities arise. These new business opportunities may take the form of direct asset or share acquisitions, joint ventures, debt investments or other opportunities.

*There can be no guarantee that any proposed acquisition will be completed or be successful.*





## 3. Details of the offer

### 3.1 OFFER SHARES OFFERED FOR SUBSCRIPTION UNDER THE OFFER

This Prospectus invites investors to apply for between 13,157,895 Offer Shares up to 21,052,632 Offer Shares at an issue price of \$0.38 per Offer Share to raise between \$5,000,000 and up to \$8,000,000 (before expenses of the Offer). The Offer will be open to investors with registered addresses in Australia and other investors to whom it is lawful to make the Offer.

All Offer Shares will be issued as fully paid and will rank equally in all respects with Shares already on issue.

The details of how to apply for Offer Shares are set out at Section 3.8.

### 3.2 CONDITIONS OF THE OFFER

The Offer is conditional upon the Company:

- a) complying with the admission requirements for Admission to NSX; and
- b) raising the Minimum Subscription under the Offer, being \$5,000,000.

The Company will not issue any Offer Shares until these conditions are satisfied. If NSX does not grant permission for Official Quotation of the Shares within three (3) months after the date of the Prospectus or the Minimum Subscription is not reached within four (4) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Offer Shares will be allotted or issued. In these circumstances, the Offer may be withdrawn and all Applications will be dealt with in accordance with the Corporations Act.

### 3.3 MINIMUM APPLICATION

Applications must be for a minimum of 5,500 Offer Shares and thereafter in multiples of 1,000 Offer Shares. Applications to acquire Offer Shares will only be accepted on submission of the Application Form attached to this Prospectus.

The Directors may reject any application or allocate any Applicant fewer Offer Shares than that Applicant applied for.

### 3.4 MINIMUM SUBSCRIPTION

The Offer is subject to a Minimum Subscription of 13,157,895 Offer Shares at an issue price of \$0.38 per Offer Share to raise \$5,000,000 (before expenses of the Offer). If the Minimum Subscription is not achieved within four (4) months after the date of this Prospectus, the Company will not allot any Offer Shares and all Application monies will be returned without interest or the Company will issue a supplementary prospectus or replacement prospectus and allow Applicants one (1) month to withdraw their Applications and have their Application monies refunded (without interest).

### 3.5 OVER-SUBSCRIPTIONS

The Company will not accept over-subscriptions above the Maximum Subscription.

### 3.6 UNDERWRITING

The Offer is not underwritten.

### 3.7 OPENING AND CLOSING DATES

Subscription for Offer Shares will open at 9:00am AEDT on the Offer Opening Date and remain open until 5:00pm AEDT on the Offer Closing Date.

The Offer Opening Date and Offer Closing Date are subject to the right of the Directors to either close the Offer at an earlier time and date or to extend the closing time and date without prior notice. Applicants are encouraged to submit their Applications as early as possible.

### 3. Details of the offer *continued*

#### 3.8 HOW TO APPLY FOR OFFER SHARES

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the Offer Shares offered by this Prospectus before deciding to apply for Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

An Application for Shares can only be made on the Application Form contained at the back of this Prospectus or by applying online using an online Application Form and pay the application monies electronically. The Application Form must be completed in accordance with the instructions set out on the Application Form. Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus.

Applications must be for a minimum of 5,500 Shares (being minimum application moneys of \$2,090), and thereafter in multiples of 1,000 Shares.

##### Applications

Applications for Shares under the Offer must be made by using the online Application Form at <https://apply.automic.com.au/GO-Dx> and paying the application monies electronically.

By completing an Application Form, each applicant under the Offer will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

##### Electronic payment

If paying by BPAY or EFT, please follow the instructions on the Application Form. A unique reference number will be quoted upon completion of the online application. Your BPAY reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid. Applicants using BPAY or EFT should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the Closing Date of the Offer. Application Monies must be received by 5pm (AEDT) on the Closing Date. You do not need to return any documents if you have made payment via BPAY or EFT.

When completing the BPAY payment, Applicants should ensure that they use the specific Biller Code and your unique Customer Reference Number (CRN) provided on the online Application Form. If Applicants do not use the correct CRN their Application

will not be recognised as valid. The Company reserves the right to extend the Offer Period or close the Offer Period early without notice. Applicants are therefore urged to lodge their Application Form as soon as possible.

An original, completed and lodged Application Form, together with a cheque for the Application monies or payment via BPAY®, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon allotment of the Offer Shares.

If the Application Form is not completed correctly, or if the accompanying payment of the Application moneys is for the wrong amount, it may still be treated as valid. The Directors' decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final. However, an Applicant will not be treated as having applied for more Offer Shares than is indicated by the amount of the cheque for the Application moneys.

No brokerage or stamp duty is payable by Applicants in respect of Applications for Offer Shares under this Prospectus

#### 3.9 ACCEPTANCE OF APPLICATIONS

An Application for Offer Shares may be accepted in full, for any lesser number, or rejected by the Directors. If any Application is rejected, in whole or in part, the relevant Application monies will be returned without interest.

#### 3.10 COMPLIANCE WITH NSX ADMISSION REQUIREMENTS

The NSX requires the Company to comply with Section IIA of the Listing Rules in order to be admitted to the Official List of the NSX. There is a risk that the Company may not be able to meet the NSX's requirements for Admission. In the event that the conditions to the Offer are not satisfied, or the Company does not receive conditional approval for Official Quotation of its securities on the NSX, then the Company will not proceed with the Offer and will return all Application monies received (without interest).

Key requirements of Section IIA of the Listing Rules are:

- a prospectus must be issued and lodged with NSX. This Prospectus is anticipated to fulfil this requirement;
- the shareholder spread requirements set out in Listing Rule 3.9 relating to the minimum spread of shareholdings and the minimum number of shareholders must be met; and
- the Company must satisfy the market capitalisation requirements under Listing Rule 3.10.

### 3. Details of the offer *continued*

#### 3.11 COMPANY CONSTITUTION AND RIGHTS ATTACHING TO SHARES

The Constitution sets out the internal rules of the Company. The section below summarises the material provisions of the Constitution, including the rights and liabilities attached to Shares. This summary is not intended to constitute an exhaustive statement of the rights and liabilities of Shareholders. On 23 December 2023 the Company adopted a Constitution which complies with the Listing Rules.

##### Issue of shares

The issue of Shares by the Company is under the control of the Directors, subject to the Corporations Act, NSX Listing Rules and any rights attached to any special class of shares.

##### Transfer of shares

Pursuant to the Constitution, a Shareholder may transfer a Share by any means permitted by the Corporations Act or by law.

The Company participates in the share registration and transfer system known as CHESS, which is operated by ASX under the Security Clearing House Business Rules. Under CHESS, the Company may issue holding statements in lieu of share certificates. The Directors may refuse to register a transfer of Shares only if the refusal would not contravene the Corporations Act or the NSX Listing Rules.

##### Variation rights attaching to shares

The rights attached to Shares or any class of shares may, unless their terms of issue state otherwise, be varied with the written consent of 75% of the holders of issued shares of the affected class, or authorised by a special resolution passed at a separate meeting of the holders of the shares of the affected class.

##### Meetings of shareholders (general meetings)

The Directors may call a meeting of Shareholders whenever they think fit.

Shareholders may call a meeting in accordance with the Corporations Act. Pursuant to the Constitution, the notice of general meeting sent to Shareholders must contain certain information.

The Constitution contains provisions prescribing the content requirements for notices of meetings sent to Shareholders. All Shareholders are entitled to attend, and will receive at least 21 days' notice of a general meeting (where the Company is listed on the NSX, a notice period of 28 days applies). A quorum for a general meeting is three (3) Shareholders who are eligible to vote at the general meeting.

The Company will hold an annual general meeting in accordance with the Corporations Act and the NSX Listing Rules.

##### Voting rights

Subject to any rights or restrictions for the time being attached to any Shares or class of shares of the Company, each Shareholder, whether present in person or by proxy, attorney or representative at a meeting of Shareholders, has one (1) vote on a show of hands and one (1) vote on a poll for each fully paid Share held and a fraction of a vote for each partly paid Share, equivalent to the proportion paid up on that Share. Resolutions of Shareholders will be decided by a show of hands unless a poll is demanded.

A poll may be demanded by the chairperson of the meeting, at least five (5) Shareholders (or their proxy, attorney or representative) entitled to vote on the resolution, or any one or more Shareholders holding not less than five percent (5%) of the votes that may be cast on the resolution on a poll.

##### Directors

The business of the Company is to be managed by or under the direction of the Directors. The Company must have at least three (3) Directors and not more than ten (10). The Board may appoint a person to be a Director at any time, but any such Director must retire at the next annual general meeting (at which meeting he or she may be eligible for election as Director).

The Company in general meeting may elect Directors by ordinary resolution.

At each annual general meeting, with the exception of the Managing Director and those Directors appointed by the Board, one third of the Directors and any Director who will have been in office for three (3) or more years must retire from the Board, and are eligible for re-election.

The aggregate remuneration of the non-executive Directors must not exceed the amount last fixed by ordinary resolution.

##### Dividends

The Directors may pay any interim and final dividends as, in their judgment, the financial position of the Company justifies.

Subject to any rights attaching to Shares which may in the future be issued with special or preferred rights, the Directors may fix the amount, the time for payment and the method of payment of a dividend. Subject to any special rights attaching to Shares or any other class of shares (such as preference shares), dividends will be paid proportionately. The Company is not required to pay any interest on dividends.

##### Winding up

On a winding up of the Company a liquidator may, with the sanction of a special resolution of the Shareholders, divide among the Shareholders the property of the Company in proportion to the Shares held by them. The liquidator may determine how the division is to be carried out as between the members or different classes of members.

### 3. Details of the offer *continued*

#### 3.12 OPTIONS

As at the date of this Prospectus, the Company has not issued any Options to any party. Therefore, there are no current Optionholders.

#### 3.13 DIVIDEND POLICY

The Company does not intend to pay dividend on securities for the financial year ending 2024.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors. However, where possible, the Directors intend to adopt a policy of declaring the highest possible rates of dividends after taking into account factors such as availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors.

#### 3.14 ALLOTMENT

Acceptance of an Application by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares for which the Application is accepted.

The Company will allot and issue the Offer Shares offered by this Prospectus as soon as possible after the grant of quotation of the Offer Shares offered under this Prospectus.

Following the allotment and issue of the Offer Shares, statements illustrating Applicants' shareholdings in the Company will be despatched. It is the responsibility of Applicants to determine their allocation prior to trading in Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

#### 3.15 APPLICATION MONIES HELD ON TRUST

All Application monies received for the Offer Shares will be held in trust in a bank account established solely for the purpose of depositing Application monies received pursuant to this Prospectus until the Offer Shares are allotted. Application monies will be returned (without interest) if the Offer Shares are not allotted.

#### 3.16 TAXATION

The taxation summary contained in this Section 3.16 provides a general overview of the Australian tax implications to Australian tax resident investors who acquire and hold Offer Shares. The summary is not intended to be a complete statement of the possible taxation implications for investors.

The individual circumstances of each Applicant may affect the taxation implications of the investment for that Applicant. It is the responsibility of each Applicant to be satisfied as to the particular taxation treatment that applies to each investment. Persons who are considering making an investment in the Company should seek independent professional advice with respect to the taxation consequences arising from such an investment.

This summary is based on the current Australian taxation law, and administrative practice of the Commissioner of Taxation (**Commissioner**), as at the date of this Prospectus. However, potential investors should be aware that the law, and the way in which the Commissioner interprets and administers the law, may change at any time, and that the ultimate interpretation of Australian taxation law rests with the courts.

These comments do not apply to Shareholders that are non-Australian tax residents, insurance companies, banks or carry on a business of trading in shares, or hold shares otherwise than on capital account (i.e. on revenue account). Different tax implications apply to these Shareholders.

##### Australian capital gains tax for Australian resident shareholders

Australian income tax laws contain a capital gains tax (CGT) regime and Australian tax-resident Shareholders will be subject to the CGT regime on a disposal of Shares.

The cost base used to assess any capital gain or loss on Shares is generally the amount a Shareholder pays to acquire the Shares plus any incidental costs of acquisition and non-capital costs of ownership incurred. A capital gain typically arises when an asset is disposed of and the capital proceeds exceed the cost base of acquiring the asset. Conversely, a capital loss generally arises if the cost base exceeds the capital proceeds received.

Capital losses made in the same or prior years can typically be offset against any capital gains (subject to relevant loss testing rules). Any remaining net capital gain is included in assessable income and taxed, with the amount of tax payable depending on the individual taxpayer's tax profile. Where a net capital loss is incurred it may be carried forward indefinitely and offset against future capital gains subject to certain restrictions.



### 3. Details of the offer *continued*

#### Disposing of shares

Applicants who are Australian residents for tax purposes that dispose of Shares may realise a capital gain that may be subject to Australian CGT. Such capital gain would be equal to the capital proceeds received for the disposal of the Shares, less the cost base of the Shares. Complying superannuation entities are entitled to a CGT discount of one-third if the Shares have been owned for at least 12 months at the date that the Shares are disposed of. The net capital gain for individuals or entities acting as trustees of trusts (which have presently entitled beneficiaries) may be reduced by 50% if the Shares were held for at least 12 months immediately prior to the date of disposal (this 50% discount does not apply to companies that hold Shares).

#### Dividends

Dividends received by Australian tax-resident Shareholders should be included in the assessable income of Shareholders. Generally, Australian tax resident Shareholders will be taxed on the dividends at their relevant marginal tax rate. If the Shareholder is a company, the Shareholder will be taxed at the prevailing company tax rate (currently, 30% for companies with an annual turnover of \$50,000,000 or more and 25% for companies with an annual turnover of less than \$50,000,000).

Generally, to the extent that the dividends are franked, an amount equal to the franking credits attaching to the dividends will be included in the assessable income of the Shareholder. Further Shareholders will generally be entitled to a tax offset equal to the amount of the franking credits on dividends.

Certain Shareholders (including individuals and complying superannuation funds) may be entitled to a refund of 'excess franking credits' where their tax offset in respect of the franked dividends exceeds their tax liability. The income tax rate for complying superannuation funds is 15%. Complying superannuation funds generally obtain a tax offset from franked dividends against the fund's income tax liability, and any excess franking credits may be fully refunded.

A complying superannuation fund 100% in pension phase would be entitled to a full refund of franking credits, as all income of the fund would be attributable to fund's liability to pay current pensions, and are therefore exempt from income tax.

The individual circumstances of each Applicant may affect the taxation implications of the investment for that Applicant. It is the responsibility of each Applicant to be satisfied as to the particular taxation treatment that applies to each investment. Persons who are considering making an investment in the Company should seek independent professional advice with respect to the tax consequences arising from such an investment.

#### 3.17 FOREIGN SELLING RESTRICTIONS AND OVERSEAS APPLICANTS

This Prospectus does not, and is not intended to, constitute an offer of securities in any place or jurisdiction in which, 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 such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company has not taken any action to register or qualify the Offer Shares, or otherwise to permit a public offering of the Offer Shares, in any jurisdiction outside Australia.

It is the responsibility of any Applicant based in a foreign jurisdiction (outside Australia) to ensure compliance with all laws of any foreign jurisdiction that are relevant and applicable to their Application. The return of a properly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of any applicable foreign jurisdiction laws and that all necessary approvals and consents have been obtained.

#### 3.18 ESCROW

No Offer Shares issued under the Offer will be subject to escrow.

Shares on issue in the Company as at Admission will be subject to mandatory escrow in accordance with the Listing Rules. Escrow agreements in relation to such Shares will be entered into in accordance with the Listing Rules.

It is estimated that 134,280,766 Shares will be escrowed, as follows:

- 72,213,929 Shares held by the Founders will be escrowed for 24 months from the date of quotation of the securities;
- 55,980,000 Shares held by the Directors (and former director Mr Chin Hua Peh) will be escrowed for 24 months from the date of quotation of the securities; and
- 6,086,837 Shares held by Pre-IPO Investors will be escrowed for 12 months from their date of issue

However please note that the NSX may determine to increase or reduce the escrow restriction periods that are to apply to the Shareholders once the Company lodges its application for Official Quotation of the Shares.



### 3. Details of the offer *continued*

#### 3.19 CHESS

The Company will apply to participate in the Clearing House Electronic Sub-Register System (**CHESS**) operated by ASX Settlement Pty Ltd (**ASX Settlement**), a wholly owned subsidiary of the Australian Securities Exchange, in accordance with the Listing Rules and the ASX Settlement Operating Rules.

NSX has established a transfer service agreement between NSX and CHESS. This agreement recognises the NSX as an Australian market operator pursuant to the ASX Settlement and Operating Rules and allows NSX to be a recipient of the transfer service provided by the Australian Securities Exchange.

Under this system, the Company will not issue certificates to investors. Instead, investors will receive a statement of their holdings in the Company.

If an investor is broker sponsored, ASX Settlement will send them a CHESS statement. The CHESS statement will set out the number of securities allotted to each investor under the Prospectus, give details of the investor's Holder Identification Number (**HIN**) and provide the participant an identification number of the sponsor.

Alternatively, if an investor is registered on the issuer sponsored subregister, their statement will be dispatched by the Share Registry and will contain the number of securities allotted under the Prospectus and the investor's Security holder Reference Number (**SRN**) and their Sponsor Issuer Number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. A Shareholder may request a statement at any other time, however a charge may be levied for additional statements.

#### 3.20 PROFESSIONAL ADVICE

The Directors recommend that potential investors, when making an informed assessment of what will be the assets and liabilities, financial position, profits and losses and prospects of the Company should read this Prospectus in its entirety. Potential investors who have any questions about investing in the Company or are in any doubt about any matter relating to the Offer, should seek the advice of their professional advisers.

#### 3.21 WITHDRAWAL

The Company may at any time decide to withdraw this Prospectus and the Offer in which case the Company will return all Application monies without interest at the earliest practicable time.

#### 3.22 NSX QUOTATION

The Company will apply to NSX no later than seven (7) days from the date of this Prospectus for NSX to grant Official Quotation to the Offer Shares.

In February 2000, NSX became the second stock exchange to be approved under the corporations law in Australia and is licensed under the Corporations Act. NSX is a fully operational and fully regulated stock exchange. NSX creates a market for a wide range of interests including alternative investments and traditional equity securities. The investments listed by NSX cover various areas of the economy that require a market platform. NSX is focused on listing small to medium-sized enterprises, as there is a great need for growth entities to have a capital market in which they can raise further capital and provide a mechanism for the transferability of shares or other listed interests. Additional information about NSX and the market which it operates can be obtained on its website ([www.nsx.com.au](http://www.nsx.com.au)).

The fact that NSX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company. NSX takes no responsibility for the contents of this prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon any part of the content of this Prospectus.

The Directors expect that trading of the Shares on the stock market conducted by NSX will commence as soon as practicable after approval for admission to the Official List of NSX is granted and all conditions (if any) applicable thereto have been fulfilled.

#### 3.23 NOMINATED ADVISOR

Companies intending to list on NSX are required to have a nominated adviser. It is contemplated that, with a nominated adviser for each entity, investors will be offered better protection because nominated advisers are required to make sure that companies meet the ongoing requirements for listing on NSX and the requirements of the Corporations Act.

The Company shall seek to appoint its Legal Advisor (Australia), Moray & Agnew Lawyers, to act as the Company's NSX Nominated Adviser as required under the Listing Rules. Moray & Agnew Lawyers' role as NSX Nominated Advisor is to advise the Company and its Directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company in listing on the NSX.



## 4. Industry overview

The global genetic testing market is expected to reach \$27.81 billion by 2030, growing at a CAGR of 10.25% during the forecast period, 2022–2030. The base year considered for the study is 2021, and the estimated period is between 2022 and 2030.<sup>1</sup>

Genetic testing is a medical and diagnostic test that looks for changes in DNA, chromosomes, genes, or proteins. Medical professionals analyse the results of the samples to identify any defects and abnormalities in the DNA sequencing.<sup>2</sup> This data can be used to determine whether the person is at risk of developing certain diseases or disorders.<sup>3</sup> The driving force behind is to prevent the high cost of treatment when disease occur, which is particularly important in developing countries.<sup>4</sup>

The Asia-Pacific provides a lucrative market for genetic testing. It consists of developed, emerging markets that are conducive to the growth of preventive and diagnostic testing.<sup>5</sup> The potential market growth is high and untapped with regard to prenatal testing. Asia-Pacific is expected to be the fastest-growing market and is set to reach a valuation of \$6.66 billion, growing at a CAGR of 10.49%.<sup>6</sup>

### RNA-based testing

RNA Analysis Market to Reach USD 34.37 Billion by 2032 with a CAGR of 14%, driven by Advancements in Technology and Applications.<sup>7</sup> The growing demand for personalised medicine is a significant driver of the RNA Analysis Market.<sup>8</sup> Personalised medicine allows healthcare providers to deliver customised treatments based on an individual's unique genetic makeup, improving treatment efficacy and reducing adverse side effects. Additionally, advancements in RNA sequencing technologies, such as Next-Generation Sequencing (**NGS**) and the emergence of CRISPR-Cas9 gene-editing techniques, have contributed to the market's growth.<sup>9</sup> The RNA Analysis Market is experiencing several emerging trends, such as the integration of Artificial Intelligence (**AI**) and Machine Learning (**ML**) in data analysis, single-cell RNA sequencing, and the application of RNA analysis in liquid biopsies.<sup>10</sup> These trends are expected to influence the market's future and offer significant growth opportunities for industry players.<sup>11</sup>

<sup>1</sup> Inwood Research (2022). *Global Genetic Testing Market Forecast 2022-2030*.

<sup>2</sup> *ibid.*

<sup>3</sup> *ibid.*

<sup>4</sup> *ibid.*

<sup>5</sup> *ibid.*

<sup>6</sup> *ibid.*

<sup>7</sup> Market.US (2023). *Global RNA Analysis Market By Product Type (Kits & Reagents, Instruments, and Services), By Technology (Real Time-PCR (qPCR) Technology, Sequencing Technology, and Other Technologies), By Application, By End-Use, By Region and Companies - Industry Segment Outlook, Market Assessment, Competition Scenario, Trends, and Forecast 2023-2032*.

<sup>8</sup> *ibid.*

<sup>9</sup> *ibid.*

<sup>10</sup> *ibid.*

<sup>11</sup> *ibid.*

## 4. Industry overview *continued*

### miRNA

The global microRNA market size was estimated at USD 1.58 billion in 2023 and is anticipated to grow at a compound annual growth rate (CAGR) of 12.87% from 2024 to 2030.<sup>12</sup> The increasing prevalence of diseases such as cancer, cardiovascular diseases, and neurological disorders across the globe, as well as growing advancements in genomic technologies, are the prime factors that drive the market growth.<sup>13</sup> According to the American Cancer Society in 2022, about 1.9 million new cancer cases were reported in the U.S. out of which 609,360 recorded cancer-related deaths.<sup>14</sup>

miRNAs are rapidly being recognised as robust biomarkers of human diseases, as they play a significant role in regulating gene expression at the post-transcriptional level.<sup>15</sup> The stability in serum and plasma has encouraged use of miRNAs from the blood for diagnostic & prognostic biomarker applications. In addition, circulating miRNAs that are within the exosomes act as serum biomarkers to provide information related to immunological status in healthy and diseased conditions, for instance, in people immunised with flu vaccines, the level of microRNA-150 in serum significantly increases post-lymphocyte activation.<sup>16</sup> This supports the potential application of circulating miRNAs as biomarkers for immunological conditions, therefore, the ability of miRNA to serve as valuable biomarkers in various diseases contributes to the overall market growth.<sup>17</sup>

The cancer segment accounted for the largest revenue share in 2023.<sup>18</sup> The highest revenue share is due to high investments in cancer research adopting miRNA signatures.<sup>19</sup> Furthermore, progress in clinical trials for therapies based on miRNA and clinical diagnostic tests for the differentiation of cancer subtypes and the stage is anticipated to fuel revenue growth.<sup>20</sup> miRNA diagnostics is not only a surplus approach for the diagnosis of differentiated cancer but is also considered a potential breakthrough in cancers of unknown origin.<sup>21</sup>

<sup>12</sup> Grand View Research (2018). *MicroRNA Market Size, Share & Trends Analysis Report By Products & Services (Instruments, Consumables), By Application (Cancer, Infectious Diseases) By End-use, By Region, And Segment Forecasts, 2024 – 2030.*

<sup>13</sup> *ibid.*

<sup>14</sup> *ibid.*

<sup>15</sup> *ibid.*

<sup>16</sup> *ibid.*

<sup>17</sup> *ibid.*

<sup>18</sup> *ibid.*

<sup>19</sup> *ibid.*

<sup>20</sup> *ibid.*

<sup>21</sup> *ibid.*

The infectious disease segment is estimated to register the fastest CAGR over the forecast period.<sup>22</sup> miRNAs are rapidly being recognised as robust biomarkers of human diseases, as they play a significant role in regulating gene expression at the post-transcriptional level.<sup>23</sup> Thus, the aforementioned factors are attributable to the segment growth.<sup>24</sup> Furthermore, the sudden increase in the growth rate of the infectious diseases segment was observed during the pandemic period owing to the COVID-19 outbreak.<sup>25</sup>

### Liquid biopsy market

Liquid biopsy is a ground breaking non-invasive medical procedure that allows for early cancer identification and monitoring by analysing numerous biomarkers found in a patient's blood or other bodily fluids.<sup>26</sup> The liquid biopsy market is primarily driven by the rising prevalence of cancer among the global population and rising awareness regarding the availability of different non-invasive treatments.<sup>27</sup> Cancer is the second most leading cause of death across the globe, as per the World Health Organization.<sup>28</sup> As per the data provided by the International Agency for Research on Cancer in the GLOBOCAN 2020 estimates, around 19.3 million new cases of cancer and around 10 million deaths were reported due to cancer in 2020.<sup>29</sup> The rising prevalence of breast cancer among the female population has made it the most common type of cancer diagnosed across the globe.<sup>30</sup> In 2020, around 2.3 million new breast cancer cases were recorded, closely followed by the lungs cancer, colorectal cancer, and prostate cancer - there are several benefits associated with the new liquid biopsy technique such as rapid results, low cost, early prognosis, overcoming tumor heterogeneity, low risk, and non-invasiveness.<sup>31</sup> In contrast to conventional tissue biopsies, which can be invasive and limited by tumor accessibility, liquid biopsy provides a less hazardous and more accessible method of getting critical genetic and molecular information about tumors.<sup>32</sup> Liquid biopsy gives information on

<sup>22</sup> *ibid.*

<sup>23</sup> *ibid.*

<sup>24</sup> *ibid.*

<sup>25</sup> *ibid.*

<sup>26</sup> *ibid.*

<sup>27</sup> *ibid.*

<sup>28</sup> *ibid.*

<sup>29</sup> *ibid.*

<sup>30</sup> *ibid.*

<sup>31</sup> Precedence Research (2023). *Liquid Biopsy Market (By Technology: PCR, NGS, FISH, Other; By Products: Test/Services, Kits and Consumable, Instruments; By Application: Cancer and Non-Cancer; By Circulating Biomarker: Circulating Tumor Cells, Cell-Free DNA, Circulating Tumor DNA, Extracellular Vesicles, Others; By Usage: RUO, Clinical; By Workflow; By Types of Sample; By circulating Biomarker; By Clinical Application) - Global Industry Analysis, Size, Share, Growth, Trends, Regional Outlook, and Forecast 2023 – 2032.*

<sup>32</sup> *ibid.*

## 4. Industry overview *continued*

a tumor's genetic mutations, therapy response, and potential for metastasis by identifying circulating tumor cells (CTCs), cell-free DNA (cfDNA), exosomes, and other biomolecules.<sup>33</sup> All these benefits of the liquid biopsy over the traditional diagnosis is fueling the adoption of the liquid biopsy among the patients across the globe, and is expected to significantly drive the demand during the forecast period.<sup>34</sup>

On the basis of the technology, the global liquid biopsy market is segmented into NGS, PCR, FISH, and others.<sup>35</sup> The NGS (Next-Generation Sequencing) segment has held the largest market share in the liquid biopsy market (more than 60%) due to its exceptional capabilities in detecting and analysing genetic mutations and alterations.<sup>36</sup> NGS offers high-throughput sequencing of circulating tumor DNA and other biomarkers, providing precise and comprehensive insights into cancer profiles.<sup>37</sup> Its ability to handle multiple samples simultaneously and rapidly generate large amounts of genomic data has made NGS the preferred choice for liquid biopsy testing.<sup>38</sup>

Based on the sample type, the global liquid biopsy market is segmented into blood, urine, saliva, and cerebrospinal fluid.<sup>39</sup> The blood segment dominated the liquid biopsy market over the forecast period primarily due to its non-invasive nature and ease of sample collection - blood-based liquid biopsies offer a convenient and accessible method to detect and analyse circulating tumor cells (CTCs) and cell-free DNA (cfDNA), providing valuable information about cancer progression, treatment response, and genetic mutations.<sup>40</sup>

The increased awareness about the cancer is boosting the liquid biopsy market growth as liquid biopsy technique can detect the cancer early, can monitor progression of tumor, and can assess clinical prognosis.<sup>41</sup> Moreover, the proliferation of advanced technologies has boosted the demand for the non-invasive

diagnosis and treatments that is expected to spur the demand for the liquid biopsy in the forthcoming years.<sup>42</sup> The rising investments by the market players in the clinical trials for the development of innovative diagnostic solutions is exponentially contributing towards the market growth.<sup>43</sup>

### Nutraceuticals

The global nutraceutical market size was worth more than USD 423 billion in 2022 and is poised to grow significantly at over 4.5% CAGR from 2023 to 2032 owing to the high prevalence of metabolic disorders worldwide.<sup>44</sup>

While the US market occupies 35% of the global nutraceutical market, Asia-Pacific region at 23% in 2022, is growing rapidly and is expected to capture 32% (or USD 135 billion) by 2032.<sup>45</sup>

The global market for Immune Health nutraceuticals estimated at USD 16.8 billion in 2020, is expected to reach USD 72.7 billion by 2028.<sup>46</sup> The market is expected to expand at a CAGR of 20.1% from 2021 to 2028. Asia Pacific region is estimated to capture about 30% of the global market or USD 22 billion by 2028.<sup>47</sup> Herbal extracts are the fastest-growing CAGR of over 12% for ingredients.<sup>48</sup>

The global Brain Health nutraceutical market is expected to grow from USD 6.6 billion in 2021 to USD 14.3 billion by 2028, registering a CAGR of 11.7% from 2022 to 2028.<sup>49</sup> The market share in Asia Pacific is estimated to reach 30% of the global market or USD 4.3 billion by 2028.<sup>50</sup>

33 Precedence Research (2023). *Liquid Biopsy Market (By Technology: PCR, NGS, FISH, Other; By Products: Test/Services, Kits and Consumable, Instruments; By Application: Cancer and Non-Cancer; By Circulating Biomarker: Circulating Tumor Cells, Cell-Free DNA, Circulating Tumor DNA, Extracellular Vesicles, Others; By Usage: RUO, Clinical; By Workflow; By Types of Sample; By circulating Biomarker; By Clinical Application) - Global Industry Analysis, Size, Share, Growth, Trends, Regional Outlook, and Forecast 2023 – 2032.*

34 *ibid.*

35 *ibid.*

36 *ibid.*

37 *ibid.*

38 *ibid.*

39 *ibid.*

40 *ibid.*

41 *ibid.*

42 Precedence Research (2023). *Liquid Biopsy Market (By Technology: PCR, NGS, FISH, Other; By Products: Test/Services, Kits and Consumable, Instruments; By Application: Cancer and Non-Cancer; By Circulating Biomarker: Circulating Tumor Cells, Cell-Free DNA, Circulating Tumor DNA, Extracellular Vesicles, Others; By Usage: RUO, Clinical; By Workflow; By Types of Sample; By circulating Biomarker; By Clinical Application) - Global Industry Analysis, Size, Share, Growth, Trends, Regional Outlook, and Forecast 2023 – 2032.*

43 *ibid.*

44 Global Market Insights (2023). *Nutraceutical Market - By Product (Functional Foods {Baby Food, Cereals}, Dietary Supplements), Form (Capsules, Tablets, Gummies), Condition (Weight Management, Joint Health, Skin, Hair), Distribution Channel (Pharmacies), Global Forecast, 2023 – 2032.*

45 Grand View Research (2023). *Brain Health Supplements Market Size & Growth Report, 2030.*

46 *ibid.*

47 *ibid.*

48 *ibid.*

49 *ibid.*

50 *ibid.*



## 5. Board and corporate governance

The Company is very cognisant of investor expectations with respect to governance and communications. In that regard, the Board is constituted of directors who have extensive skills and experience in both business operations and governance. The Board has a broad base of experiences covering operational, technical, corporate and commercial backgrounds spanning a number of decades across a range of different industries. The Board is well positioned to implement, oversee and monitor the Company's strategic objectives.



## 5. Board and corporate governance *continued*

### 5.1 DIRECTORS' PROFILES

#### *Dr Kah Meng Lim*



#### **Experience**

Dr Lim has dedicated over 20 years in the life science research field, including 2 years as a research scientist at the Singapore government funded A\*Star research institute and a post-doctorate attachment at the University of Minnesota, USA. His specialty includes researching in stem cells and cancerous diseases. Dr Lim received his PhD in 2002.

His work involved cell growth, regulation in cancer, infectious diseases, and biomedicine product development. Experienced Business Catalyst and Accelerator with a demonstrated history of success and exemplary domain knowledge in the biotechnology and biopharmaceutical industry. Strong business development professional skilled in Biotechnology, Life Sciences, Strategic Planning, Business Strategy, and Pharmaceutical Industry.

Notable past roles include:

- Metagen Biologics – Founding Chairman, July 2021 to Present
- Singapore Paincare Holdings (SGX) – Independent Director, Mar 2021 to Present
- Compass Ventures Inc (TSX-V) – CEO and Director, November 2020 to Present
- Gene Oasis Bioscientific – Owner and Chairman, 2009 to Present
- Nanyang Technological University Singapore – Adjunct assistant Professor, 2012 to 2015
- A\*Star Singapore (Agency for Science, Technology and Research) – Research Scientist, 2002 to 2004

<b>Role</b>	Group Managing Director and Chief Executive Officer
<b>Location</b>	Singapore
<b>Independence or affiliations</b>	Not Independent
<b>Legal or disciplinary action</b>	Dr Lim has not been the subject of 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 his duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.
<b>Insolvent companies</b>	Dr Lim has not been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that he was an officer or within a 12 month period after he ceased to be an officer.

5. Board and corporate governance *continued*

Mr Sah Soon Lim



Experience

Mr Lim is a Chartered Surveyor and Chartered Secretary by training.

Mr Lim is currently Managing Director of charity organisation, Huaxia Cultural Hub Ltd. He also serves as a Director of two family companies, The Kindred Spirit Pte Ltd and Pheng Geck Pte Ltd, providing 24-hour gym services to approximately 2,500 active members.

Mr Lim started his career with the Singapore's Housing Development Board as a Junior Officer in 1967, and within a short span of 10 years, he was promoted to a super-scale Officer. Soon after, he was seconded to the Prime Minister's Office to spearhead and complete a national wide community project.

In 1995, he was invited by Singapore Chinese Chamber of Commerce & Industry (SCCCI) to serve as its Secretary General as well as the Honorary Secretary General of the then Singapore Federation of Chambers of Commerce & Industry. Since his retirement from SCCCI in 2013, Mr Lim has served as a Member of the Practising Management Consultants Certification Board in Singapore.

Mr Lim also chairs the Membership Affairs Committee of the Singapore Teochew Federation. He also serves as Council Member of TeoAnn Huey Kuan, Member of the TCM Board Disciplinary Investigation Panel, Advisor to World Lin Chamber of Commerce, and Advisor to Federation of World Cultural & Art Society.

Role	Executive Director
Location	Singapore
Independence or affiliations	Not Independent
Legal or disciplinary action	Mr Lim has not been the subject of 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 his duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.
Insolvent companies	Mr Lim has not been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that he was an officer or within a 12 month period after he ceased to be an officer.

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## 5. Board and corporate governance *continued*

### Mr Justyn Stedwell



#### Experience

Justyn has over 15 years' experience acting as an outsourced Company Secretary for ASX listed companies within various industries.

Recently, Justyn assisted Lightning Minerals Ltd (ASX:L1M) through their successful IPO on the ASX in his capacity as Company Secretary. He is also currently the Company Secretary of Spenda Limited (ASX:SPX). He was previously Company Secretary of former ASX top 200 company Imugene Limited (ASX:IMU) for approximately 10 years and has also served as a Non-Executive Director on several ASX listed company Boards.

He has completed a Bachelor of Commerce (Management & Economics) at Monash University, Graduate Diploma of Accounting at Deakin University and is a graduate of the Governance Institute of Australia.

In 2021 he sold his outsourced company secretary business with approximately 20 listed clients to Automic Group.

<b>Role</b>	Non-Executive Director
<b>Location</b>	Melbourne, Victoria, Australia
<b>Independence or affiliations</b>	Independent
<b>Legal or disciplinary action</b>	Mr Stedwell has not been the subject of 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 his duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.
<b>Insolvent companies</b>	Mr Stedwell has not been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that he was an officer or within a 12 month period after he ceased to be an officer.

### Mr Matthew Leonard



#### Experience

Matthew is an accomplished business development professional with significant experience working in both Australia and Singapore. Matthew has over 12 years of outstanding record of achievement in demanding, complex and highly competitive markets. He possesses expertise across advertising, marketing and media event management sector, with recent focus on linking opportunities with high-net-worth individuals throughout Asia.

Matthew is a member of Golden Venture Capital Pty Ltd, an Australian company which provides corporate advisory and consultancy services throughout Australia and international markets. As part of this work, Matthew has assisted a number of companies with capital raising transactions throughout Asia and Australia.

Matthew is currently an Executive Director of BPH Global Ltd (ASX:BP8), an Asia-Pacific plant-based biotechnology company, with his role being focused on business operations and business development. He is also a Non-Executive Director of Agri Skylight Ltd (NSX:AGS).

<b>Role</b>	Non-Executive Director
<b>Location</b>	Melbourne, Victoria, Australia
<b>Independence or affiliations</b>	Independent
<b>Legal or disciplinary action</b>	Mr Leonard has not been the subject of 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 his duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.
<b>Insolvent companies</b>	Mr Leonard has not been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that he was an officer or within a 12 month period after he ceased to be an officer.

## 5. Board and corporate governance *continued*

### 5.2 OTHER KEY PERSONNEL

#### Chief Financial Officer – Mr Danny Hock Kiong Heng

**Mr Danny Hock Kiong Heng** Mr Heng is the CFO of the Company.



Mr Heng has extensive experience as Group CFO in listed companies and private equity firms.

Mr Heng has a proven track record in enhancing shareholders' value by improving effectiveness and efficiency of financial and management functions.

Mr Heng holds B.BA. from City University of New York, USA and M.S. (Accountancy & Info-System Management) from Pace University, New York, USA.

Professional qualifications include FCA, CPA, CA, FCARB.

**Role** Chief Financial Officer

**Location** Singapore

**Independence or affiliations** Not Independent

**Legal or disciplinary action** Mr Heng has not been the subject of 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 his duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.

**Insolvent companies** Mr Heng has not been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that he was an officer or within a 12 month period after he ceased to be an officer.

#### Chief Scientific Officer – Dr Ron Eng Lee Tan

**Dr Ron Eng Lee Tan** Dr Tan is the Chief Scientific Officer of the Company.



Dr Tan has more than 17 years experience in clinical diagnostics innovation.

He holds two international patents and two proprietary know-hows, and has 35 scientific publications internationally.

Dr Tan holds a PhD in Biomedical Science from National University of Singapore.

**Role** Chief Scientific Officer

**Location** Singapore

**Independence or affiliations** Not Independent

**Legal or disciplinary action** Dr Tan has not been the subject of 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 his duties as a Director or which is relevant to an investor's decision as to whether to subscribe for Shares.

**Insolvent companies** Dr Tan has not been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that he was an officer or within a 12 month period after he ceased to be an officer.

## 5. Board and corporate governance *continued*

### OTHER ROLES

#### Company secretary – Mr. Bill Pavlovski

Mr Pavlovski holds a Bachelor of Business majoring in Applied Economics and International Trade. Mr Pavlovski brings over 15 years of experience in a career spanning banking, wealth management, and company secretary services.

Mr Pavlovski is also an Investment and Corporate advisor at one of Australia's most active stockbroking and corporate advisory firms specialising in small to medium high growth companies.

Mr Pavlovski brings a deep understanding and experience of capital markets gained during a respected career.

To complement this experience, Mr Pavlovski is compliant with ASIC Regulatory Guide (RG146) and ASX Listing Rules Compliance course.

#### Company subsidiaries:

The officers of the companies in the GO-Dx Group are as follows:

GO-Dx Singapore	Dr Kah Meng Lim (Group Managing Director and CEO)
	Mr Sah Soon Lim (Executive Director)
	Mr Justyn Stedwell (Non-Executive Director)
	Mr Matthew Leonard (Non-Executive Director)
GO-Dx Philippines	Mr Chee Hua Tan Antonio Jr. De Jesus Lopez
GO-Dx Indonesia	Dr Kah Meng Lim Mr Sah Soon Lim

### 5.3 DISCLOSURE OF DIRECTORS AND COMPANY SECRETARY'S INTERESTS

#### 5.3.1 Directors' and company secretary's interests

Other than as set out below or elsewhere in this Prospectus, no Director and no firm in which a Director is a partner, has an interest in the promotion or in property proposed to be acquired by the Company in connection with its formation or promotion. Other than as set out below or elsewhere in this Prospectus, no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any Director or any firm in which any Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in which he is a partner in connection with the formation or promotion of the Company.

Prior to the Offer the Directors and key management personnel of the Company had relevant interests in Shares as set out in the table below:

	SHARES NUMBER	SHARES % <sup>2</sup>
<b>Directors</b>		
Dr Kah Meng Lim <sup>1</sup>	72,213,929	44.67%
Mr Sah Soon Lim	6,600,000	4.08%
Mr Justyn Stedwell	500,000	0.31%
Mr Matthew Leonard	500,000	0.31%
<b>Senior management</b>		
Mr Danny Hock Kiong Heng	-	-
Dr Ron Eng Lee Tan	-	-

Notes:

- <sup>1</sup> Dr Kah Meng Lim holds 46,053,929 and his wife Ms Novanne Seah holds 26,160,000
- <sup>2</sup> Calculated as a percentage of the total Shares on issue as at the date of this Prospectus.

On completion of the Offer, assuming the Directors and key management personnel of the Company do not participate in the Offer, and that the Minimum Subscription is raised, they will have relevant interests in Shares as set out in the table below:

	SHARES NUMBER	SHARES % <sup>2</sup>
<b>Directors</b>		
Dr Kah Meng Lim <sup>1</sup>	72,213,929	41.31%
Mr Sah Soon Lim	6,600,000	3.78%
Mr Justyn Stedwell	500,000	0.28%
Mr Matthew Leonard	500,000	0.28%
<b>Key management personnel</b>		
Mr Danny Hock Kiong Heng	-	-
Dr Ron Eng Lee Tan	-	-

Notes:

- <sup>1</sup> On completion of the Offer, Dr Kah Meng Lim shall hold 46,053,929 and his wife Ms Novanne Seah shall hold 26,160,000 Shares.
- <sup>2</sup> Calculated as a percentage of the total Shares on issue following completion of the Offer, assuming the Minimum Subscription is achieved.



## 5. Board and corporate governance *continued*

### 5.3.2 Related party transactions

Related parties of the Company include Directors and entities controlled by Directors. Chapter 2E of the Corporations Act prohibits a public company or an entity that it controls from giving a financial benefit to a related party of the public company unless either the giving of the financial benefit falls within one of the nominated exceptions to the prohibition, or shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

One of the nominated exceptions to the prohibition is where the financial benefit is reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length.

Except where indicated below, the following contracts or transactions with related parties have been determined by Directors who do not have a material personal interest in the matter to fall within the arm's length exception, and constitute reasonable remuneration for the purposes of Part 2E.1 of the Corporations Act.

#### a) Directors' agreements

The Company has entered into Director's Service Agreements with each of the Directors of the Company whereby the remuneration payable by the Company under such agreements to each Director is as follows:

- > Dr Kah Meng Lim (Group Managing Director)  
– \$14,800 per annum
- > Mr Sah Soon Lim (Executive Director)  
– \$14,800 per annum
- > Mr Justyn Stedwell (Independent / Non-Executive Director) – \$30,000 per annum
- > Mr Matthew Leonard (Independent / Non-Executive Director) – \$30,000 per annum.

Please also refer to Section 10 of this Prospectus for more information on the Director's Service Agreements that the Company has entered into with its Directors.

The Company has also entered into Deeds of Indemnity, Access and Insurance with each Director. For more information on the Director's Service Agreements and Deeds of Indemnity, Access and Insurance, please refer to Section 10 of this Prospectus.

#### b) Executive employment agreements

The following persons are employed by the Company under executive employment agreements, as follows:

- > Dr Kah Meng Lim (Chief Executive Officer) receives an annual salary of S\$120,000 plus a transport allowance of S\$24,000 per annum (commencing from 1 March 2024).
- > Mr Danny Hock Kiong Heng (Chief Financial Officer) receives an annual salary of S\$96,000 per annum (commencing from Admission) plus \$138,000 worth of ordinary shares in the Company based on a 10-day Volume Weighted Average Price (VWAP) trading price and subject to obtaining any necessary shareholder and regulatory approvals for the issue.
- > Dr Ron Eng Lee Tan (Chief Scientific Officer) receives an annual salary of S\$120,000 per annum (commencing from January 2024) plus \$84,000 worth of ordinary shares in the Company based on a 10-day Volume Weighted Average Price (VWAP) trading price and subject to obtaining any necessary shareholder and regulatory approvals for the issue.

Please also refer to Section 10.8 of this Prospectus for more information on the Executive Employment Agreements that the Company has entered into with the above members of the KMP.

#### c) Related party commercial contracts

##### > GeneOasis Licence Agreement

The Company, through acquisition of GO-Dx Singapore, has the commercial benefit of an intellectual property licence agreement with GeneOasis Bioscientific Pte Ltd, a Singapore incorporated company controlled by Dr Kah Meng Lim, who is a Director and CEO of the Company.

Please refer to Section 10.3 for a summary of the key terms and value of the financial benefit (being the fees payable) in relation to the GeneOasis Licence Agreement.

The GeneOasis Licence Agreement was entered into by GO-Dx Singapore prior to incorporation of the Company, and this was not subject to Chapter 2E of the Corporations Act and did not require member approval. Nevertheless, the Company considers the terms of the GeneOasis Licence Agreement to be on arms-length terms.

Please refer to Section 6.1(g) and 10.3 for a summary of the risks associated with the GeneOasis Licence Agreement, in particular with regard to the revocation of exclusivity rights.

## 5. Board and corporate governance *continued*

### > **AI-platform collaboration agreement with White Group**

The Company, through acquisition of GO-Dx Singapore, has the commercial benefit of an AI-Platform Collaboration Agreement with White Group Pte Ltd, a Singapore incorporated company controlled by Mr Chin Hua Peh, the largest substantial shareholder of the Company.

Please refer to Section 10.5 for a summary of the key terms of this agreement. As the agreement is an agreement to collaborate, for which any intellectual property developed will be jointly-owned by both parties, there is no prescribed dollar value financial benefit attributable to Mr Chin Hua Peh.

The AI Platform Collaboration Agreement with White Group was entered into by GO-Dx Singapore prior to incorporation of the Company, and this was not subject to Chapter 2E of the Corporations Act and does not require member approval. Nevertheless, the Company considers the terms of the AI Platform Collaboration Agreement to be on arms-length terms.

Given that this agreement is considered part of the Company's Research and Development activities, the risks disclosed at Section 7.2 are applicable to this agreement.

### > **Supply and distribution agreement with FEGO Biotech Pte Ltd**

The Company, through acquisition of GO-Dx Singapore, has the commercial benefit of a Supply and Distribution Agreement with FEGO Biotech Pte Ltd, a Singapore incorporate company controlled by Dr Kah Meng Lim, who is a Director and CEO of the Company.

This agreement grants the Company the exclusive worldwide right to sell and distribute the G'Nest Deluxe and G'Nest Premium products.

Please refer to Section 10.2 for a summary of the key terms and value of the financial benefit (being the lower cost of goods) in relation to the Supply and Distribution Agreement.

The agreement with Fego Biotech Pte Ltd was entered into by GO-Dx Singapore prior to incorporation of the Company, and this was not subject to Chapter 2E of the Corporations Act and does not require member approval. Nevertheless, the Company considers the terms of the Supply and Distribution Agreement with FEGO Biotech Pte Ltd to be on arms-length terms.

Given that this agreement is considered part of the Company's product manufacturing activities, the risks disclosed at Section 7.2 are applicable to this agreement.

### > **Supply and distribution agreement with NGF Bioenterprise Pte Ltd**

The Company, through acquisition of GO-Dx Singapore, has entered into a Supply and Distribution Agreement with NGF Bioenterprise Pte Ltd, a Singapore incorporate company controlled by Dr Kah Meng Lim, who is a Director and CEO of the Company.

This agreement grants the Company the exclusive worldwide right to sell and distribute the "C'Neuros" product.

Please refer to Section 10.2 for a summary of the key terms and value of the financial benefit (such as product supply cost) in relation to the Supply and Distribution Agreement.

The agreement with NGF Bioenterprise Pte Ltd was entered into by GO-Dx Singapore prior to incorporation of the Company, and this was not subject to Chapter 2E of the Corporations Act and does not require member approval. Nevertheless, the Company considers the terms of the Supply and Distribution Agreement with NGF Bioenterprise Pte Ltd to be on arms-length terms.

Given that this agreement is considered part of the Company's product manufacturing activities, the risks disclosed at Section 7.2 are applicable to this agreement.

## 5. Board and corporate governance *continued*

### 5.4 CORPORATE GOVERNANCE

#### 5.4.1 Role of the Board

The Board is responsible for the following principal matters:

- the strategic direction of the Company;
- overseeing, negotiating and implementing the significant capital investments and material transactions entered into by the Company;
- management goals and the Company's policies;
- monitoring and reviewing the financial and operational performance of the Company;
- risk management strategy and review; and
- future expansion of the Company's business activities.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

- Leadership of the Organisation: overseeing the Company and establishing codes that reflect the values of the Company and guide the conduct of the Board;
- Strategy Formulation: to set and review the overall strategy and goals for the Company and ensuring that there are policies in place to govern the operation of the Company;
- Overseeing Planning Activities: the development of the Company's strategic and business plan;
- Shareholder Liaison: ensuring effective communications with shareholders through an appropriate communications policy and promoting participation at general meetings of the Company;
- Monitoring, Compliance and Risk Management: the development of the Company's risk management, compliance, control and accountability systems and monitoring and directing the financial and operational performance of the Company; and
- Company Finances: approving expenses and approving and monitoring acquisitions, divestitures and financial and other reporting.

The Board has adopted a Board Charter which sets out its responsibilities, processes and duties in greater detail.

#### 5.5.2 Corporate governance principles and guidelines

In Practice Note 14 (Corporate Governance Disclosure in Annual Reports), the NSX advises that listed Issuers may find assistance in developing appropriate policies and procedures by referring to the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations (**Principles and Recommendation**).

The Board is committed to principles of best practice in corporate governance. The Board will therefore conduct itself in accordance with the Principles and Recommendations, to the extent that such principles and recommendations are applicable to an entity of the size and structure of the Company.

The Company has formulated its own corporate governance policies and practices using the Principles and Recommendations as a guide.

The Board will review on an ongoing basis the corporate governance policies and structures that the Company has in place to ensure that these are appropriate for the size of the Company and nature of its activities, and that these policies and structures continue to meet the corporate governance standards that the Board is committed to.

## 5. Board and corporate governance *continued*

### Summary of Company's position in relation to the principles and recommendations:

PRINCIPLE AND RECOMMENDATION	COMPANY'S POSITION
<b>Principle 1 –</b> Lay solid foundations for management and oversight	<p><b>The role of the Board</b>  The Board is responsible for, and has the authority to determine, all matters relating to strategic direction, policies, practices, management goals and the operations of the Company.</p> <p><b>The role of management</b>  It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.</p> <p>The Company's officers and management have all entered into service contracts which outline the responsibilities of each of the company's officers and of management personnel when performing their roles for the Company.</p>
<b>Principle 2 –</b> Structure the Board to add value	<p>At the date of this Prospectus, the Company has four (4) directors, being Dr Kah Meng Lim, Mr Sah Soon Lim, Mr Justyn Stedwell and Mr Matthew Leonard.</p> <p>The Board considers that it is of an appropriate size to effectively and efficiently oversee the management and operations of the Company, based on the present size of the Company's activities.</p> <p>The Board is responsible for the nomination and selection of directors. Given the size of the Company and the nature of its operations, the Board does not believe it to be appropriate to establish a nomination committee at this time. The composition of the Board, its performance and the appointment of new Directors will be reviewed periodically by the Board, taking advice from external advisers where considered appropriate.</p>
<b>Principle 3 –</b> Act ethically and responsibly	<p><b>Code of conduct</b>  The Board has established a <i>Code of Conduct</i> for the Board and Management.</p> <p>The Board is committed to meeting their responsibilities under the Constitution and Corporations Act when carrying out their functions as company officers.</p> <p><b>Diversity policy</b>  The Board has established a <i>Diversity Policy</i> in accordance with the Principles and Recommendations, and will endeavour to provide for appointments to the Board and Company in accordance with this Policy as the Company develops and grows.</p> <p><b>Securities trading policy</b>  The Company has adopted a <i>Securities Trading Policy</i> for directors, officers and employees.</p> <p>The purpose of the <i>Securities Trading Policy</i> is to reduce the risk of insider trading and ensure that the Company's directors, officers and employees are aware of the legal restrictions on trading in Shares whilst in possession of undisclosed information concerning the Company.</p> <p>The <i>Securities Trading Policy</i> sets out when trading in Shares by directors, officers and employees is not permitted. Restrictions on trading are imposed by the Company to reduce the risk of insider trading and to minimise the chance that misunderstandings or suspicions arise that the Company's directors, officers, or employees are trading while in possession of undisclosed information concerning the Company.</p> <p><b>Reporting unethical or illegal practices</b>  Company policy requires employees who are aware of unethical or illegal practices to report these practices to management. Any reports of unethical or illegal practices are investigated by the Board. Reporters of unethical practices may remain anonymous.</p> <p><b>Whistleblower policy</b>  In accordance with the Corporations Act and ASIC Regulatory Guide 270, the Company has adopted a whistleblower policy.</p>
<b>Principle 4 –</b> Safeguard integrity in corporate reporting	<p>The Company has established an <i>Audit and Risk Committee</i> which shall be responsible for monitoring and reviewing financial reporting by the Company.</p> <p>The Company has adopted a Charter for the <i>Audit and Risk Committee</i> which sets out the committee's responsibilities, procedures, guidelines and composition.</p>
<b>Principle 5 –</b> Make timely and balanced disclosure	<p>The Company has adopted a <i>Communication and Disclosure Policy</i> to ensure compliance with the Listing Rules disclosure requirements.</p> <p>To comply with the Listing Rule 6.4, the Company intends to immediately notify the NSX of information concerning the Company that is not generally available and a reasonable person would expect to have a material effect on the price or value of the Company's securities if it were generally available.</p> <p>The <i>Communication and Disclosure Policy</i> includes processes designed to ensure that Company information:</p> <ul style="list-style-type: none"> <li>• is disclosed in a timely manner;</li> <li>• is factual;</li> <li>• does not omit material information; and</li> <li>• is expressed in a clear and objective manner that allows the input of the information when making investment decisions.</li> </ul> <p>The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company. Accordingly, in following and adhering to its Communications and Disclosure Policy the Company will comply with its continuous disclosure obligations.</p>

## 5. Board and corporate governance *continued*

PRINCIPLE AND RECOMMENDATION	COMPANY'S POSITION
<b>Principle 6 –</b> Respect the rights of security holders	<p>The Board is committed to ensuring that Shareholders receive information relating to the Company on a timely basis and shall endeavour to keep shareholders well informed of all material developments of the Company.</p> <p>The Board has adopted a <i>Communications and Disclosure Policy</i>, and as part of this policy, will ensure that all relevant announcements and documents are published on the Company's website in a prompt fashion.</p> <p>The Company will respect the rights and entitlements of the Shareholders under the Constitution and the Corporations Act.</p>
<b>Principle 7 –</b> Recognise and manage risk	<p>The Company has established an <i>Audit and Risk Committee</i> which shall be responsible for monitoring, identifying and managing risks, and ensuring that these risk identification and management procedures are implemented and followed.</p> <p>The Audit and Risk Committee has adopted a Charter.</p> <p>The Company has also adopted a <i>Risk Management Policy</i> designed to ensure:</p> <ul style="list-style-type: none"> <li>• all major sources of potential opportunity for harm to the company (both existing and potential) are identified, analysed and treated appropriately;</li> <li>• business decisions throughout the Company appropriately balance the risk and reward trade off;</li> <li>• regulatory compliance and integrity in reporting is achieved; and</li> <li>• the Company's good standing with its stakeholders continues.</li> </ul>
<b>Principle 8 –</b> Remunerate fairly and responsibly	<p>The Board is responsible for the Company's remuneration policy and has adopted a <i>Nomination and Remuneration Policy</i> which outlines the processes by which the Board shall review officer and management remuneration. The Company has provided disclosure of a summary of its remuneration policies for the Directors in this Prospectus.</p> <p>The Company is committed to remunerating its officers and executives fairly and to a level which is commensurate with their skills and experience and which is reflective of their performance. Further disclosure of officer and executive remuneration will be made in accordance with the Listing Rules and the Corporations Act.</p>

### 5.6 SUBSTANTIAL SHAREHOLDERS

As at the date of this Prospectus, the following Shareholders hold 5% or more of the total number of Shares currently on issue in the Company:

SHAREHOLDER	SHARES	% <sup>1</sup>
Mr Chin Hua Peh	50,000,000	30.93%
Dr Kah Meng Lim <sup>2</sup>	46,053,929	28.49%
Ms Novanne Seah <sup>2</sup>	26,160,000	16.18%

<sup>1</sup> Calculated as a percentage of the total Shares on issue as at the date of this Prospectus.

<sup>2</sup> Dr Kah Meng Lim and Ms Novanne Seah are related parties.

As at the date of Admission, the following Shareholders shall hold 5% or more of the total number of Shares currently on issue in the Company (based on the Minimum Subscription and assuming that they do not subscribe for Shares under the Offer):

SHAREHOLDER	SHARES	%
Mr Chin Hua Peh	50,000,000	28.60%
Dr Kah Meng Lim	46,053,929	26.35%
Ms Novanne Seah	26,160,000	14.96%





## 6. Risk factors

The Offer Shares to be issued pursuant to this Prospectus are a speculative investment.

The following summary explains some of the risks associated with investment in the Company and which may impact upon the financial performance of the Company. However, potential investors should read this Prospectus in its entirety and consult their professional advisers before applying for Offer Shares. The list of risk factors outlined here are not exhaustive.

There can be no guarantee that the Company will deliver on its business strategy, or that any forward-looking statement contained in this Prospectus will be achieved or realised. Investors should note that past performance is not a reliable indicator of future performance.

Neither the Company, nor its Directors nor any of its professional advisers give any form of guarantee on future dividends, return on capital or the price at which the Offer Shares might trade on NSX.

Investors should consider the non-exhaustive list of risks associated with investing in the Company that are outlined below, and consult with their advisors before making an investment in the Company.

### 6.1 COMPANY-SPECIFIC RISK FACTORS

#### a) Risks inherent in the Company's business model and technology

The Company is an early-stage diagnostics company which may be delayed in release to market of a product or service, which would impact the Company's profitability. Investors should be wary that there are no guarantees that the Company will be able to undertake research and development activities that always eventuate into a commercialised product which, in turn, would impact the Company's ability to generate revenue.

While the Company may have the capabilities to process biological sample data into an RNA map or report through use of its RNA Mining/Mapping Platform, it still needs to identify and hire suitably qualified personnel to build an AI capability for the RNA Mining/Mapping Platform in the future. There is no guarantee that the Company's activities to develop the AI-Enabled Platform and AI capabilities through its collaboration agreements with Pathomics Health and White Group will be successful. There is also a risk that Pathomics Health or White Group may terminate their collaboration agreements with the Company, which could impact the Company's ability to develop and commercialise an AI-Enabled Platform.

There is a risk that the validation and testing of the RNA Mining/Mapping Platform will ultimately not be successful and may result in the technology being limited to its current range of wellness indicators, being immunity, anti- ageing, neural health and specific cancers. Please see Section 6.1(m) for further information on research and development risk.

There is no guarantee that any of the licenced intellectual property rights or the Company's own intellectual property rights will be sufficient to commercialise the products it has developed or will develop in the future. Further, competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property and its protection

## 6. Risk factors *continued*

can lead to expensive and lengthy disputes for which there can be no guaranteed outcome. Please see Section 6.1(h) for further information regarding the Company's intellectual property risk exposure.

If the Company is not able to attract suitably qualified personnel to build the AI capability or if there are complications in the relationship with Pathomics Health or White Group, this could impact the Company's ability to commercialise the AI-Enabled Platform it intends to develop and could impact the Company's ability to generate revenue from the RNA Mining/Mapping Platform.

Any failure to estimate research and development costs or timeframes accurately may also adversely affect the Company's business and profitability. There can be no guarantee that the Company will deliver on its business strategy or that any forward-looking statement contained in this Prospectus will be achieved or realised.

There is a risk that the Company's nutraceutical products may not appeal to consumers, either because of negative public perception or misunderstanding of the benefits of nutraceutical products or perception of lack of health benefit upon consumption. The Company may be subject to product liability lawsuits due to its offering of nutraceutical products to consumers. There is a risk that the Company's products and services may not generate sales revenue.

Further, the Company may be subject to product liability lawsuits in relation to its proposed health screening and diagnostics tests and, if developed and undertaken in the future, its liquid biopsy tests. Customers may not be familiar with these tests and may use such tests incorrectly or inappropriately or otherwise bring claims against the Company regarding quality or efficacy of the products made by the Company.

There is no guarantee that customers will take favourably to health and medical diagnostics services such as the RNA Mining/Platform due to public perceptions of technology in an area as sensitive as patient medical information. As such, the Company's ability to generate revenue is highly dependent on public sentiment and public perceptions of safety with regard to using medical technology such as the kind proposed by the Company in this prospectus. Data breaches, AI dysfunction, technology failure, computing power failure and overall systems failure may adversely affect the Company's reputation and profitability and will have a large impact on consumer sentiment and appetite for medical innovations of the kind proposed by the Company in this Prospectus."

### **b) Artificial intelligence risk**

There is a risk that the Company's technology and AI software developed may produce biased or erroneous results, such as the occurrence of AI hallucinations, being incorrect or misleading results that AI models generate. The use of AI to analyse client RNA data may lead to potentially inaccurate or unreliable results from time to time which can cause customer dissatisfaction and lead to the loss of future customers or termination of existing customers, the Company's reputation could be harmed and the Company could be subject to legal claims. Further, as AI technology continues to advance, competitors may develop AI solutions that compete with the Company's RNA Mining/Mapping Platform product, which may have an impact on the Company's existing and prospective customer base as it may lose market share to competitors if they create an alternate offering. Any failure with regard to the Company's use of AI or technology may adversely affect the Company's profitability. The Company's AI and technology also runs the risk of obsolescence, typical of companies in an emerging technology space. Sudden changes in market conditions may cause obsolescence because of changing technology and customer requirements, new product introductions or failure to estimate customer demand. There is no guarantee that the market will be receptive to AI medical diagnostic tests, which will impact the Company's ability to generate revenue.

### **c) Data risk**

The Company itself will hold large amounts of data and sensitive patient information, including but limited to patient medical histories, biological samples, RNA maps, data resulting from RNA maps (such as levels of immunity, anti-aging, neural health and susceptibility to specific cancers). As a result, the Company is susceptible to risks relating to data security, data reliability and data sensitivity, as well as overall system failure. It may render the Company a target for cyber-attacks and hacking. Please see Section 6.3(c) regarding data protection breaches that may impact the Company. Any failure with regard to the Company's data management may adversely affect the Company's reputation and profitability.

### **d) Industry and market risk**

The Company operates across different industries including that of biomedical technology and development, medical diagnostics, AI, health and wellness products and applications, all of which are rapidly-changing, highly competitive environments. As a result, there is immense pressure to innovate at a faster pace compared

## 6. Risk factors *continued*

to competitors that must be balanced by quality production. As these industries are an emerging area, businesses in these industries are often classified as highly speculative investments. Please see Section 6.2 below for further information.

### e) Commercialisation of technology

The commercialisation of technology developed by the Company could require the licensing of technology to or from other entities. The Company cannot give an assurance that such licences will be obtained or, if obtainable, will be on commercially acceptable terms. Furthermore, there is always the risk that licensing arrangements, once negotiated, could be terminated for reasons that may be beyond the Company's control.

Commercialisation may also depend on obtaining and/or maintaining government approvals for production, marketing and sales. The Company and its partners may be or become dependent on government agencies having funding for their functions, and being able to perform their roles without undue delay. An undue delay by a relevant government agency may result in a product not being able to be marketed or distributed, or to obtain or maximise sales, in a particular market.

### f) Control risk

The Founders and Directors (and former director Mr Chin Hua Peh) hold 129,813,929 Shares, comprising 80.31% of the Company prior to the Offer. Assuming that the Maximum Subscription is achieved, the Founders and Directors (and former director Mr Chin Hua Peh) will control 71.05% of the Company and will therefore be in a position to exert considerable influence over the outcome of matters relating to the Company, including Board composition and the approval of significant corporate transactions (where they are not excluded from voting). While the interests of the Founders and Directors (and former director Mr Chin Hua Peh) and other shareholders in the Company are likely to be consistent, there may be instances where such interests diverge.

The concentration of ownership may adversely affect the liquidity of the market for the Offer Shares on the NSX, and any sale of the Offer Shares held by the Founders and Directors (and former director Mr Chin Hua Peh) may adversely affect the market price of the Offer Shares. Likewise, the Founders and Directors (and former director Mr Chin Hua Peh) will have a significant influence on any potential change in control of the Company.

### g) IP licence risk – GeneOasis Licence Agreement

The Company has licenced certain intellectual property from GeneOasis which are important for the commercialisation and development of the Company's diagnostics business, under the terms of the GeneOasis Licence Agreement. Further, Dr Kah Meng Lim is owner of the intellectual property and has licensed such intellectual property to GeneOasis as it is his controlled company and the intended commercialisation vehicle for the intellectual property. Dr Kah Meng Lim licences the intellectual property to GeneOasis.

The Company owns an exclusive licence to use such intellectual property, however the Company does not have ownership of that intellectual property. Termination of the GeneOasis Licence Agreement could have an adverse effect on the operations and financial position of the Company.

The Company may become dependent on the ongoing use of such licence. If the intellectual property licences are terminated or cease for any reason, or the exclusivity rights granted under the licence are revoked due to failing to meet performance milestones, or the underlying intellectual property is infringing other person's intellectual property rights or, in the case of patent applications, is otherwise not able to formally registered and patentable, then the Company's business or value may be materially harmed.

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

### h) Intellectual property rights

There is no guarantee that any of the licenced intellectual property rights, or the Company's own intellectual property rights, comprise all the rights that the Company needs to be entitled to use and commercialise the products it has developed or develops in the future.

The Company may not be able to obtain the intellectual property rights it requires in the future. If the Company applies for or acquires its own patents, then the enforceability of the patents may be challenged and the Company's patents could be partially or wholly invalidated following challenges by third parties.

There is a risk of third parties claiming that the Company is infringing their intellectual property rights and, if disputes arise, such claims or disputes can adversely affect the Company, its reputation and financial performance.

Competition in retaining and sustaining protection of intellectual property, and the complex nature of intellectual property and its protection, can lead to expensive and lengthy disputes for which there can be no guaranteed outcome.

## 6. Risk factors *continued*

In the event of a dispute, the Company's potential competitors may potentially be able to sustain costs of litigation or proceedings more effectively than the Company because of comparatively greater financial resources. In addition, parties making claims against the Company may obtain injunctive or other relief to prevent the Company from further developing or commercialising its products. In the event a successful claim of infringement is made against the Company, it may be required to pay damages and obtain one or more licences from the prevailing third party. If it is not able to obtain such licences at a reasonable cost, or at all, it may encounter delays and lose substantial resources while seeking to develop alternative products.

### i) Dilution risk

As at the date of this Prospectus, the Company has 161,650,000 Shares on issue. Upon completion of the Offer made pursuant to this Prospectus, whereupon the Company will issue up to 21,052,632 Offer Shares to subscribers under the Offer, the Company will have a maximum of 182,702,632 Shares on issue.

Therefore, holdings of existing Shareholders may be diluted as a result of the exercise of any future equity capital raisings that are required to be undertaken by the Company in order to fund the future business activities of the Company.

### j) Ongoing funding requirements

Future capital requirements of the Company will depend on many factors, including its business development activities. Notwithstanding this, the Company anticipates that its existing financial resources, along with the proceeds raised under the Offer, will be sufficient to enable it to carry out its planned business operations for the first two years following Admission.

However, in order to successfully grow the Business further funding may be required in the future. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the market price (or Offer Price) or may involve restrictive covenants which limit the Company's operations and business strategy. In certain circumstances, the Company's ability to successfully operate may be subject to its ability to raise funds which will be subject to factors beyond the control of the Company and its Directors (including without limitation cyclical factors affecting the economy and financial and share markets generally). Debt financing, if available, may involve restrictions on financing and operating activities.

There is no guarantee that additional capital or funding, if and when required, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities, which may have a material adverse effect on the Company's financial performance.

### k) Potential acquisitions

The Company may pursue and assess other new business opportunities in the artificial intelligence, biotech, medical diagnostics or health and wellness sector that are in alignment with the Company's prerogatives of pioneering innovation to improve the human condition. These new business opportunities may take the form of direct asset or share acquisitions, joint ventures, debt investments or other opportunities.

Such transactions, whether completed or not, may require the payment of monies as a deposit and/or exclusivity fee after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed transaction is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If a transaction is undertaken, the Directors will need to reassess at that time the funding allocated to current and new business activities. Such reassessment may result in the Company reallocating funds and/or raising additional capital (if available). Furthermore, whilst an acquisition may proceed only upon the completion of due diligence, the usual risks associated with the new transaction and business activities will remain.

### l) Reliance on key personnel and consultants

The Company's performance reflects, to a large extent, the efforts and abilities of its senior management team. Whilst key management personnel are party to an employment contract with the Company, under the terms of these contracts each employee is permitted to terminate their contract upon a certain notice period. The loss of key employees may have an adverse impact on the Business operations and financial performance of the Company.

The Company is dependent on the expertise of its key management and its ability to contract with third-party research and development providers. The loss of key management or the inability to reach agreements with research and development providers could materially



## 6. Risk factors *continued*

adversely affect the Company. Given the nature of the Company's activities, its ability to achieve its development and commercialisation program is dependent on its ability to attract and maintain appropriately qualified personnel either within the Company or through contractual arrangements.

It may be particularly difficult for the Company to attract and retain suitably qualified and experienced personnel if at the time there is high demand in the industry for such personnel, and having regard to the relatively small size of the Company compared with other industry participants.

### **m) Research and development uncertainty**

The Company's products and technology are the subject of continuous research and development and will likely need to be substantially developed further. There are no guarantees that the Company will be able to undertake such research and development successfully. Failure to successfully undertake such research and development, anticipate technical problems or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.

The Company will be undertaking ongoing research and development for its diagnostics products and the intellectual property which has been licensed to it pursuant to the GeneOasis Licence Agreement. The development and commercialisation of medical diagnostic products is subject to an inherent and high risk of failure.

The Company is also undertaking research and development on artificial intelligence platforms in collaboration with Pathomics Health and White Group. There are no guarantees that the Company will be able to undertake such AI research and development successfully.

### **n) Trade secrets and confidentiality**

The Company relies on trade secrets, which include information relating to the method, construction and use of its products. The protective measures employed by the Company may not provide adequate protection of its trade secrets which may erode any competitive advantage and materially harm its business. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to Company's trade secrets.

There can be no assurance employees, consultants or third parties will not breach confidentiality, infringe and/or misappropriate the Company's licenced intellectual property.

The Company seeks to mitigate the risk of unauthorised use of its intellectual property by limiting disclosure of sensitive material to particular employees, consultants and others on a need-to-know basis. Where appropriate, parties having access to such sensitive information will be required to provide written commitments to confidentiality and ownership of intellectual property.

### **o) Returns not guaranteed**

There is no guarantee of any income distribution or capital return on the Offer Shares nor is there a guarantee of repayment of capital amounts. Shareholders will not be entitled to any guaranteed distributions of profits or capital.

There is no guarantee that distributions will be at a certain level or that there will be distributions at all.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Offer Shares pursuant to this Prospectus.

## **6.2 INDUSTRY-SPECIFIC RISK FACTORS**

Factors which may affect the Company's financial position, prospects and the price of its listed securities include the following:

### **a) Market acceptance and competition risk**

The AI, biotechnology and diagnostic industries are highly competitive, and include companies with significantly greater financial, technical, human, research and development, and marketing resources than the Company. The Company's competitors may discover and develop products in advance of the Company and/or products that are more effective than those developed by the Company.

Failure to meet the evolving needs of the artificial intelligence, biotechnology and diagnostic industries may adversely impact the Company's financial results. These industries experience rapid changes in technology, customer requirements (including safety and compliance standards), competitive products and industry standards. The Company's success is dependent on its ability to identify industry changes on a timely basis, adapt business strategies, as well as develop new or enhance existing products and technologies that meet the evolving needs of markets, including any unexpected changes in industry standards, disruptive technological innovation that could render the Company's products incompatible with products developed by other companies. Competition in current and target markets could cause the Company to lose market shares and revenue.



## 6. Risk factors *continued*

Any products distributed by or developed by the Company need to find acceptance in a competitive market. Market acceptance depends on numerous factors, including convincing potential consumers and partners of the attractiveness of the Company's product and the ability to manufacture products to a sufficient quality and quantity to meet commercial demand at an acceptable cost. Further, it may be difficult to persuade some customers to change from existing diagnostic technology to the innovative products of the Company especially if the customers are not able to adopt the Company's artificial intelligence solutions. These and other factors may cause the Company's product to not gain market acceptance and will negatively affect the profitability of the Company.

### **b) Research and development and technical risk**

The Company's products and technology are the subject of continuous research and development and will likely need to be substantially developed further. There are no guarantees that the Company will be able to undertake such research and development successfully. Failure to successfully undertake such research and development, anticipate technical problems or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.

In order to stay ahead of competitors in the market, the Company must invest heavily into research and development and may not produce meaningful revenue for periods of time, if at all. If the Company fails to develop or monetise its new products and technologies, this could impact the Company's financial results.

### **c) Product liability**

The Company may be exposed to risks of product recalls and returns. In addition, the Company may be exposed to potential product liability claims, and the severity and timing of such claims are unpredictable. The Company may have in place insurance coverage to mitigate the accountability from such claims, however, insurance coverage may be inadequate or not applicable to a particular set of claims. The Company faces the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. The Company may also be subject to claims resulting from manufacturing defects or negligence in storage or handling which may lead to the deterioration of products. Product liability claims, regardless of their merits or the ultimate success of the defence against them, are expensive. Even unsuccessful product liability claims would likely require

substantial expense on litigation and consume time and focus from the Company's management team. Accordingly, such product liability claims, may adversely affect the Company's results of operation, goodwill and the marketability of products.

### **d) Regulatory approvals**

The Company is constantly pushing innovation, pioneering and developing new cutting-edge technology that may be under increased scrutiny from regulators and the general public by virtue of being in a fast-paced, topical industry.

To the extent that the Company requires regulatory approvals in the future in respect of any of its products, there is a risk that it may fail in obtaining any such approvals.

### **e) Product development**

The Company has products under development and in the early stages of commercialisation. If the products developed by the Company are not ultimately effective then the Company's business or value may be materially harmed.

### **f) Demand, supply and manufacturing**

Failure to estimate customer demand properly in a rapidly changing artificial intelligence, medical diagnostics and biotechnology market may lead to a mismatch between supply and demand. Underestimation of demand may lead to inadequate lead-time to satisfy customer demand while overestimation could lead to increased risk of product obsolescence, which is a common issue in the fast-paced technology industry.

In addition, reliance on third-party suppliers and their technology may impact the Company's ability to control product quantity, quality, manufacturing yields, development, enhancement and product delivery schedules, which could then in turn impact the Business. Defects in products or services could lead to significant expenses in terms of remediating any damage to the Business or Company's reputation.

The Company sells products and services through distributors to end customers. As a result, the decisions made by the Company's distributors in response to changing market conditions and changes in end user demand for the Company's products have impacted and could in the future continue to impact the Company's ability to properly forecast demand, particularly if they are based on estimates provided by downstream parties.

The Company creates technology and products for use cases and applications that may be new or may not yet exist. As such, the Company's demand estimates may be incorrect

## 6. Risk factors *continued*

which could create volatility in revenue or supply levels and the Company may not be able to generate revenue from such use cases and applications.

The Company depends on developers and third parties to build technology applications. Failure by developers or third-parties to build applications or make content available on reasonable terms or at all for use by the Company's customers, could adversely affect customer demand.

### 6.3 GENERAL INVESTMENT RISKS

Some of the general risks of investment which are considered beyond the control of the Company are as follows:

#### a) Global operating business risk

The Company has operations and customers across the Asia-Pacific region. A downturn in the Singaporean and/or the international economy or other adverse economic, political or business conditions affecting the Asia-Pacific region could harm the Business may negatively impact the performance of the Company which in turn may negatively impact the value of securities in the Company. Product, system security, data breaches and cyber-attacks could disrupt the Company's operations and adversely affect the Company's financial condition, stock price and/or reputation. If operating results are below the expectations of securities analysts or investors, the Company's stock price may decline.

#### b) Changes to government policies, regulatory and legislative changes

Government policy, regulatory and legislative changes which are outside the control of the Company may also have a negative impact on the financial performance of the Company.

The Company is subject to complex laws, rules, regulations and political and other actions which may adversely impact the Business. The Company is pioneering and developing new technology and may be under increased scrutiny from shareholders, regulators and others regarding environmental, social and governance responsibilities which could result in financial, reputational and operational harm. The Company is also subject to changing data privacy and security laws, rules, regulations and other obligations. Privacy or security concerns relating to the Company's products or services could damage the Company's reputation, deter customers or result in legal or regulatory proceedings and liability. Further, issues relating to the responsible use of the Company's technologies, including AI, may result in reputational and financial harm and liability. Adequate protection of intellectual property rights could be costly and the Company's ability to compete

could be harmed if the Company is not successful and/or is prohibited from making or selling its products.

Therefore, any changes in government, monetary policies, taxation, and other laws may have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its share price. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to undertake its activities.

#### c) Data protection breaches

Cyber-attacks, product, system security and data protection breaches may disrupt the Company's operations which could adversely impact the Company's share price and damage the Company's reputation. Such disruptions include but are not limited to, security breaches, computer malware, social-engineering attacks, denial-of-service attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets and other cyber-attacks more generally. Such disruptions are becoming increasingly sophisticated, making it more difficult to successfully detect and defend against.

The Company is in the AI, biomedical technology and medical diagnostics industries. A data breach may involve highly sensitive, confidential medical and personal information. The Company must engineer more secure products and enhance security measures, while simultaneously protecting the Company's own data (including any data of partners and customers) as well.

#### d) Movements in local and international stock markets

The price of stocks in a publicly listed company can be highly volatile and the value of a company's securities can be expected to fluctuate depending on various factors, including stock market sentiment, government policies, investor perceptions, economic conditions and market conditions which affect the diagnostics, nutraceuticals and wellbeing products industry. It is therefore possible that the Company's securities will trade at below the offer price.

#### e) Insurance risk

The Company may, where economically practicable and available, endeavour to mitigate some business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the

## 6. Risk factors *continued*

insurance cover. While the Company will undertake all reasonable due diligence in assessing the creditworthiness of its insurance providers there will remain the risk that an insurer defaults in the legitimate claim by the Company under an insurance policy. Insurance against all risks associated with the Company's business operations is not always available and where available the cost may be prohibitive.

### f) Unforeseen expenses

The Company is not aware of any expenses that it will be required to incur in the two years after listing and which it has not already taken into account. However, if the Company is required to incur any such unforeseen expenses then this may adversely affect the currently proposed expenditure plan and existing budgets for the Company's activities.

### g) Changes in accounting standards

Australian Accounting Standards are developed and implemented by the Australian Accounting Standards Board (AASB). The AASB may introduce new or refined accounting standards, which may affect the measurement and recognition of balance sheet items and income statements, including revenue and receivables. Conversely, interpretations of existing Accounting Standards may differ. Changes to Accounting Standards issued by the AASB or changes to generally held views about the application of such Accounting Standards may adversely affect the performance and position reported in the Company's consolidated financial statements.

### h) Litigation risk

The Company and its subsidiaries are exposed to possible litigation risks including product recalls, occupational health and safety claims and employee claims. 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 impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

### i) Force majeure

Force majeure events may occur in Australia, Singapore or other countries in which the Company conducts business operations that could impact upon the Company's business operations and financial performance. Such events include but are not limited to acts of terrorism, labour strikes, outbreak of domestic or international hostilities, fires, floods, earthquakes, civil wars, natural disasters, epidemics of disease or other man-made or natural events or occurrences.

## 6.4 RISKS ASSOCIATED WITH OPERATIONS IN SINGAPORE

### a) Singapore legal environment

Although the Singapore legal system is well-established, the following risks commonly arise due to the nature of having operations in one jurisdiction, while securities are issued in another. For example, there may be:

- > difficulties in obtaining effective legal redress for breaches of laws or regulations or in respect of property rights in Singapore as opposed to Australia and vice versa;
- > inconsistencies between and within laws, regulations, decrees, orders and resolutions, or uncertainty in the application of laws and regulations;
- > difficulties in enforcing foreign judgments and arbitration awards, particularly against state bodies; and
- > lack of jurisprudence and administrative guidance on the application of laws and regulations, particularly with respect to taxation and proprietary rights.

### b) Currency fluctuations

The Company's consolidated financial statements are reported in A\$ whereas the financial condition and results of operation of the Company are measured and recorded in the relevant domestic currency of the overseas jurisdictions in which the Company carries on business (namely, Singapore), and then, as necessary, translated into A\$ for inclusion in the Company's consolidated financial statements. As a result, the Company is exposed to translation risks from fluctuations in foreign exchange rates, in particular fluctuations between S\$ and A\$.

Additionally, while the Company has revenues, costs and expenses denominated in S\$, its Shares trade in A\$. Accordingly, the Company's share price may be influenced by fluctuations in exchange rates between the A\$ and S\$.

## 6.5 SPECULATIVE 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 Offer Shares.

Therefore, the Offer Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Prospective investors should consider that the investment in the Company is highly speculative and should consult their professional advisors before deciding whether to apply for Shares pursuant to this Prospectus.



## 7. Financial information

### 7.1 INTRODUCTION

The financial information of the Company and its controlled entity (“the Group”) contained in this Section includes the:

- a) reviewed historical statement of profit or loss and other comprehensive income for the period from 22 December 2023 (date of incorporation) to 31 December 2023;
- b) reviewed historical statement of cash flows for the period from 22 December 2023 to 31 December 2023;
- c) reviewed historical statement of financial position as at 31 December 2023; and  
(items (a) to (c) are together referred to as the ‘Historical Financial Information’)
- d) pro forma historical statement of financial position as at 31 December 2023 (the ‘Pro Forma Historical Financial Information’).

All amounts disclosed in this section are presented in Australian dollars.

This section also includes the historical financial information of GO-Dx Corporation Ltd (**GO-Dx Singapore**). The Company has executed the necessary agreements to acquire 100% of the share capital of GO-Dx Singapore for which completion occurred on 2 February 2024. The historical financial information of GO-Dx Singapore contained in this section includes:

- e) audited historical statement of profit or loss and other comprehensive income for the financial years ended 30 June 2021, 2022 and 2023;
- f) audited historical statement of cash flows for the years ended 30 June 2021, 2022 and 2023;

- g) audited historical statement of financial position as at 30 June 2022 and 2023; and

(items (e) to (g) are together referred to as the ‘Historical Financial Information GO-Dx Singapore’)

The Group comprises the Company and GO-Dx Singapore.

### Foreign currency conversion

As the historical financial information presented in section 7.6, as extracted from GO-Dx Singapore’s audited financial statements, is presented in Singapore dollars (**SGD**), it has been converted and presented in Australian dollars (**AUD**) using the following exchange rates:

AUD 1.00 = SGD X.XXX	YEAR ENDED 30 JUNE 2023	YEAR ENDED 30 JUNE 2022	YEAR ENDED 30 JUNE 2021
Average rate for the period (used to convert the statement of profit or loss and other comprehensive income and cashflow statement)	0.919	0.987	1.005
Spot rate at year end (used to convert the statement of financial position)	0.8986	0.9576	1.0109

The Group has a 30 June year-end for accounting purposes. In addition, investors should be aware that past performance is not an indication of future performance. There are no forecasts included in this financial information section.

## 7. Financial information *continued*

### 7.2 FINANCIAL INFORMATION

The financial information included in this Section 7 was prepared by management and was adopted by the Directors. The Directors are responsible for the inclusion of all financial information in this Prospectus. The basis of preparation is identified in the relevant sections.

### 7.3 BASIS OF PREPARATION OF THE HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information included in this section has been prepared in accordance with the measurement and recognition criteria (but not the disclosure requirements) of Australian Accounting Standards (AAS) and the summary of proposed significant accounting policies outlined in Section 7.8. The financial information is presented in an abbreviated form in so far as it does not include all the disclosures and notes required in an annual financial report prepared in accordance with AAS and the Corporations Act.

The Historical Financial Information and Pro Forma Historical Financial Information has been prepared for the purpose of the Offer.

The Historical Financial Information of the Company has been extracted from the financial statements for the period ended 31 December 2023 which were reviewed by HLB Mann Judd (Vic) Partnership. The Pro Forma Historical Financial Information has been reviewed by HLB Mann Judd Corporate Finance Pty Ltd as set out in the Investigating Accountant's Report (IAR) in Section 8. Investors should note the scope and limitations of the IAR.

### 7.4 GENERAL FACTORS AFFECTING THE OPERATING RESULTS OF THE COMPANY

Below is a discussion of the main factors which affected the Company's operations and relative financial performance for the period from incorporation to 31 December 2023 which the Company expects may continue to affect it in the future. The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected the Company's historical operating and financial performance, nor everything which may affect the Company's operations and financial performance in the future. The information in this section should also be read in conjunction with the risk factors set out in Section 6 ('Risk Factors') of the Prospectus, and the other information contained in this Prospectus.

### 7.5 HISTORICAL FINANCIAL INFORMATION – THE COMPANY

#### 7.5.1 Reviewed historical statement of profit or loss and other comprehensive income

The table below presents the historical statement of profit or loss and other comprehensive income of the Company for the period from incorporation to 31 December 2023.

	PERIOD ENDED 31 DEC 2023 \$
Revenue and income	-
Expenses	-
Loss before income tax expense	-
Income tax expense	-
Loss after income tax expense	-
Other comprehensive income	-
Other comprehensive income for the period, net of tax	-
<b>Total comprehensive loss for the period</b>	<b>-</b>

#### Management's discussion and analysis

As the Company was only incorporated on 22 December 2023, for the sole purpose of becoming the holding company of GO-Dx Singapore, to effect the listing on the NSX. The Company did not trade nor did it control any assets nor incurred any liabilities from its incorporation to 31 December 2023.

Its assets were limited to the cash at bank of \$2 representing the amount receipted in respect of the paid up capital on incorporation.



## 7. Financial information *continued*

### 7.5.2 Reviewed historical statement of cash flows

The table below presents the historical statement of cash flows of the Company for the period from incorporation to 31 December 2023.

	PERIOD ENDED 31 DEC 2023 \$
<b>Cash flows from operating activities</b>	
Payments to suppliers (inclusive of GST)	-
Net cash inflow/(outflow) from operating activities	-
<b>Cash flows from investing activities</b>	
Payment for investment	-
Net cash inflow/(outflow) from investing activities	-
<b>Cash flow from financing activities</b>	
Proceeds from issues of share capital (net of costs)	2
Net cash inflow/(outflow) from financing activities	2
Net change in cash and cash equivalents	2
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	2

#### *Management's discussion and analysis*

As the Company was only incorporated on 22 December 2023, for the sole purpose of becoming the holding company of GO-Dx Singapore, to effect the listing on the NSX. The Company did not trade nor did it control any assets nor incurred any liabilities from its incorporation to 30 June 2023.

Its assets were limited to the cash at bank of \$2 representing the amount receipted in respect of the paid up capital on incorporation.

### 7.5.3 Reviewed historical statement of financial position

The table below presents the historical statement of financial position of the Company as at 31 December 2023.

	31 DEC 2023 \$
<b>Current assets</b>	
Cash and cash equivalents	2
Total current assets	2
Total assets	2
<b>Current liabilities</b>	
Total non-current liabilities	-
Total liabilities	-
Net assets	2
<b>Equity</b>	
Issued capital	2
Accumulated losses	-
<b>Total equity</b>	2

#### *Management's discussion and analysis*

As the Company was only incorporated on 22 December 2023, for the sole purpose of becoming the holding company of GO-Dx Singapore, to effect the listing on the NSX. The Company did not trade nor did it control any assets nor incurred any liabilities from its incorporation to 31 December 2023.

Its assets were limited to the cash at bank of \$2 representing the amount receipted in respect of the paid up capital on incorporation.

## 7. Financial information *continued*

### 7.6 HISTORICAL FINANCIAL INFORMATION – GO-Dx SINGAPORE

#### 7.6.1 Reviewed historical statement of profit or loss and other comprehensive income – GO-Dx Singapore

The table below presents the historical statement of profit or loss and other comprehensive income of GO-Dx Singapore for the 3 years ended 30 June 2023.

YEAR ENDED	SGD			AUD		
	30 JUN 23	30 JUN 22	30 JUN 21	30 JUN 23	30 JUN 22	30 JUN 21
<b>Revenue</b>						
Administrative expenses	(216,642)	(17,878)	(17,885)	(235,781)	(18,114)	(17,791)
Other charge	(3,454)	-	-	(3,759)	-	-
<b>Loss before tax</b>	(220,096)	(17,878)	(17,885)	(239,540)	(18,114)	(17,791)
Income tax expense	-	-	-	-	-	-
<b>Loss for the year</b>	(220,096)	(17,878)	(17,885)	(239,540)	(18,114)	(17,791)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive loss for the year</b>	(220,096)	(17,878)	(17,885)	(239,540)	(18,114)	(17,791)

#### Management's discussion and analysis

The Company has reported no revenue in financial years ended 30 June 2023, 2022 and 2021.

Net loss after tax for the year ended 30 June 2023 was S\$220,096 as compared with Year ended 30 June 2022 net loss of S\$17,878 and year ended 30 June 2021 net loss of S\$17,885, mainly caused by a loss from operations due to increase in general administration expenses and listing preparation expenditures. The Administrative Expenses comprise of listing consultant fees incurred in 2023 was S\$56,465 (2022: Nil, 2021: Nil) and local consultant fees S\$51,849 (2022: Nil, 2021: Nil), commission fee S\$28,250 (2022: Nil, 2021: Nil), Advertising expense S\$17,244 (2022: Nil, 2021: Nil), Salary and allowance of S\$15,929 (2022: Nil, 2021: Nil) and increase of Audit fees from S\$14,400 per year in 2021 & 2022 to S\$16,200 in 2023.

## 7. Financial information *continued*

### 7.6.2 Reviewed historical statement of cash flows – GO-Dx Singapore

The table below presents the historical statement of cash flows of GO-Dx Singapore for the 3 years ended 30 June 2023.

YEAR ENDED	SGD			AUD		
	30 JUN 23	30 JUN 22	30 JUN 21	30 JUN 23	30 JUN 22	30 JUN 21
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Loss before tax	(220,096)	(17,878)	(17,885)	(239,540)	(18,114)	(17,791)
<b>Adjustments for:</b>						
Depreciation	191	-	-	208	-	-
Operating loss before working capital changes	(219,905)	(17,878)	(17,885)	(239,332)	(18,114)	(17,791)
Increase in other payables	38,140	17,838	15,852	41,509	18,074	15,768
<b>Net cash flows used in operating activities</b>	<b>(181,765)</b>	<b>(40)</b>	<b>(2,033)</b>	<b>(197,823)</b>	<b>(41)</b>	<b>(2,022)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITY</b>						
Purchase of plant and equipment	(2,544)	-	-	(2,769)	-	-
<b>Net cash flows used in investing activity</b>	<b>(2,544)</b>	<b>-</b>	<b>-</b>	<b>(2,769)</b>	<b>-</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Issuance of ordinary shares	1,461,140	-	-	1,590,223	-	-
Increase in amounts due from a related company	(3,000)	-	-	(3,265)	-	-
Increase in amounts due to a related company	600	-	2,033	653	-	2,022
Increase in amounts due from a director	(140)	-	-	(152)	-	-
<b>Net cash flows from financing activities</b>	<b>1,458,600</b>	<b>-</b>	<b>2,033</b>	<b>1,587,458</b>	<b>-</b>	<b>2,022</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>1,274,291</b>	<b>(40)</b>	<b>-</b>	<b>1,386,867</b>	<b>(41)</b>	<b>-</b>
Cash and cash equivalents at beginning of year	960	1,000	1,000	1,003	989	1,040
Impact of foreign exchange translation	-	-	-	31,284	54	(51)
<b>Cash and cash equivalents at end of year</b>	<b>1,275,251</b>	<b>960</b>	<b>1,000</b>	<b>1,419,153</b>	<b>1,003</b>	<b>989</b>

#### Management's discussion and analysis

##### NET CASH GENERATED FROM OPERATING ACTIVITIES

The Company used S\$181,765 in operating cash flows during 2023 as compared to S\$40 for 2022 and S\$2,033 for 2021. The increase in cash outflows during 2023 relates primarily to the operating loss of S\$220,096 because of higher general administrative spendings including salaries and employee benefits, professional fees including business consultancy fees, printing and stationery expenses, telecommunication expenses, travelling expenses, utilities, and other office expenses.

##### NET CASH USED IN INVESTING ACTIVITIES

The Company used S\$2,544 from investing activities in 2023 (2022: Nil, 2021: Nil) as a result of purchase of a notebook computer.

##### NET CASH GENERATED FROM FINANCING ACTIVITIES

Net cash from financing activities of S\$1.458 million was mainly due to cash proceeds received from the issue of New Shares pursuant to our Pre-IPO fund raising. As a result, the Company's cash and cash equivalents stood at S\$1.275 million as at end 30 June 2023 as compared to S\$960 as at end of 30 June 2022 and S\$1,000 as at end of 30 June 2021.

## 7. Financial information *continued*

### 7.6.3 Reviewed historical statement of financial position – GO-Dx Singapore

The table below presents the historical statement of financial position of the Company as at 30 June 2023 and 2022.

	SGD		AUD	
	AS AT 30 JUN 23	AS AT 30 JUN 22	AS AT 30 JUN 23	AS AT 30 JUN 22
<b>Non-current asset</b>				
Plant and equipment	2,353	-	2,619	-
	2,353	-	2,619	-
<b>Current assets</b>				
Amounts due from a director	140	-	156	-
Amounts due from a related company	3,000	-	3,339	-
Cash and cash equivalents	1,275,251	960	1,419,153	1,003
	1,278,391	960	1,422,647	1,003
<b>Current liabilities</b>				
Other payables	72,130	33,990	80,269	35,495
Amounts due to a related company	2,633	2,033	2,930	2,123
	74,763	36,023	83,199	37,618
<b>Net current assets/(liabilities)</b>	1,203,628	(35,063)	1,339,448	(36,615)
<b>Net assets/(liabilities)</b>	1,205,981	(35,063)	1,342,067	(36,615)
<b>Equity attributable to owners of the Company</b>				
Share capital	1,462,140	1,000	1,591,212	989
Reserve	-	-	26,300	(1,699)
Accumulated losses	(256,159)	(36,063)	(275,445)	(35,905)
<b>Total equity/(equity deficits)</b>	1,205,981	(35,063)	1,342,067	(36,615)

#### Management's discussion and analysis

Total assets as at 30 June 2023 was S\$1,278,391 as compared to S\$960 as at 30 June 2022, mainly from the increase in cash and cash equivalent bank deposits of S\$1,275,251 as a result of the pre-IPO fund raised. Cash positions were S\$960 in 2022.

Total liabilities as at 30 June 2023 were S\$74,763 (30 June 2022 – S\$36,023, which increased mostly due to the accrual of listing preparation expenses due to audit fees of S\$40,434. (2022: Nil, 2021: Nil) and other accruals S\$29,419 (2022: S\$31,704, 2021: S\$16,152) in general administrative expenses in relation to employees' salaries, statutory contributions and professional fees.

## 7. Financial information *continued*

### 7.7 PRO FORMA HISTORICAL FINANCIAL INFORMATION

#### 7.7.1 Pro forma transactions

Although the Company was not incorporated on 30 June 2023, the following proforma historical consolidated financial position has been prepared as if the Company was incorporated at that date. The proforma historical consolidated financial position as at 30 June 2023 and the accompanying notes reflect the following transactions contemplated in this Prospectus which are to take place on or before the completion of the Offer, referred to as the pro forma adjustments, together with the Offer, as if they had occurred on or around 30 June 2023 and are set out below:

- a) Acquisition of GO-Dx Singapore by the Company for the consideration as set out below. By this transaction, the Company obtains control of GO-Dx Singapore. The net assets held by GO-Dx Singapore as acquired is detailed in section 7.6.3. In determining the accounting treatment to be applied to this acquisition, the Directors gave consideration to the fact that the Company and GO-Dx Singapore were controlled by the same group of major shareholders before and after the acquisition. Accordingly, it was determined that the acquisition met the definition of a re-organisation as outlined in AASB 3, whereby the variance between the purchase consideration paid and the net assets acquired is recognised in equity on consolidation. The impact of this transaction is set out in the table below:

Consideration of issued capital	1,315,767
Less net assets acquired (section 7.6.3)	1,342,067
Other reserve	26,300

- b) Issuance of 6 million shares by GO-Dx Singapore to raise SGD600,000 or AUD667,705 (using the 30 June 2023 exchange rate). Costs of issuing these shares are estimated to be SGD30,000 or AUD33,385 paid or payable to a related party, GeneOasis;

- c) Recognising the acquisition of the 10% equity interest in Pathomics Health for a consideration of SGD1.15 million or AUD1,279,769 (using the 30 June 2023 exchange rate) on the basis that all of the conditions for acquisition are met and the outstanding consideration payable of SGD1,000,000 or AUD1,112,842. The outstanding consideration is settled using the proceeds of the raising;
- d) Recognising the settlement of the one-time licence establishment fee of SGD300,000 or AUD333,853 (using the 30 June 2023 exchange rate) and fund raising costs of SGD72,500 or AUD80,681 (using the 30 June 2023 exchange date) paid to a related party, GeneOasis;
- e) Issue of a minimum of 13,157,895 shares or up to a maximum of 21,052,632 shares at 38 cents each to raise a minimum of \$5 million or a maximum of \$8 million, before costs;
- f) The consolidation of two newly established subsidiaries (GO-Dx Philippines Inc. and PT GODX Corp Indonesia). Both entities have remained dormant and not traded since incorporation;
- g) Recognition of fund raising costs, ranging between \$614,453 to \$766,148, determined in accordance with the terms and conditions outlined in section 11.6 of the prospectus. The associated deferred tax asset has been expensed in full to the profit and loss statement.

The pro forma historical Statement of Financial Position is intended to be illustrative only and will not reflect the actual position and balances as at the date of this Prospectus or at the conclusion of the Offer.



## 7. Financial information *continued*

### 7.7.2 Pro forma consolidated historical statement of financial position as at 30 June 2023

The pro forma consolidated historical statement of financial position as at 30 June 2023 set out below, has been prepared to illustrate the financial position of the Group, following completion of the Offer and the transactions outlined in Section 7.7.1.

(AUD)	NOTE	AS AT 30 JUNE 2023	PROFORMA ADJUSTMENTS		IMPACT OF THE OFFER		PROFORMA BALANCE SHEET	
			MINIMUM	MAXIMUM	MINIMUM	MAXIMUM	MINIMUM	MAXIMUM
Assets								
Current assets								
Cash and cash equivalents	i	2	1,472,013	1,472,013	3,356,168	6,204,473	4,828,183	7,676,488
Trade and other receivables – related parties	ii	–	3,339	3,339	–	–	3,339	3,339
Trade and other receivables – director	iii	–	156	156	–	–	156	156
Total current assets		2	1,475,508	1,475,508	3,356,168	6,204,473	4,831,678	7,679,983
Non-current assets								
Financial assets	v	–	1,279,768	1,279,768	–	–	1,279,768	1,279,768
Intangible assets	iv	–	333,853	333,853	–	–	333,853	333,853
Property, plant equipment		–	2,619	2,619	–	–	2,619	2,619
Total non-current assets		–	1,616,240	1,616,240	–	–	1,616,240	1,616,240
Total assets		2	3,091,748	3,091,748	3,356,168	6,204,473	6,447,917	9,296,222
Liabilities								
Current liabilities								
Trade and other payables	vi	–	80,269	80,269	–	–	80,269	80,269
Trade and other payables – related parties		–	2,930	2,930	–	–	2,930	2,930
Deferred consideration	vii	–	1,112,842	1,112,842	(1,112,842)	(1,112,842)	–	–
Total current liabilities		–	1,196,041	1,196,041	(1,112,842)	(1,112,842)	83,199	83,199
Total liabilities		–	1,196,041	1,196,041	(1,112,842)	(1,112,842)	83,199	83,199
Net assets		2	1,895,706	1,895,706	4,469,010	7,317,315	6,364,718	9,213,023
Equity								
Issued capital	viii	2	1,869,406	1,869,406	4,653,346	7,547,159	6,522,754	9,416,567
Reserves	ix	–	26,300	26,300	–	–	26,300	26,300
Accumulated losses	x	–	–	–	(184,336)	(229,844)	(184,336)	(229,844)
Total equity		2	1,895,706	1,895,706	4,469,010	7,317,315	6,364,718	9,213,023

## 7. Financial information *continued*

I) CASH AND CASH EQUIVALENTS	MINIMUM	MAXIMUM
Balance – 30 June 23	2	2
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	1,419,153	1,419,153
Issue of 6 million shares – seed raise, net of transaction costs	634,320	634,320
Deposit paid for acquisition of 10% interest in Pathomics Health	(166,926)	(166,926)
Settlement of the one-time licence establishment fee to GeneOasis	(333,853)	(333,853)
Settlement of seed fund raising costs payable of SGD72,500	(80,681)	(80,681)
	1,472,013	1,472,013
<i>Impact of the offer</i>		
Issue of shares under the prospectus	5,000,000	8,000,000
Settle cash based cost of issue	(530,990)	(682,685)
Settlement of Pathomics Health consideration payable	(1,112,842)	(1,112,842)
	3,356,168	6,204,473
<b>Proforma balance</b>	4,828,183	7,676,488

II) TRADE AND OTHER RECEIVABLES – RELATED PARTIES	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	3,339	3,339
	3,339	3,339
<b>Proforma balance</b>	3,339	3,339

III) TRADE AND OTHER RECEIVABLES – DIRECTOR	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	156	156
	156	156
<i>Impact of the offer</i>		
Allocate to issued capital	-	-
	-	-
<b>Proforma balance</b>	156	156

## 7. Financial information *continued*

IV) INTANGIBLE ASSETS	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
Settlement of the one-time licence establishment fee to GeneOasis	333,853	333,853
	333,853	333,853
<b>Proforma balance</b>	333,853	333,853
V) FINANCIAL ASSETS	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	-	-
Acquisition of 10% interest	1,279,768	1,279,768
	1,279,768	1,279,768
<b>Proforma balance</b>	1,279,768	1,279,768
VI) TRADE AND OTHER PAYABLES	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	80,269	80,269
	80,269	80,269
<b>Proforma balance</b>	80,269	80,269
VII) DEFERRED CONSIDERATION	MINIMUM	MAXIMUM
Balance – 30 June 22	-	-
<b>Proforma adjustments</b>		
Record unpaid consideration for acquisition of 10% interest in Pathomics Health	1,112,842	1,112,842
	1,112,842	1,112,842
<i>Impact of the offer</i>		
Settlement of Pathomics Health consideration payable	(1,112,842)	(1,112,842)
	(1,112,842)	(1,112,842)
<b>Proforma balance</b>	-	-

## 7. Financial information *continued*

VIII) ISSUED CAPITAL	MINIMUM	MAXIMUM
Balance – 30 June 23	2	2
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	1,315,767	1,315,767
Issue of 6 million shares – seed raise, net of transaction costs	634,320	634,320
Settlement of seed fund raising costs payable of SGD72,500	(80,681)	(80,681)
	1,869,406	1,869,406
<i>Impact of the offer</i>		
Issue of shares under the prospectus	5,000,000	8,000,000
Settle cash based cost of issue	(530,990)	(682,685)
Settle non-cash based cost of issue	(83,463)	(83,463)
Issue of shares to settle non-cash based costs	83,463	83,463
Deferred tax effect of costs of issue expensed	184,336	229,844
	4,653,346	7,547,159
<b>Proforma balance</b>	6,522,754	9,416,567
IX) RESERVES	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
Acquisition & consolidation of GO-Dx Singapore	26,300	26,300
	26,300	26,300
<i>Impact of the offer</i>		
	-	-
<b>Proforma balance</b>	26,300	26,300
X) ACCUMULATED LOSSES	MINIMUM	MAXIMUM
Balance – 30 June 23	-	-
<b>Proforma adjustments</b>		
	-	-
<i>Impact of the offer</i>		
Deferred tax effect of cost of issues expensed	(184,336)	(229,844)
	(184,336)	(229,844)
<b>Proforma balance</b>	(184,336)	(229,844)

## 7. Financial information *continued*

### 7.7.3 Subsequent events

Other than the following, the Directors are not aware of any significant events since the end of the reporting period.

- The matters set out in section 7.7.1(a), (b), (d) and (f).

GO-Dx's unaudited cash balance was SGD455,268 as at 31 December 2023.

### 7.7.4 Contingency

The Company and its subsidiaries have a contingent liability of SGD3,000,000 payable in respect of the success fees should the Company and its subsidiary achieve net sale revenue from the sale of relevant Products and Services comprised in the IP licensed from GeneOasis. For further information about the fees payable under the GeneOasis Licence Agreement, please see Section 10.3.

## 7.8 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies which have been adopted in the preparation of the historical financial information and pro forma historical financial information, and which will be adopted and applied in preparation of the annual financial statements of the Company for subsequent years, is set out as follows:

### a) Basis of preparation of accounts

The pro forma historical statement of financial position has been prepared in accordance with Australian Accounting Standards (AAS), Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act (as modified for inclusion in the Prospectus).

AAS set out accounting policies that the AASB have concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with AAS ensures that the financial statements and notes also comply with International Financial Reporting Standards.

The financial information presented in the Prospectus is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act. The pro forma historical statement of financial position has been prepared on the basis of the assumptions outlined in Section 7.7.

The pro forma historical consolidated statement of financial position has been prepared on an accrual basis and is based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

The pro forma historical consolidated statement of financial position has been prepared for GO-Dx Corporation (AUST) Ltd, being a public company limited by shares incorporated and domiciled in Australia. The Company is a for-profit entity for financial reporting purposes under AAS.

### b) Income tax

The income tax expense/(income) for the year comprises current income tax expense/(income) and deferred tax expense/(income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax assets/(liabilities) are measured at the amounts expected to be recovered from/(paid to) the relevant taxation authority.

Deferred income 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 outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability 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 and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the company in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.



## 7. Financial information *continued*

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) a legally enforceable right of set-off exists; and (b) 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.

### c) Fair value of assets and liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable AAS.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instrument, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

### d) Leases

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset – but not the legal ownership – are transferred to the Group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses on a straight-line basis over the lease term.

Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the lease term.

## 7. Financial information *continued*

### e) Financial instruments

#### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either purchase or sell the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified “at fair value through profit or loss”, in which case transaction costs are recognised as expenses in profit or loss immediately.

#### *Classification and subsequent measurement*

Financial instruments are subsequently measured at fair value, at amortised cost using the effective interest method or at cost. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

#### *i) Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

#### *ii) Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

#### *iii) Financial liabilities*

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

#### *Impairment*

At the end of each reporting period, the Group assesses whether there is objective evidence that a financial asset has been impaired. A financial asset (or a group of financial assets) is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a “loss event”) having occurred, which has an impact on the estimated future cash flows of the financial asset(s).

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

## 7. Financial information *continued*

### f) Impairment of assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another AAS (e.g. in accordance with the revaluation model in AASB 116: Property, Plant and Equipment). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other AAS.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

### g) Employee benefits

#### *Short-term employee benefits*

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages and salaries. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages and salaries are recognised as a part of current trade and other payables in the statement of financial position.

#### *Other long-term employee benefits*

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates

determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations. Upon the re-measurement of obligations for other long-term employee benefits, the net change in the obligation is recognised in profit or loss as a part of employee benefits expense.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

### h) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, 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, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

### i) Revenue and other income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Interest revenue is recognised using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

All revenue is stated net of the amount of goods and services tax.

### j) Trade and other receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

## 7. Financial information *continued*

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Refer to Section 6.8 (e) for further discussion on the determination of impairment losses.

### k) Trade and other payables

Trade and other payables represent the liabilities for goods and services received by the Group that remain unpaid at the end of the reporting period. Due to their short-term nature they are measured at amortised cost and are not discounted. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

### l) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities, which are recoverable from or payable to the ATO, are presented as operating cash flows included in receipts from customers or payments to suppliers.

### m) Basis of consolidation

The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

Intragroup assets, liabilities, equity, income, expenses and cashflows relating to transactions between entities in the consolidated entity have been eliminated in full for the purpose of these financial statements.

Appropriate adjustments have been made to a controlled entity's financial position, performance and cash flows where the accounting policies used by that entity were different from those adopted by the consolidated entity.

All controlled entities have a June financial year end.

### *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the parent has control. Control is established when the parent is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

### *Common control transaction*

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. It is outside the scope of AASB 3 when the same group of individuals has, as a result of contractual arrangements, ultimate collective power to govern the financial and operating policies of each of the combining entities so as to obtain benefits from their activities, and that ultimate collective power is not transitory. Such transactions are accounted using the pre-combination carrying value without fair value uplift of the assets and liabilities transferred.

### n) Share-based payments

Equity settled share-based payments in return for goods and services are measured at the fair value of the goods and services received, except when the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instrument.

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 costs of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing 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 company receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

## 7. Financial information *continued*

The costs 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

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.

If the non-vesting condition is within the control of the company or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the company 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.

### **o) Foreign currency transactions and balances**

The financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

#### **Foreign currency transactions**

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### **Foreign operations**

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity. The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

### **p) Going concern**

During the period the Company's subsidiary incurred losses of SGD239,540. As at 31 December 2023, its subsidiary's cash balance was SGD455,268 or AUD506,485 (using the 31 December 2023 exchange rate). The Company and its subsidiary has a number of contractual commitments which it will need to fulfil within the next 12 months.

The Company is currently preparing to launch an Initial Public Offering on the NSX in order to raise between \$5 million and \$8 million before costs. The funds will be used to meet its statutory and contractual obligations and commitments.

Notwithstanding this, there exists a material uncertainty that may cast doubt on the Company's ability to continue as a going concern, should the IPO not be completed. The Directors are confident that the IPO will complete and have accordingly prepared the financial statements on a going concern basis. Accordingly, they do not include any adjustments relating to recoverability or classification of assets, or the amount and classification of liabilities that might be necessary should the Company not continue as a going concern.



# 8. Investigating accountant's report



8 February 2024

The Board of Directors  
GO-Dx Corporation (Aust) Ltd  
C/- Moray & Agnew Lawyers  
Level 6, 505 Little Collins St  
**MELBOURNE VIC 3000**

Dear Board members,

**Independent Limited Assurance Report on the historical and pro forma historical financial information of GO-Dx Corporation (Aust) Ltd ("the Company") and its subsidiaries ("the Group")**

## 8.1 Introduction

We have been engaged by GO-Dx Corporation (Aust) Ltd to report on the historical financial information and the pro forma historical financial information of the Group for inclusion in the prospectus ("the Prospectus") dated on or about 8 February 2024 and relating to the issue of a minimum of 13,157,895 ordinary shares and a maximum of 21,052,632 ordinary shares at an application price of \$0.38 per share in the Company and listing on the National Stock Exchange of Australia ("the NSX") ("the 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*. HLB Mann Judd Corporate Finance Pty Ltd ("HLB Mann Judd") holds an appropriate Australian Financial Services License (AFS License Number 240988) under the *Corporations Act 2001*. Refer to our Financial Services Guide included as part 2 of this report.

## 8.2 Scope

### 8.2.1 Historical Financial Information

You have requested HLB Mann Judd to review the Company's historical financial information, as set out in Sections 7.5.1 to 7.5.3 of the Prospectus comprising:

- The Company's historical statement of profit or loss and other comprehensive income for the period from the date of incorporation (22 December 2023) to 31 December 2023;
- The Company's historical statement of cash flows for the period from the date of incorporation to 31 December 2023; and
- The Company's historical statement of financial position as at 31 December 2023.

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards ("AAS") and the Company's adopted accounting policies as outlined in section 7.8 of the prospectus. The historical financial information of the Company has been extracted from the reviewed

[hlb.com.au](http://hlb.com.au)

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HLB Mann Judd Corporate Finance Pty Ltd is a member of HLB International, the global advisory and accounting network.

## 8. Investigating accountant's report *continued*



interim financial report of the Company for the period ended 31 December 2023, which was reviewed by HLB Mann Judd (VIC) Partnership. HLB Mann Judd (Vic) Partnership issued an unmodified review conclusion on the interim financial report which contained a material uncertainty paragraph related to going concern. The historical financial information is presented in the Prospectus in an abbreviated form, in so far as it does not include all of the presentation and disclosure required by AAS and other regulatory professional reporting requirements appropriate to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

The Historical Financial Information of GO-Dx Singapore presented in section 7.6 of the prospectus has been extracted from the audited financial statements of GO-Dx Singapore for the years ended 30 June 2021 to 2023, which have been subject to audit by the auditors of GO-Dx Singapore. The audit reports for the years ended 30 June 2021 to 2023 were unmodified and were considered by HLB Mann Judd as part of its review of the Pro-Forma Historical Financial Information in accordance with the requirements set out in *ASA 600 Special Considerations-Audits of a Group Financial Report*.

### **8.2.2 Pro Forma historical financial information**

You have requested HLB Mann Judd to review the pro forma historical statement of financial position as at 30 June 2023 included in Section 7.7 of the Prospectus, referred to as "the pro forma historical financial information".

The pro forma historical financial information has been derived from the historical financial information of the Company, after adjusting for the effects of the pro forma adjustments described in section 7.7.1 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in AAS applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 7.7.1 of the Prospectus, as if those event(s) or transaction(s) had occurred as at 30 June 2023. Due to its nature, the pro forma historical financial information does not represent the Company's actual or prospective financial position and financial performance.

### **8.3 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.

### **8.4 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.

## 8. Investigating accountant's report *continued*



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 historical and pro forma historical financial information.

### **8.5 Conclusions**

#### **8.5.1 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 sections 7.5.1 to 7.5.3 of the Prospectus, comprising:

- The Company's historical statement of profit or loss and other comprehensive income for the period from the date of incorporation to 31 December 2023;
- The Company's historical statement of cash flows for the period from the date of incorporation to 31 December 2023; and
- The Company's historical statement of financial position as at 31 December 2023

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 7.3 of the Prospectus.

#### **8.5.2 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 as outlined in section 7.7.2 of the Prospectus, being the Group's proforma historical statement of financial position as at 30 June 2023 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 7.3 of the Prospectus.

### **8.6 Restriction on Use**

Without modifying our conclusions, we draw attention to sections 7.1 to 7.3 of the Prospectus, 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.

We disclaim any responsibility for any reliance on the report or the financial information to which it relates for any purpose other than that for which it was prepared. This report should be read in conjunction with the full Prospectus.

### **8.7 Consent**

HLB Mann Judd has consented to the inclusion of this assurance report in the Prospectus in the form and context which it is included. At the date of this report, this consent has not been withdrawn.

### **8.8 Disclosure of Interests**

HLB Mann Judd has no financial or other interest that could reasonably be regarded as affecting our ability to give an unbiased conclusion on the matters that are subject of this report for which normal professional fees will be received. No director of HLB Mann Judd or any individuals involved with the preparation of this report have any interest in the outcome of the Offer other than the preparation of this report and participation in due diligence procedures for which normal professional fees will be received.

## 8. Investigating accountant's report *continued*



Our associated entity, HLB Mann Judd (Vic) Partnership acts as the auditor of the Company and, from time to time, provides the Company with certain professional services where it is considered that our independence is not affected for which normal professional fees are received.

### **8.9 Liability**

The liability of HLB Mann Judd is limited to the inclusion of this report in the Prospectus. Unless specifically referred to in this Report, or elsewhere in the Prospectus, HLB Mann Judd was not involved in the preparation of any other part of the Prospectus and did not cause the issue of any other part of the Prospectus. Accordingly, HLB Mann Judd makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus.

### **8.10 Financial Services Guide**

We have included our Financial Services Guide as part 2 of this report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our report.

Yours faithfully

**HLB Mann Judd Corporate Finance Pty Ltd**

A handwritten signature in blue ink, appearing to be 'Jude Lau', written over a light blue horizontal line.

**Jude Lau**  
Director

## 8. Investigating accountant's report *continued*



### Part 2 Financial Services Guide

#### What is the purpose of this Financial Services Guide?

This Financial Services Guide (FSG) provides you with information about us to help you decide whether to use the services that we offer.

It explains:

- The services offered by us;
- How instructions may be provided to us;
- How we are remunerated; and
- The details of our internal and external complaints handling procedures and how you can access them.

This FSG is provided by HLB Mann Judd Corporate Finance Pty Ltd (AFSL: 240988). In this FSG, each of the companies is referred to as "we", "our" or "us", and collectively referred to as "HLB Mann Judd".

#### What Services can we provide?

Under our AFS licence authorisation, we may carry on a financial services business to provide:

- financial product advice on basic deposit products, securities, derivatives limited to old law securities options contracts and warrants, and
- dealing services in respect of the above financial products.

Collectively these are referred to as "Services". HLB Mann Judd provides corporate finance services including valuations and merger and acquisition advice. This includes capital raising, strategic option analysis and financial modelling.

#### Will you provide me with advice which is suitable to my needs and financial circumstances?

We provide general financial product advice only, not personal financial product advice because the advice has been prepared without taking into consideration your personal objectives, financial situation or needs. You should consider the appropriateness of the advice, having regard to your objectives, financial situation and needs before acting on the advice.

We are authorised to provide you with personal advice in relation to basic deposit products, securities and derivatives limited to old law securities options contracts and warrants. We may not provide advice of any kind in relation to any other interest, financial products or other investments.

Generally, if personal advice is given – that is, the advice that takes into account your particular circumstances, financial situation and needs, you would be provided with a Statement of Advice (SOA) / Statement of Additional Advice (SOAA) in accordance with the requirements of the Corporations Act. The SOA/SOAA would contain the advice, the basis on which it is given and the information about fees, commissions and associations which may have influenced the provision of the advice.

In some circumstances, SOA or SOAA is not required to be given. In this case, a Record of Advice (ROA) documenting the personal advice is to be given. You may request a copy of the ROA from your adviser up to 7 years after the advice has been given.

If a recommendation to acquire a particular financial product is made, you would be provided with a Product Disclosure Statement containing information about the particular product, which will enable you to make an informed decision in relation to purchasing that product.

#### How do I give information to HLB Mann Judd?

You can give us information by telephone, post, fax or email, using the details provided below. In some cases, however, you will need to complete and return certain documents, such as application form and client identification form.

#### How does HLB Mann Judd get paid for its Services?

HLB Mann Judd payments come from fees generated from the provision of Services.

The fees will vary depending on the services provided, the complexity and nature of the services and other factors such as the size of the transaction. The fees will be negotiated on a case by case basis and will be clearly disclosed to you in our engagement letter.

Our staff are paid a salary and may be entitled to receive bonuses or non-monetary benefits. These bonus payments are not an additional cost to you.

The fees and charges that you pay to us may ultimately benefit our employees, directors or other associates of our authorising licensee or its authorised representatives.

#### What fee does the person who referred me receive?

We do not currently pay a fee to any person who refers you to use our Services. However, we may enter into referral arrangements with such parties in the future. Any fees or commissions payable for the referral will be disclosed to you. Furthermore, we may receive payments for referring you to other service providers or product issuers.

#### Disclosure of Interest

We may provide services in relation to products and services provided by other product issuers or invest in those products ourselves. To the extent permitted by law, we may receive fees and other benefits from these product issuers as a result of you investing in one of their products or using one of their services. We may pay to, or receive fees or commissions from, third parties to the extent permitted by law.

Except as disclosed in this FSG, we do not have any relationships or associations which might reasonably be expected to be capable of influencing the way we provide our Services to you.

#### Compensation Arrangements

We are covered by our professional indemnity insurance in place that complies with section 912B of the Corporations Act and ASIC Regulatory Guide 126.

#### Who can I complain to if I have a complaint about the Services provided to me?

If you have a complaint about the Services provided to you, you should take the following steps:

1. Contact us and tell us your complaint.  
If your complaint is not satisfactorily resolved within seven days, please call our complaints Manager on (03) 9606 3888.
2. Alternatively, you can put your complaint in writing and forward it to:  
The Complaints Manager  
HLB Mann Judd Corporate Finance  
Level 9, 550 Bourke Street, Melbourne VIC 3000  
Tel: (03) 9606 3888  
Fax: (03) 9606 3800  
Email: [ireidy@hlbvic.com.au](mailto:ireidy@hlbvic.com.au)
3. We will endeavour to investigate and resolve your complaint and communicate our decision to you within 45 days. If you still do not get a satisfactory outcome, you may be able to lodge a complaint with The Financial Ombudsman Service (FOS). You can write to FOS at GPO Box 3, Melbourne VIC 3001 or call them on 1300 780 808 or visit [www.fos.or.au](http://www.fos.or.au)

HLB Mann Judd Corporate Finance Pty Ltd (AFS Licence 240988)  
Level 9, 550 Bourke Street, Melbourne VIC 3000  
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Date Issued: 8 February 2024



## 9. Intellectual property report

22 JANUARY 2024

### INTELLECTUAL PROPERTY REPORT

**AMICA LAW** LLC  
ADVOCATES & SOLICITORS  
PATENT, TRADE MARK & DESIGN ATTORNEYS

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### I. INTRODUCTION

1. This Report was prepared at the instructions of Go-Dx Corporation Ltd (UEN 201925421H) ("**Go-Dx Corporation**") and only sets out the status of the Intellectual Property portfolio in Section III below.

### II. INTELLECTUAL PROPERTY

2. The term "intellectual property" refers to a group of registrable and non-registrable rights, including rights in patents, designs, trade marks, plant varieties, copyright, confidential information and trade secrets.
3. This Report is only directed to intellectual property in the form of patent protection only.
4. Patents cover inventions and provide a temporary monopoly in exchange for an inventor's full disclosure of the invention to the public. A patent provides protection for novel (new), inventive (non-obvious) and useful inventions for a fixed period, which is typically up to 20 years. To maintain a pending patent application or patent, it is necessary to pay renewal fees, usually on an annual basis. Patents may be granted in relation to a subject having technical means, which may be a product or process (or method).
5. There is no "single worldwide patent". Rather, patents must be obtained in countries where protection is required or desired. There may be differences among countries regarding the test for patentability. Accordingly, the scope of granted patents within the same family may vary from country and indeed a patent may not be granted in a particular country for failure to comply with local laws and patentability standards.
6. In most countries, the process for obtaining patent rights begins with the submission of an initial patent application which includes a patent specification setting out a description of the invention and "so-called" claims which sets out the scope of the protection conferred or protection sought for the invention. A fundamental requirement of most patent systems is that the invention must be novel and inventive at the time of filing. As required by most patent systems also, the patent specification must contain a full disclosure of the invention. Once the initial application has been filed, further application in foreign countries must be filed within twelve (12) months pursuant to an international treaty called the Paris Convention. Otherwise, rights to the invention may be lost in those countries. In this regard the Paris Convention provides that the filing of an initial patent application establishes a priority date for the invention in all other countries which are party to the Convention.
7. The filing of further patent application in foreign countries may be pursued individually or in some instances by filing an application with a regional patent office that does the work for a number of countries, e.g. the European Patent Office. The Patent Cooperation Treaty (PCT) may also be utilised for the filing of a single international patent application. The PCT application reserves the applicant's right to file national or individual patent applications in over 150 countries. Filing individual patent applications following the filing of a PCT application is known as entering the national or regional phase. There are countries that are not members of the PCT, e.g. Taiwan. As such, separate applications must be filed in these non-PCT member countries if patent protection is desired in these countries. Once a PCT application has been filed, if it subject to a search. The search results are then communicated to the applicant in the form of an "International Search Report", which is a listing of published documents that might affect the patentability of the invention claimed in the PCT application. The International Search Report is accompanied by a Written

Opinion which sets out why the list of published documents are considered relevant. On the basis of the International Search Report and Written Opinion, the applicant may decide to withdraw the application. If the PCT application is not withdrawn, the application (together with the International Search Report) will be published.

8. If the applicant decides to continue pursuing the PCT application, it may choose to respond to the Written Opinion by filing a request for International Preliminary Examination. In any event, the applicant must nationalise the PCT application in to respective countries or regions within thirty (30) months of the initial patent application filing date. At national or regional phase entry, filing requirements (including the payment of fees) need to be satisfied in each respective country, including filing of translations into local language. Failure to enter the national or regional phase in a country or region will result in abandonment of the ability to secure patent protection in the respective country or region. Rights in these countries will be lost.
9. The national or regional applications progress under the jurisprudence and legislation of each country or region. In most jurisdictions, local examination will take place and the claimed invention is measured against the state of the art (all disclosures made prior to the initial patent application filing date) and an assessment is made regarding whether the claimed invention is novel, inventive (non-obvious), useful and relates to patentable subject matter in that jurisdiction. The time required to complete the local examination process differs from country to country and the scope of protection may differ depending on the laws and patentability standards of each country. In general, it will take several years from the date of application until the patent is actually granted or registered.
10. With respect to regional applications, e.g. the European application filed at the EPO, this involves a single application designating any of the countries that are signatories to the Convention covering that region. The single application is subjected to examination, and assuming that the application is allowed, it will proceed to the grant phase. The application will then have to elect to have patents validated in all or some of the originally designated countries, and the individual patents then function as though they were patents granted under standard national procedures.
11. It is necessary to pay renewal fees on a granted or registered patent. Otherwise, the patent will cease.
12. A patent offers a “negative right” to its owner. This means that the owner can stop others from using the invention claimed in the granted patent in the country the patent was obtained. The owner can offer exclusive or non-exclusive licenses to others for using the claimed invention without infringement of the patent. The terms of any licence agreement generally define the limited scope of the use of the patent and the consideration to be paid for the use of it. Enforcement of patent rights varies from country to country. The remedies for patent infringement include an injunction, damages or accounts of profits.

### III. PATENT PORTFOLIO

#### A. PCT/2019/050200

13. This international (PCT) patent application was filed on 10 April 2019 in the name of LIM, Kah Meng. The PCT application claims the priority to Singapore patent application number SG10201802979V filed on 10 April 2018 in the name of LIM, Kah Meng.

## 9. Intellectual property report *continued*

14. The PCT application is directed to an invention for a method of preparing an extract from edible bird's nest, a bird's nest extract and uses of the bird's nest extract. The method comprises preparing an edible bird's nest (EBN) mixture; and contacting the mixture with an extraction solution to bind a molecule in the mixture, wherein the extraction solution comprises at least one binding moiety selected from the group comprising an opsonin binding moiety, a complement protein binding moiety, a lectin binding moiety, a ficolin binding moiety, a collectin binding moiety, and a pentraxin binding moiety.

15. The PCT application was nationalised in 13 countries. Table 1 below summarises the status of each of the national phase applications derived from PCT/SG2019/050200. All national patent applications of PCT/SG2019/050200 are still pending and have not proceeded to grant.

Country	Patent Application Number	Status	Action
Australia	2019250651	Pending	5 <sup>th</sup> year annuity due 10 April 2024 Awaiting issuance of 1 <sup>st</sup> Office Action
New Zealand	769659	Pending	5 <sup>th</sup> year annuity due 10 April 2024 Examination must be requested by 10 April 2024
Canada	3096818	Pending	5 <sup>th</sup> year annuity due 10 April 2024 Examination must be requested by 10 April 2024
Malaysia	PI 2020005294	Pending	Awaiting issuance of 1 <sup>st</sup> Office Action
Indonesia	P00202008290	Pending	Awaiting issuance of 2 <sup>nd</sup> Office Action
Japan	2021-505178	Pending	Response to 2 <sup>nd</sup> Office Action due 5 April 2024
Korea	1-2020-7032491	Pending	Awaiting issuance of 1 <sup>st</sup> Office Action
Singapore	11202009965X	Pending	Awaiting issuance of 1 <sup>st</sup> Office Action
US	17/046,649	Pending	Response to Restriction Requirement due 7 January 2024
China	2019800390906	Pending	Awaiting issuance of 1 <sup>st</sup> Office Action
Hong Kong	62021028732.7	Pending	Awaiting grant of Chinese application
Thailand	2001005913	Pending	Awaiting issuance of 2 <sup>nd</sup> Office Action
Vietnam	1-2020-06522	Pending	Awaiting issuance of 2 <sup>nd</sup> Office Action

Table 1

16. Amica Law LLC is not aware of any issues regarding the ownership or entitlement with respect to the patent applications listed in the Table 1 above, based on the information provided to us.



### **B. “New matters”**

17. New patent applications are being considered for the following inventions:

- (a) “SIALIC ACID AND GANGLIOSIDE MINING”;
- (b) “CHEMOKINE MINING”;
- (c) “POLYSACCHARIDE ANTIGENS MINING”;
- (d) “ANTHROCYANIN ANTIGENS MINING”; and
- (e) “ALKALOID ANTIGENS MINING” (“Inventions”).

18. There is potential patentable subject matter subsisting in the Inventions and discussions are underway to prepare relevant patent specifications.

### **IV. LICENCES**

19. A patent owner can decide to exclusively use the technology defined in the scope of the granted patent and prevent others from using it. Alternatively, it can allow others to use it under the terms of a licence agreement. The terms of the licence agreement generally define the limited scope of the use of a patent and the consideration to be paid for the use of it.

20. GO-Dx Corporation has entered into a licence agreement with GeneOasis Bioscientific which, in turn, has a licence agreement with Lim Kah Meng.

21. The above statements are made on the basis of the following licence agreements supplied to Amica Law LLC:

- (a) D1 – Intellectual Property Licence Agreement between Dr Lim Kah Meng and GeneOasis Bioscientific Pte Ltd; and
- (b) D2 – Intellectual Property Licence Agreement between GeneOasis Bioscientific Pte Ltd and Go-Dx Corporation.

22. Subject to the terms and conditions of these licence agreements, the agreements grant Go-Dx Corporation a licence to use, exploit and otherwise commercialise the intellectual property rights in SG10201802979V identified in Paragraph 13 and the subject matter of the “new patent applications” identified in Paragraph 17 in this Report.

23. It is noted that, based on the licence agreements, Lim Kah Meng retains ownership of the intellectual property identified in this Report. We are not aware of any other or subsequent agreements between any parties affecting the rights and obligations of and between said parties.

### V. DISCLAIMER

24. This report is to set out the status of the patent portfolio which has been licensed to Go-Dx Corporation. It is:
- (a) not intended to propose any patenting or patent filing strategy;
  - (b) not intended to contain any recommendations of actions;
  - (c) not a “freedom to operate” search (sometimes called a “clearance search”). A clearance search concentrates on uncovering enforceable patents that might act as “roadblocks” to commercialisation of a product or service in a particular jurisdiction;
  - (d) not prepared based on any “freedom to operate” searches that have or may have been conducted;
  - (e) not prepared based on any patentability or novelty searches have or may have been conducted. We have not been instructed to consider the issue of the novelty and inventive step of the patent applications in Table 1 in this Report
25. This report does not cover an assessment of freedom to operate or non-infringement. In particular, any grant of patent rights as referred to in this report provides no guarantee that Go-Dx Corporation is entitled to freely use and commercialise its products or methods under the terms of the licence agreements in Section IV without infringing intellectual property rights of third parties. In the event of an infringement of intellectual property rights, Go-Dx Corporation would have to cease using the technology unless they are able to obtain licenses of intellectual property rights e.g. patents. This would involve payment of a royalty or licence fee.

### VI. INTERESTS OF AMICA LAW LLC

26. Amica Law LLC is a niche practice of legal and technical specialists in intellectual property and technology comprising a professional team of lawyers and patent attorneys. The practice includes IP management & protection, litigation & enforcement, as well as commercialisation & licensing. Amica Law LLC has extensive experience and provides comprehensive intellectual property services to its clients. This Report was prepared based on the information provided to us.
27. As at the date of this Report, Amica Law LLC has been and continues to be engaged in the preparation, filing and prosecution of patent applications and maintaining granted patents for Lim Kah Meng and Gene Oasis Pte Ltd.
28. Amica Law LLC has no financial interest in Go-Dx Corporation or any entitlement to any securities in Go-Dx Corporation, except that a director of Amica Law LLC who was not involved in preparation of this report has a minor non-material financial investment in Go-Dx Corporation.
29. Amica Law LLC estimates that it will be paid approximately S\$3,500 excluding GST for the preparation of this Report. Over the past 24 months preceding the date of the Prospectus, Amica Law LLC has not provided any legal services to Go-Dx Corporation.

### VII. CONSENT

30. Consent for the inclusion of this Report in a Prospectus to be issued by Go-Dx Corporation or a holding company of Go-Dx Corporation, in the form in which it now appears, has been granted by the undersigned and has not been revoked, as at the date of this Report.

## 9. Intellectual property report *continued*

IP Audit & Strategy Report

AMICA LAW<sup>LLC</sup>

31. The person responsible for this Report was Edmund Kok, a Director at Amica Law LLC. Edmund has been a registered Singapore patent attorney since 2005.



Edmund Kok

Director

# 10. Material contracts

The Company and its subsidiaries have entered into various agreements which the Board consider to be material and relevant to potential investors in the Company. Set out below is a summary of these material contracts.

## LIST OF MATERIAL CONTRACTS:

1. Master Distribution Agreement;
2. Supply and Distribution Agreements;
3. GeneOasis Licence Agreement;
4. Pathomics Health Investment Agreements
  - a) Share Subscription Agreement
  - b) Business Collaboration Agreement
  - c) AI-Platform Collaboration Agreement
5. AI-Platform Collaboration Agreement with White Group
6. Directors' Service Agreements;
7. Directors' Deeds of Indemnity, Access and Insurance;
8. Executive Employment Agreements;
9. Corporate Consultant Agreement; and
10. Restriction Agreements.

### 10.1 MASTER DISTRIBUTION AGREEMENT

The Company has appointed CitiVale Private Limited as its exclusive distributor of the "G'Nest Deluxe", "G'Nest Premium" and "C'Neuros" products (and such other new products developed from time to time) to market, sell and distribute them within the relevant territories (Philippines, Indonesia, Taiwan, Thailand, Malaysia and Vietnam) through the appointment of country specific distributors and/or agents.

The Company's commercial agreement with CitiVale Private Limited, and its execution in developing the markets and attaining growth in both market share and meeting or exceeding the sales quota year-on-year.

The Master Distribution Agreement commenced on 26 April 2023 for a five (5) year term.

### 10.2 SUPPLY AND DISTRIBUTION AGREEMENTS

The Company has been granted the worldwide exclusive right for the sale and purchase of the "G'Nest Deluxe" and "G'Nest Premium" products from FEGO Biotech Pte Ltd. The Company will be supplied the products at a cost of goods lower than the sale price to the Company's distributor and, in turn, earn profit on this margin. This agreement is considered to be on commercial and arms-length terms.

The Company has been granted the worldwide exclusive right for the sale and purchase of the "C'Neuros" product from NGF Bioenterprise Pte Ltd. The Company will be supplied the products at a cost of goods lower than the sale price to the

Company's distributor and, in turn, earn profit on this margin. This agreement is considered to be on commercial and arms-length terms, and a related party transaction.

The Supply and Distribution Agreement with FEGO Biotech Pte Ltd commenced on 24 April 2023 for a ten (10) year term.

The Supply and Distribution Agreement with NGF Bioenterprise Pte Ltd commenced on 24 April 2023 for a ten (10) year term.

### 10.3 GENEASIS LICENCE AGREEMENT

The Company, via its wholly owned subsidiary GO-Dx Singapore, has entered into a licence agreement with GeneOasis Bioscientific Pte. Ltd. (**GeneOasis**) dated 5 January 2024. GeneOasis is a Singapore company that is controlled by the Company's Group Managing Director and Founder, Dr Kah Meng Lim.

Dr Kah Meng Lim is the inventor of the underlying intellectual property and has licenced the intellectual property rights to his controlled company, GeneOasis, to commercialise the intellectual property on his behalf. GeneOasis has, in turn, licenced the intellectual property to GO-Dx Singapore pursuant to the GeneOasis Licence Agreement. In order to protect GO-Dx Singapore from any risk that GeneOasis' licenced rights may be terminated, Dr Kah Meng Lim, GeneOasis and GO-Dx Singapore have entered into an agreement to confirm that Dr Kah Meng Lim will not exercise any termination rights in relation to his licence of intellectual property to GeneOasis without prior consent of GO-Dx Singapore.

The GeneOasis Licence Agreement provides for the exclusive worldwide grant of a licence to the Company to exploit, utilise and develop the intellectual property rights of the Immunological Extract Mining Platform, the Sialic Acid and Ganglioside Mining Platform, the Chemokine Mining Platform, the Polysaccharide Antigens Mining Platform, the Anthocyanin Antigens Mining Platform and the Alkaloid Antigens Mining Platform. Under the terms of the GeneOasis Licence Agreement can use the intellectual property rights for the purposes of commercialisation (including exploiting the intellectual property in the Products and Services), and research and development activities, within the Field of diagnostics, health screening tests, health/bio-molecular mapping, healthcare, supplements, bio data mining and health artificial intelligence (**IP**).

The key terms of the GeneOasis Licence Agreement are as follows:

- SGD300,000 as a one-time licence establishment fee payable to GeneOasis.
- Up to SGD30,000 as a maintenance fee payable to GeneOasis for every 12 months in which GeneOasis incurs reasonable costs to maintain the IP.

## 10. Material contracts *continued*

- Three tranches of success fees are payable to GeneOasis, upon achievement of the following milestones:
  - > **Success fee 1 totalling SGD1,500,000** – payable upon the achievement of net sales revenue earned by the Company from the sale of the relevant products and services comprised in the IP totalling SGD10,000,000 within 5 years of the date of the licence agreement.
  - > **Success fee 2 totalling SGD750,000** – payable upon the achievement of net sales revenue earned by the Company from the sale of the relevant products and services comprised in the IP totalling SGD15,000,000 within 5 years of the date of the licence agreement.
  - > **Success fee 3 totalling SGD750,000** – payable upon the achievement of net sales revenue earned by the Company from the sale of the relevant products and services comprised in the IP totalling SGD20,000,000 within 5 years of the date of the licence agreement.
- **2% Royalty Fee** – payable each half year calculated based on revenue earned by the Company from the sale of relevant products and services.
- The licence is on an exclusive basis, unless the exclusivity rights granted to the Company are revoked by GeneOasis due to the following exclusivity milestones not having been achieved by the Company:
  - > **Exclusivity milestone 1** – Commercialisation of, or otherwise generation of revenue attributable to, at least 1 x new product or service utilising the IP within 24 months after the date of the licence agreement.
  - > **Exclusivity milestone 2** – Achievement of net sales revenue earned by the Company from the sale of the relevant products and provision of the relevant services totalling SGD\$500,000 within 24 months of the date of the licence agreement.

GeneOasis may revoke the exclusivity rights granted to the Company by written notice only if the Company has been given a previous notice requiring it to achieve the relevant exclusivity milestone(s) within 6 months of that notice being served and has failed to do so.

If the exclusivity rights granted to GO-Dx are revoked, then the licence shall remain in effect on a non-exclusive basis (unless otherwise terminated in accordance with the terms of the GeneOasis Licence Agreement).

- **The licence granted by GeneOasis commenced on 31 August 2023 and the term of the licence granted by GeneOasis to GO-Dx shall continue in perpetuity (unless terminated in accordance with the terms of the GeneOasis Licence Agreement).**

### 10.4 PATHOMICS HEALTH INVESTMENT AGREEMENTS

Pathomics Health Pte. Ltd. (**Pathomics Health**) is a company registered in Singapore (incorporated in 2019) and the holding company of Pathomics Health Sdn Bhd (a company registered in Malaysia). The company was founded by Dr Ron Eng Lee Tan who has more than 15 years of experience in clinical diagnostics innovation.

Pathomics Health carries out business activities in clinical testing and diagnostics for diseases such as cancers and infectious diseases, and research and development on medical screening and diagnostics. Pathomics Health specialises in laboratory services of proprietary predictive risk scoring to predict cancer onset and accurate screening tests for early cancer detection.

#### a) Share subscription agreement dated 22 August 2023

The Company has entered into a share subscription agreement with Pathomics Health to invest up to S\$1,150,000 in three separate tranches to acquire 10% of the issued share capital of Pathomics Health:

- > **Tranche 1** – S\$200,000 for shares equal to 1.90% of Pathomics Health  
As at the date of this Prospectus, \$150,000 of Tranche 1 has been paid.
- > **Tranche 2** – S\$450,000 for shares equal to 4.01% of Pathomics Health  
This tranche of investment is subject to Pathomics Health obtaining a 10-year Malaysian government contract for screening of 7 million healthy individuals per year at average S\$60 per screening test.  
This milestone has not yet been achieved.  
The Company will not be obligated to complete its investment in Pathomics Health until the milestone is achieved.
- > **Tranche 3** – S\$500,000 for shares equal to 4.09% of Pathomics Health  
This tranche of investment is subject to Pathomics Health obtaining a screening contract for foreign workers of 500,000 per year at S\$20 per screening test.  
This milestone has not yet been achieved.  
The Company will not be obligated to complete its investment in Pathomics Health until the milestone is achieved.

## 10. Material contracts *continued*

### b) Business collaboration agreement dated 22 August 2023

The Company has also entered into a business collaboration agreement with Pathomics Health Pte. Ltd. to collaborate in co-developing new laboratory tests in the diagnostics sector.

Under the collaboration agreement, the agreed contributions from Pathomics Health are:

- > Providing laboratory facilities (in suitable R&D sites in Malaysia) for co-development of the following laboratory tests:
  - » Gene expression tests (including but not limited to miRNA, RNA),
  - » Liquid biopsy for ear, neck and throat cancer
- > Ensuring validation processes are properly done in accordance with required standards (including but not limited to CAP, ISO15189) before launching clinical tests.

Under the collaboration agreement, the agreed contributions from GO-Dx are:

- > Providing scientific input to Pathomics Health to co-develop new laboratory tests.
- > Appointing Pathomics Health exclusively to provide testing services to GO-Dx customers.
- > Ensuring samples and documentation are properly collected and filled, respectively.

Pathomics Health will charge GO-Dx for the use of facilities and the offering of the tests to GO-Dx patients/customers at a subsidised pricing. The pricings will be discussed and mutually agreed between the parties.

The collaboration agreement shall continue up to a period of 24 months from the date of entering the agreement, being until 21 August 2025 (the “Term”), with an option of a further extension of 24 months, unless terminated in accordance with the terms of this Agreement.

### c) AI-platform collaboration agreement

GO-Dx Singapore has also entered into an AI-Platform collaboration project with Pathomics Health dated 13 October 2023, with a view to utilising AI to increase and enhance genetic, transcriptomics and epigenetic data analysis and processing. The term of the agreement is for a period of 24 months from the date of the agreement.

The parties shall seek to collaborate to co-develop an AI-platform for automated disease prediction and diagnostics as well as data generation and management.

The contributions from Pathomics Health under the collaboration agreement shall be:

- > Providing domain expertise in DNA profiling and diagnostics.
- > Ensuring documentation and validation processes are completed in accordance with applicable required standards, including but not limited to CAP, ISO15189) before launching as clinical tests.

The contributions from GO-Dx Singapore under the collaboration agreement shall be:

- > Providing domain expertise in mRNA transcriptomics and robotics to generate automated platforms.
- > Ensuring samples and documentation are properly collected and filled.

Any new intellectual property jointly developed through the collaboration shall be jointly-owned by both parties.

## 10.5 AI-PLATFORM COLLABORATION AGREEMENT WITH WHITE GROUP

The Company has entered into an AI Platform Collaboration Agreement with White Group, a Singapore-based investment group. White Group owns a subsidiary company with AI based humanoid robotics technology.

The largest substantial shareholder of the Company, Mr Chin Hua Peh is chairman of the White Group.

Under the terms of the Collaboration Agreement the parties shall be working to develop AI platforms for automated disease prediction and diagnosis as well as for data management and generation.

The Company seeks to leverage this opportunity to accelerate machine learning to enhance transcriptomics / genomics / epigenetics data analysis and processing. This is aimed at capturing the maximum values of bio-data on molecular medicine and molecular well-being associated with precision medicine and personalised medicine.



## 10. Material contracts *continued*

### 10.6 DIRECTORS' SERVICE AGREEMENTS

The Company has entered into Director's Service Agreements with each of the Directors of the Company in relation to their services as directors of the Company, whereby the remuneration payable by the Company under such agreements to each Director is as follows:

- Dr Kah Meng Lim (Executive Director)
  - A\$14,800 per annum
- Mr Sah Soon Lim (Executive Director)
  - A\$14,800 per annum
- Mr Justyn Stedwell (Independent / Non-Executive Director)
  - A\$30,000 per annum
- Mr Matthew Leonard (Independent / Non-Executive Director)
  - A\$30,000 per annum.

### 10.7 DIRECTORS' DEEDS OF INDEMNITY

Each of the Directors has entered into Deeds of Indemnity, Insurance and Access. The material terms of the Deeds of Indemnity, Insurance and Access are as follows:

- To the extent permitted by law, the Company indemnifies the Director from any liabilities arising out of the Director discharging their duties and providing services as director.
- The Directors will be given access to board papers and company files for a period up to seven (7) years from the date in which the Directors cease to be an officer of the Company.
- The Company must maintain an insurance policy for the Directors for the term in which they hold office and for a period of seven (7) years following the date they cease to be a Director.

### 10.8 EXECUTIVE EMPLOYMENT AGREEMENTS

The following persons are employed by the Company under executive employment agreements, as follows:

- Dr Kah Meng Lim (Chief Executive Officer) receives an annual salary of S\$120,000 plus a transport allowance of S\$24,000 per annum (commencing from 1 March 2024);

*Other key terms include:*

- > Either party may terminate the agreement without cause on 3 months' notice to the other party
- > The Company will provide hospital and insurance cover for the employee and his immediate family
- > Prior to 1 March 2024, Dr Lim is engaged under a service agreement pursuant to which he is entitled to service fees of S\$22,500 per month

- Mr Danny Hock Kiong Heng (Chief Financial Officer) receives an annual salary of S\$96,000 per annum (commencing from Admission) plus \$138,000 worth of ordinary shares in the Company based on a 10-day Volume Weighted Average Price (VWAP) trading price and subject to obtaining any necessary shareholder and regulatory approvals for the issue.

*Other key terms include:*

- > Either party may terminate the agreement without cause on 2 months' notice to the other party
- > Prior to Admission, Mr Heng receives a monthly service fee of S\$6,000 per month
- Dr Ron Eng Lee Tan (Chief Scientific Officer) receives an annual salary of S\$120,000 per annum (commencing from January 2024) plus \$84,000 worth of ordinary shares in the Company based on a 10-day Volume Weighted Average Price (VWAP) trading price and subject to obtaining any necessary shareholder and regulatory approvals for the issue.

*Other key terms include:*

- > Either party may terminate the agreement without cause on 3 months' notice to the other party
- > The Company will provide hospital and insurance cover for the employee and his immediate family

### 10.9 CORPORATE CONSULTANCY AGREEMENT

The key terms of the Corporate Consultancy Agreement between the Company and the Company's corporate consultant, Golden Venture Capital Pty Ltd, (**Corporate Consultant**), dated 10 January 2023, are as follows:

- The Corporate Consultant shall provide a range consultancy services to the Company in connection with the IPO transaction.
- Consultancy fee of S\$30,000 payable S\$6,000 per month for 5 months as follows:
  - > S\$4,000 per month during the term, payable in case;
  - > S\$2,000 per month accruing and becoming payable on completion of IPO.
- Success fee payable on completion of listing on NSX, being ordinary shares valued at S\$75,000

### 10.10 RESTRICTION AGREEMENTS

The Company has entered into (or will enter into prior to the listing date) Restriction Agreements with holders of restricted securities for the purposes of complying with Rule 6.28 of the Listing Rules. The Agreements are in the approved form in accordance with Rule 6.28 of the Listing Rules.

# 11. Additional information

## 11.1 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection during normal office hours, free of charge, at the registered office of the Company for a period of at least twelve (12) months from the date of lodgement of this Prospectus with the ASIC:

- the current Constitution of the Company; and
- the consents referred to in Section 11.4 of this Prospectus.

## 11.2 DIRECTORS' INTERESTS

Other than as set out below or elsewhere in this Prospectus, no Director and no firm in which a Director is a partner, has an interest in the promotion or in property proposed to be acquired by the Company in connection with its formation or promotion. Other than as set out below or elsewhere in this Prospectus no amounts have been paid or agreed to be paid (in cash, shares or otherwise) to any Director or any firm in which any Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in which he is a partner in connection with the formation or promotion of the Company.

## 11.3 INTERESTS OF EXPERTS AND ADVISERS

Except as disclosed below or elsewhere in this Prospectus, no expert nor any firm of which such expert is a partner, has or has had any interest in the formation or promotion of, or in any property proposed to be acquired by, the Company in connection with its formation or promotion, and no amounts have been paid (in cash, shares or otherwise), or agreed to be paid, to any expert or to any firm in which such expert is a partner for services rendered by him or the firm in connection with the promotion or formation of the Company.

- Professional fees payable to the Company's Investigating Accountant for work done in relation to the Offer are \$27,000 exclusive of GST and disbursements payable to HLB Mann Judd Corporate Finance Pty Ltd.
- Professional fees payable to the Company's Legal Advisor (Australia), Moray & Agnew Lawyers, for work done in relation to the Offer are approximately \$110,000 exclusive of GST and disbursements payable to Moray & Agnew Lawyers.
- Professional fees payable to Amica Law, in relation to preparation of the Intellectual Property Report are approximately \$3,500.
- Automic has acted as the share registry for the Company. Standard commercial fees are payable to Automic for share registry services in relation to the Offer made pursuant to this Prospectus.

## 11.4 CONSENTS

The following consents have been given in accordance with the Corporations Act:

- HLB Mann Judd Corporate Finance Pty Ltd has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Investigating Accountant and to the inclusion in this Prospectus of the Investigating Accountant's Report in the form and context in which it is included. Notwithstanding that it may be referred to elsewhere in this Prospectus, HLB Mann Judd Corporate Finance Pty Ltd has only been involved in the preparation of the Investigating Accountant's Report and was not involved in the preparation of any other part of this Prospectus. HLB Mann Judd Corporate Finance Pty Ltd did not authorise or cause the issue of this Prospectus and does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Prospectus other than in respect of the Investigating Accountant's Report.
- HLB Mann Judd (Vic) Partnership has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Auditor of the Company and its controlled entities. HLB Mann Judd (Vic) Partnership was not involved in the preparation of any part of this Prospectus. HLB Mann Judd (Vic) Partnership did not authorise or cause the issue of this Prospectus and does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Prospectus.
- Moray & Agnew Lawyers have given and have not, before lodgement of this Prospectus, withdrawn their written consent to being named in this Prospectus as solicitors to the Company in the form and context in which they are named. Moray & Agnew Lawyers did not authorise or cause the issue of this Prospectus and do not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Prospectus.
- Amica Law have given and have not, before lodgement of this Prospectus, withdrawn their written consent to being named in this Prospectus as Intellectual Property experts preparing the Intellectual Property Report, in the form and context in which they are named. Amica Law did not authorise or cause the issue of this Prospectus and do not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Prospectus.

## 11. Additional information *continued*

- e) HLB Atrede has given and has not before lodgement of this Prospectus withdrawn its written consent to be named in this Prospectus as the Singapore based auditor of GO-Dx Singapore. HLB Atrede was not involved in the preparation of any part of this Prospectus. HLB Atrede did not authorise or cause the issue of this Prospectus and does not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Prospectus.
- f) Automic has given and, as at the date hereof, has not withdrawn, its written consent to be named in this Prospectus as Share Registry in the form and context in which it is named. Automic has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registry to the Company. Automic has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

### 11.5 REGULATORY RELIEF AND WAIVERS

The Company has not applied to ASIC for or obtained any modifications of, or exemptions from, the Corporations Act pursuant to this Offer.

The Company is applying for a waiver from the requirement to appoint a Sponsoring Broker under the Listing Rules. Other than such waiver, the Company has not applied to NSX for or obtained any modifications of, or exemptions from, the Listing Rules pursuant to this Offer.

### 11.6 EXPENSES OF THE OFFER

The estimated expenses of the Offer are as follows:

ESTIMATED EXPENSES	MINIMUM SUBSCRIPTION \$	MINIMUM SUBSCRIPTION \$
Capital raising fees	333,463	483,463
Legal fees	110,000	110,000
Investigating accountants report	27,000	27,000
ASIC NSX listing fees	98,990	100,685
Prospectus graphic design and printing fees	10,000	10,000
Share registry fees	10,000	10,000
Other, including marketing and roadshow	25,000	25,000
<b>Total</b>	<b>614,453</b>	<b>766,148</b>

### 11.7 LITIGATION

The Company is not involved in any litigation, arbitration or other legal proceedings and the Directors are not aware of any threatened or pending litigation or arbitration against the Company.

### 11.8 WORKING CAPITAL STATEMENT

The Directors believe that, on completion of the Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.

### 11.9 CONTINUOUS DISCLOSURE OBLIGATIONS FOLLOWING LISTING

Following listing on the NSX, and pursuant to section 111AC of the Corporations Act, the Company will be a disclosing entity and will therefore be subject to regular reporting and disclosure obligations. Following listing on the NSX, the Company is required to continuously disclose all information to the market that a reasonable person would expect to have a material effect on the value or price of the Company's securities. All price-sensitive information will be released through the NSX before it is disclosed to market participants and Shareholders, and the distribution of non-price sensitive information will also be managed through the NSX.

### 11.10 DIRECTORS' STATEMENT

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements by the Directors in this Prospectus are true and not misleading and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given the consent required by section 716 of the Corporations Act to the issue of this Prospectus and have not withdrawn that consent, before lodgement of this Prospectus with the ASIC.

This Prospectus is prepared on the basis that:

- certain matters may be reasonably expected to be known to professional advisers of any kind with whom Applicants may reasonably be expected to consult; and
- information is known to Applicants or their professional advisers by virtue of any Acts or laws of the Commonwealth of Australia or any State of Australia.

## 12. Director's authorisation

In accordance with section 720 of the Corporations Act, the lodgement and issue of this Prospectus has been consented to and authorised by each of the Directors.

Signed for and on behalf of the Company

A handwritten signature in black ink, appearing to be 'Dr Kah Meng Lim', with a horizontal line underneath.

**Dr Kah Meng Lim**

Group Managing Director and Chief Executive Officer

Dated: 15 March 2024

# 13. Glossary of terms

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

<b>A\$ or AUD</b>	means Australian dollars.
<b>\$ or S\$ or SGD</b>	means Singapore dollars.
<b>Admission</b>	means the Company's admission to the official list of the NSX following its application for admission under the Listing Rules.
<b>AEDT</b>	means Australian Eastern Daylight Time.
<b>Applicant</b>	means a person who submits an Application.
<b>Application</b>	means a valid application to subscribe for Shares under this Prospectus.
<b>Application Form</b>	means the Application Form attached to or accompanying this Prospectus and which relates to the Offer.
<b>ASX Settlement</b>	means ASX Settlement Pty Ltd ACN 008 504 532.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>Auditor</b>	means the Company's auditor, HLB Mann Judd (Vic) Partnership.
<b>Board</b>	means the Board of Directors of the Company unless the context indicates otherwise.
<b>Business</b>	means the Company's business of manufacturing and sale of the Products.
<b>CHESS</b>	means ASX Clearing House Electronic Subregistry System.
<b>Company</b>	means GO-Dx Corporation (Aust) Ltd ACN 673 839 613, a company incorporated in Victoria, Australia.
<b>Company Secretary</b>	means Bill Pavlovski. For Bill Pavlovski's profile, please refer to Section 5.2 of this Prospectus.
<b>Constitution</b>	means the Constitution of the Company as may be amended from time to time.
<b>Corporate Consultant</b>	means Golden Venture Capital Pty Ltd (ACN 639 258 245), the Company's corporate consultant and with whom the Company has executed the Consultancy Agreement, the key terms of which are summarised in Section 10.9.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the board of directors of the Company as it is constituted from time to time. For the profiles of each of the Directors, please refer to Section 5.1 of this Prospectus.
<b>GO-Dx Group</b>	means the Company, GO-Dx Singapore, GO-Dx Philippines and GO-Dx Indonesia.
<b>GO-Dx Indonesia</b>	means PT GO-Dx Corp Indonesia (a company incorporated in Indonesia), and which is a subsidiary of GO-Dx Singapore.
<b>GO-Dx Philippines</b>	means GO-Dx Philippines Inc (a company incorporated in Philippines) and which is a subsidiary of GO-Dx Singapore.
<b>GO-Dx Singapore</b>	means GO-Dx Corporation Ltd UEN 201925421H, a company incorporated in Singapore that is a wholly-owned subsidiary of the Company.
<b>Exposure Period</b>	means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.
<b>Financial Information</b>	means the information described as Financial Information in Section 7 of this Prospectus.
<b>Founder</b>	means the founder of the Business, being Dr Kah Meng Lim (and includes his associate Ms Novanne Seah).
<b>GeneOasis Licence Agreement</b>	means the licence agreement between the Company and GeneOasis Bioscientific Pte Ltd for the exclusive licence of intellectual property to the Company on the terms detailed in section 10 of this Prospectus.
<b>Issuer Sponsored</b>	means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

### 13. Glossary of terms *continued*

<b>KMP</b>	means the Key Management Personnel of the GO-Dx Group.
<b>Listing Rules</b>	means the listing rules of NSX as at the date of this Prospectus.
<b>Maximum Subscription</b>	means the maximum amount to be raised under the Offer made by this Prospectus, being \$8,000,000.
<b>Minimum Application</b>	means the minimum application for Offer Shares that can be made by an Applicant, being valid subscriptions for at least 5,500 Offer Shares.
<b>Minimum Subscription</b>	means the minimum amount to be raised under the Offer made by this Prospectus, being \$5,000,000.
<b>NPAT</b>	means 'Net Profit After Tax'.
<b>NSX</b>	means National Stock Exchange of Australia Limited ACN 000 902 063 or the National Stock Exchange of Australia (as the context requires).
<b>Offer</b>	means the invitation made to the public pursuant to this Prospectus to subscribe between 13,157,895 Shares and up to 21,052,632 Shares at an issue price of \$0.38.
<b>Offer Closing Date</b>	means 5 April 2024 or such earlier or later date as the Directors may determine.
<b>Offer Opening Date</b>	means 15 March 2024 or such other dates as the Directors may determine.
<b>Offer Period</b>	means the period commencing on the Offer Opening Date and ending on the Offer Closing Date.
<b>Offer Shares</b>	means the Shares issued under this Prospectus.
<b>Official Quotation</b>	means official quotation by NSX in accordance with the Listing Rules.
<b>Option</b>	means an option to acquire a Share.
<b>Optionholder</b>	means a holder of Options in the Company.
<b>Original Prospectus</b>	means the prospectus dated 15 February 2024 and which was lodged with ASIC on that date.
<b>Pathomics Health Investment</b>	the subscription for 10% of the shares in Pathomics Health Pte Ltd, a company incorporated in Singapore, and the terms of which are more particularly described in Section 10.4.
<b>Pre-IPO Investors</b>	means shareholders in the Company have invested prior to IPO being launched.
<b>Prospectus</b>	means this prospectus dated 15 March 2024 and which was lodged with ASIC on that date.
<b>Products</b>	means the products described in Section 2.3 of this Prospectus.
<b>Replacement Prospectus</b>	means this Prospectus.
<b>S\$ or SGD</b>	means Singapore Dollars.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of shares in the Company.
<b>Share Registry</b>	means Automic Pty Ltd.





Your Application Form must be received by no later than:  
**5 April 2024**  
**(unless extended or closed earlier)**

### Application Options:

### Option A: Apply Online and Pay Electronically (Recommended)

**Apply online at:** <https://apply.automic.com.au/GO-Dx>

- ✓ **Pay electronically:** Applying online allows you to pay electronically, via **BPAY®** or **EFT** (Electronic Funds Transfer).
- ✓ **Get in first, it's fast and simple:** Applying online is very easy to do, it eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **It's secure and confirmed:** Applying online provides you with greater privacy over your instructions and is the only method which provides you with confirmation that your Application has been successfully processed.



**To apply online, simply scan the barcode to the right with your tablet or mobile device or you can enter the URL above into your browser.**

## Option B: Standard Application

Enter your details below (clearly in capital letters using pen), attach cheque and return in accordance with the instructions on page 2 of the form.

### 1. Number of Shares applied for

			/				/			
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A\$

**Application payment (multiply box 1 by \$0.38 per Share)**

Application payment (multiply box 1 by \$0.50 per share)   /    /    :

Applications for Offer Shares must be for a minimum of 5,500 Shares and thereafter in multiples of 1,000 Offer Shares.

**2. Applicant name(s) and postal address (Refer to Naming Standards overleaf)**

[illegible]

Post Code:

### 3. Contact details

Telephone Number

( )

Contact Name (PLEASE PRINT)

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Email Address

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

#### 4. CHESS Holders Only – Holder Identification Number (HIN)

[illegible]

Note: if the HIN is incorrect or the name and address details in section 2 does not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.

## 5. TFN/ABN/Exemption Code

Applicant #1

[illegible]

Applicant #2

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### Applicant #3

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If NOT an individual TFN/ABN, please note the type in the box  
C = Company; P = Partnership; T = Trust; S = Super Fund

**YOUR PRIVACY**

Automatic Pty Ltd (ACN 152 260 814) trading as Automatic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – [www.automic.com.au](http://www.automic.com.au)

## CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

## INSTRUCTIONS FOR COMPLETING THE FORM

**YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS PUBLIC OFFER APPLICATION FORM.**

This is an Application Form for fully paid ordinary Shares in GO-DX CORPORATION (AUST) LTD (ACN 673 839 613) (**Company**) made under the terms of the Offer set out in the Replacement Prospectus dated 15 March 2024 (**Replacement Prospectus**).

Capitalised terms not otherwise defined in this document has the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

- Shares Applied For & Payment Amount** - Enter the number of Shares & the amount of the application monies payable you wish to apply for. Applications for Offer Shares must be for a minimum of 5,500 Shares and thereafter in multiples of 1,000 Offer Shares.
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEDT) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>
- CHESS Holders** - If you are sponsored by a stockbroker or other participant and you wish to hold Shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" ('SRN') will be allocated to you.
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Completed Application Forms and accompanying payments must be received before 5:00pm (AEDT) on the Closing Date by being delivered or mailed to the address set out in the instructions below.  
  
Applicants wishing to pay by BPAY® or EFT should complete the online Application, which can be accessed by following the web address provided on the front of the Application Form. Please ensure that payments are received by 5:00pm (AEDT) on the Closing Date. Do not forward cash with this Application Form as it will not be accepted.

## DECLARATIONS

**BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:**

- Have received a copy of the Prospectus, either in printed or electronic form and have read the Prospectus in full;
- Have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);
- Acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Am/are over 18 years of age;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

## LODGEMENT INSTRUCTIONS

The Offer opens on 15 March 2024 and is expected to close on 5 April 2024. The Directors reserve the right to close the Offer at any time once sufficient funds are received or to extend the Offer period. Applicants are encouraged to submit their Applications as early as possible. Completed Application Forms and payments must be submitted as follows:

### Paper Application and Cheque

**By Post:**  
GO-DX CORP (AUST) LTD  
C/- Automic Pty Ltd  
GPO Box 5193  
SYDNEY NSW 2001

**OR**

**By Hand Delivery:**  
GO-DX CORP (AUST) LTD  
C/- Automic Pty Ltd  
Level 5, 126 Phillip Street  
SYDNEY NSW 2000

### Online Applications and BPAY® or EFT Payments

**Online:**  
<https://apply.automic.com.au/GO-Dx>

## ASSISTANCE

Need help with your application, no problem. Please contact Automic on:



