

BPH Global Ltd (ASX: BP8)

Placement of up to 500,000,000 ordinary shares in BP8 at A\$0.002 per share to raise up to \$1,000,000 via a Two (2) Tranche Placement. Participants will receive one (1) free attaching option for each two (2) shares allotted. The Exercise Price of the options will be A\$0.004 and expire 2 years from their issue date*.

*The issuance of the options is subject to BP8 shareholder approval at the Company's AGM to be held on Monday, 3 November 2025 (2025 AGM).

FOR SOPHISTICATED AND PROFESSIONAL INVESTORS ONLY

TRANSACTION SUMMARY

Issuer	BPH Global Ltd ACN 009 104 330 ("BP8", the "Company" or the "Group")
Transaction	<p>Two Tranche Placement of up to 500,000,000 ordinary shares in aggregate at A\$0.002 per share, with one (1) free attaching option for each two (2) shares subscribed for ("Placement" or "Offer").</p> <p>The options will be exercisable at A\$0.004 per option and expire 2 years from their issue date*.</p> <p>Tranche 1 placement is up to 250,000,000 shares. Tranche 2 is up to 250,000 shares plus any balance of the Tranche 1 allocation of shares that were not issued.</p>
Offer partly conditional	<p>Tranche 1: The issuance of the Tranche 1 shares is unconditional.</p> <p>Tranche 2: The issuance of the Tranche 2 shares is subject to shareholders approving the issue of the shares at the 2025 AGM.</p> <p>Options: The issue of the options is subject to shareholders approving the issue of the options at the 2025 AGM. The options will not be listed.</p>
Joint Lead Managers	Sanlam Private Wealth Pty Ltd ABN 18 136 960 775, AFSL No 337927 ("Sanlam") & Novus Capital ABN 32 006 711 995, AFSL No 238168 ("Novus"). (This Offer is not underwritten)

THE OFFER

- BP8 is undertaking a two tranche placement of up to **500,000,000** ordinary shares in aggregate at A\$0.002 per share (**Placement Shares**) to raise up to A\$1,000,000 (before costs).
- Tranche 1 comprises up to 250,000,000 shares and will be issued as follows:
 - up to 146,000,000 ordinary shares pursuant to the Company's share issuing capacity under ASX Listing Rule 7.1; and
 - up to 104,000,000 ordinary shares pursuant to the Company's share issuing capacity under ASX Listing Rule 7.1A.
- Tranche 2 comprises up to 250,000,000 shares plus any balance of the Tranche 1 allocation of shares that were not issued. The Tranche 2 shares will be issued post the 2025 AGM in November, subject to shareholders approving the issue of those shares at that meeting.
- Pending BP8 shareholder approval at the 2025 AGM, one (1) free attaching option will be issued for each two (2) Placement Shares allotted ("Option"). The Options will expire 2 years from their issue date and have an exercise price A\$0.004.
- Funds raised from the Tranche 1 and Tranche 2 share issues will be used for the purposes set out in the section under the heading 'USE OF FUNDS' below.
- BP8 has appointed Sanlam Private Wealth Pty Ltd (**Sanlam**) and Novus Capital Limited (**Novus**) as joint lead managers to this Offer.
- Sanlam and Novus can only take bids to eligible investors who qualify under section 708 of the *Corporations Act 2001* (Cth) (the "**Act**").

USE OF FUNDS (estimate)

The funds raised from the Placement will be used for:

Proposed Use	Estimated Cash (A\$500k)
Funding of seaweed Indonesia-based seaweed operations	\$600,000.00
R&D projects	\$200,000.00
Working capital	\$140,000.00
Costs of Offer	\$60,000
Total	A\$1,000,000

* If more than the above targeted aggregate amount is raised under Tranche 1 and Tranche 2, then the funds allocated to each item will be increased proportionately.

**The maximum amount to be raised under Tranche 1 is capped at \$500,000 under the Company's share issue capacity.

***If less than the above targeted aggregate amount is raised under Tranche 1 and Tranche 2, then the funds allocated to each item will be reduced proportionately.

BP8 BUSINESS OVERVIEW

BP8 is a plant-focused biotechnology company that produces foods and products which deliver Traditional Chinese Medicine ("TCM") based health outcomes. The Company business operations are focused on the cultivation and acquisition of seaweed in Indonesia for on-sale into the Indonesian and Chinese markets.

The Company also has research & development operations which focus on the production, and commercialisation of seaweed and sea plants to produce sustainable plant-based foods and nutraceutical and pharmaceutical ingredients for utilisation in the food, nutrition, healthcare, health supplements, cosmetics and personal care industries.

The Company's key markets are Indonesia, Singapore and South Korea with plans to expand further into Southeast Asia and also into Australia.

NOTEWORTHY ACTIVITY AND ACHIEVEMENTS

The Company's recent principal activities and achievements are:

- Indonesian Seaweed Project:**
 - March Quarter:** During the March Quarter the Company completed its assets acquisition and commenced its joint development of its Indonesian-based seaweed business with its JV partners. Highlights included: (i) the incorporation of BP8's Indonesian-based subsidiary; (ii) employment of personnel, particularly the appointment of Mr Deepak Jha as a BP8 executive director and the managing director of the Indonesian seaweed operations; (iii) the lease of a seaweed processing warehouse; (iv) the acquisition of onshore seaweed cultivation tanks.
 - June Quarter:** The June Quarter and beyond marked the Company's transition from establishment to commercial operations in Indonesia. Seaweed sales during this initial sales period have been under the Product Sales Cooperation Agreement with P.T. Kebula Raya Bestari (**Kebula**).
 - First month's trading results: A\$150,646** comprising: (i) Export Revenue: US\$61,949 (A\$ 95,400); and (ii) Local (Indonesian) Revenue: IDR586,347,695 (A\$ 55,246).
 - Second month's trading results: A\$177,316** comprising sales of IDR 1,886,526,000 (A\$177,316) made to Indonesian-based wholesale buyers.
 - Third month's trading results: A\$267,530** comprising sales of IDR 2,846,096,000 (A\$267,530) made to Indonesian-based wholesale buyers.

Importantly, these sales reflect the strategic value of BP8's vertically integrated approach — combining sustainable sourcing with scalable logistics and quality assurance. Through partnerships with local farming communities, the Company is advancing its ESG objectives by promoting traceability, responsible harvesting practices, and community-based economic development. These early market entries provide the commercial and operational foundation to support future growth and international expansion.

• R&D and New Projects:

- **Temasek Polytechnic (Singapore) study deployed Phycomining to unlock nutraceuticals and critical minerals:** Temasek Polytechnic study concluded that seaweed species *Sesuvium portulacastrum* is a hyperaccumulator of key precious metals and critical minerals which have potential for commercial extraction.

Key findings included:

- **Detection of 28 metal species** in the weed tissue, based on available analytical reagent standards.
- Notably **high concentrations of gold, silver, copper and lithium**, suggesting the plant acts as a hyperaccumulator for these and other metals.
- **Concentration range** for the four metals of interest **averaged between 5.23 and 81.32 mg/kg** dry biomass across four sampling batches.
- Confirmation that ***Sesuvium* is resilient and adaptable**, capable of surviving in salinity conditions ranging from brackish inland waters to full-strength marine environments.
- Potential applicability across the Indonesian archipelago and similar coastal regions, where the species' environmental tolerance could be leveraged for scalable deployment.

- **Singapore Polytechnic completed R&D Program for Green Seaweed Kefir Beverages:** The R&D program confirmed the feasibility of developing two distinct product formats from the shared seaweed-based kefir formulation:

- **Probiotic Kefir Beverage** (non-pasteurised, short shelf life) that contains live bacteria cultures to support gut microbiome health and offers potential functional benefits including digestion support, immune enhancement, and improved nutrient absorption.
- **Postbiotic Kefir Beverage** (pasteurised, long shelf life) Retains the nutrient-rich seaweed and plant-derived ingredients with a long shelf life and provides a more practical commercial pathway due to extended stability and scalability.
- **Health benefits:** the project demonstrated the feasibility of producing both probiotic and postbiotic kefir beverages incorporating seaweed nutrients, while also highlighting the potential for health benefits consistent with the Company's stated objectives: (i) supporting blood sugar management and anti-hyperglycaemic function; (ii) improving digestion and gut microbiome balance; (iii) enhancing immune function; and (iv) increasing the bioavailability of seaweed-derived nutrients through fermentation.

- **Development of seaweed-based bio-stimulant formulation(s) - R&D Consulting agreement with Temasek Polytechnic (Singapore):** The aim of this R&D program is to formulate seaweed-derived bio-stimulants that enhance nutrient availability and uptake in food crops, with a focus on improving outcomes associated with Traditional Chinese Medicine (TCM) through the development of functional foods.

Seaweed-based bio-stimulants function by enhancing several key areas of plant performance:

- **Enhanced growth and yield:** Stimulate root and shoot development.
- **Improved nutrient uptake:** Increase fertiliser efficiency by boosting nutrient absorption.

- **Greater stress tolerance:** Help plants withstand abiotic stressors drought, salinity, heat, and cold.
- **Better crop quality:** Improve fruit size, colour, flavour, and shelf-life.

As part of this project, research will focus on the bio-stimulant potential of three specific seaweed species: (i) *Eucheuma cottonii*; (ii) *Gracilaria spp*; and (iii) *Ulva Lactuca*. These species have been selected based on their availability, established use in seaweed farming, and their documented bioactive properties.

INVESTMENT HIGHLIGHTS

- **Seaweed Business: Why Indonesia – The strategic rationale:** Indonesia presents as a strong growth opportunity for BP8's seaweed operations due to:

- **Market Leadership:** Indonesia is the largest global producer of seaweed (60% of global supply).
- **Cost & Logistics Efficiency:** Indonesia provides many operational advantages including competitive production costs, the availability of Government incentives, and proximity to key Asian-based export markets.
- **Sustainability & ESG Compliance:** The ESG benefits of seaweed farming which underpin BP8's seaweed business provide the BP8 Group with the means to comply with its ESG compliance obligations and aligns with the Indonesian Government's policies on sustainable aquaculture.

- **Seaweed Business: Key assets and operations include:**

- **Warehouse Lease in Makassar:** BP8 Indonesia has secured a lease on a 550m² warehouse in Makassar, South Sulawesi—a key seaweed processing hub. The facility has a storage capacity of up to 1,000 MT of raw seaweed per month and is currently undergoing Good Manufacturing Practice (GMP) and Hazard Analysis and Critical Control Point (HACCP) certification. It will feature
 - A fully equipped Quality Control (QC) laboratory;
 - A hydraulic press for packaging and loading dried seaweed; and
 - Dedicated administration, QC, and management teams.

Completion of the commissioning of this facility will further enhance BP8 Indonesia's seaweed processing and supply capabilities.

- ***Ulva* and *Caulerpa* Cultivation Pilot:** BP8 Indonesia has also leased and begun operating onshore seaweed cultivation tanks in Takalar Regency, South Sulawesi, focusing on *Ulva* (sea lettuce) and *Caulerpa* (sea grapes). This pilot project—supported by the United Nations Industrial Development Organization (UNIDO)—aims to scale the use of closed-system raceway pools for *Ulva* cultivation, with applications in the food and cosmetics industries. The current production capacity is 1 MT per month, with plans underway for future expansion.
- **Farmer and Cooperative Engagement:** Ongoing collaboration with local farmers and cooperatives across the Indonesian archipelago ensures BP8 Indonesia maintains a consistent, year-round seaweed supply for domestic and regional markets.
- **Offtake Partnerships:** BP8 Indonesia is actively sourcing potential offtake partners, particularly carrageenan and seaweed-based product manufacturers in China and Indonesia. Discussions are underway to negotiate long-term offtake agreements to support commercial scale-up.
- **Supply Chain & Market Expansion:** BP8 Indonesia is actively collaborating with farmers & cooperatives across the Indonesian archipelago to ensure a consistent year-round seaweed supply.
- **Seaweed-based Rare Earth Elements (REEs), Precious and Critical Minerals :** The Company 's wholly owned, Singapore-based subsidiary Stemcell United Pte Ltd (**BP8 Singapore**) has entered into a Master Services Agreement with Singapore-based

company Marchwood Laboratory Services Pte Ltd (MLS) for sea plant and seaweed tissue metal content measurement in three categories:

- **Rare earth elements (REEs)**, including Lanthanum (La), Terbium (Tb), Yttrium (Y) and Neodymium (Nd);
- **Precious minerals**; and
- **Critical minerals**.

BP8 will partner with MLS, a Singapore-based professional laboratory accredited by SAC-SINGLAS under ISO 17025. Equipped with state-of-the-art ICP-MS (Inductively coupled plasma mass spectrometry) technology and operating under USEPA standards, MLS will enable precise measurement of elemental concentrations in seaweed. This work represents an upgrade from previous collaborations with Temasek Polytechnic (Singapore), strengthening BPB Global's technical platform in the rapidly emerging intersection of blue economy solutions and advanced materials recovery.

- **Green Seaweed Kefir Beverages:** Following the successful completion of the Singapore Polytechnic R&D program, the Company will progress the probiotic and postbiotic beverage concepts toward potential market entry. Key steps include:
 - **Independent Review Completed:** R&D confirmation that the formulations deliver the intended functional health benefits and that the R&D outcomes are robust.
 - **Safety & Shelf-Life Testing:** Undertake extended microbiological, shelf stability, and packaging compatibility studies to ensure both formulations meet safety and quality standards for their intended shelf lives (three (3) days and 12 months respectively).
 - **Consumer Acceptability Trials:** Ongoing taste panels and sensory evaluations will continue, although initial feedback indicates the beverages already satisfy taste and flavour standards.
 - **Regulatory & Labelling Compliance:** Assess the products against food safety regulations in target markets and ensure health claims are substantiated and compliant.
 - **Pilot Manufacturing & Scalability:** Transition from laboratory-scale production to pilot-scale trials to confirm batch consistency, optimise processing parameters, and evaluate cost-effectiveness of large-scale manufacturing.
 - **Commercial Partnerships:** Identify and secure distribution and manufacturing partners, including opportunities to license production rights to qualified third parties.
 - **Market Positioning & Appeal:** Develop branding, pricing, and go-to-market strategies aligned with consumer demand for sustainable, plant-based functional health products.
- **Bioremediation:** The Company has developed seaweed-based solutions which offer a sustainable, scalable approach to rehabilitating coastal and waterway ecosystems, aligning with the Company's environmental mission and commitment to improved health outcomes - not only for directly affected communities, but also more broadly through the recovery of strategic minerals for use in traditional medicine and pharmaceutical applications.

The Company aims to partner with industries that discharge pollutants into coastal areas and waterways, focusing on delivering effective, nature-based bioremediation solutions. By identifying and cultivating seaweed species or coastal plants best suited to specific polluted environments—particularly those that thrive in affected waters and act as hyperaccumulators of pollutants and valuable minerals—the Company seeks to provide sustainable environmental restoration services. This approach not only supports ecosystem rehabilitation but also creates potential value from the harvested biomass through the recovery of strategic minerals for applications in traditional medicine and pharmaceuticals.

As part of its strategic focus, the Company is targeting bioremediation opportunities within the mining sector—specifically the nickel and coal industries—where the environmental impact of operations presents a pressing need for remediation solutions. In support of this strategy, the Company has undertaken preliminary due diligence on selected nickel and coal operations in Indonesia, including a recent site visit to a nickel mine and refinery.

CAPITAL STRUCTURE

Capital structure assuming a Placement of up to **500,000,000** ordinary shares with one (1) free attaching option for every two (2) shares subscribed for:

Ordinary shares	Issued capital
Existing Shares	1,050,984,651
Shares issued under this placement	500,000,000
Total	1,550,984,651

Pro Forma Market Cap @ A\$0.002 placement price is ~A\$3,101,969

There are currently ~358,000,000 options on issue at various strike prices and expiry dates.

COMPANY DIRECTORS

- **Non-Executive Chair:** Mr Paul Stephenson
- **Executive Director:** Mr Matthew Leonard
- **Executive Director:** Mr Francesco Cannavo
- **Executive Director:** Mr Deepak Jha
- **Non-Executive Director:** Mr Michael Huang

KEY RISKS

Please note that any investment in the Company is considered highly speculative.

The key risks which may affect the Company, its business and/or the market price of the Company's securities include but are not limited to:

- Fluctuations in the price of seaweed which can be caused by many factors including: (i) supply chain disruptions such as weather events or harvesting issues; (ii) demand fluctuations; (iii) global trade dynamics; (iv) market speculation; and (v) production costs.
- Commercialisation and business development risk
- Loss / lack of funding risk
- Research and development risk
- Competition risk
- Technological and innovation risk, including the risk that the Company may not succeed in extracting REEs, precious minerals and critical minerals from seaweed on a commercial basis
- Intellectual property risk
- Risk of adverse future regulatory changes
- Loss of customers and key staff risk
- Key personnel and management risk
- Supply chain disruptions risk
- Product liability risk
- General business risks including general economic and political risks, many of which are largely beyond the control of the Company and the Company's directors
- Risk of economic uncertainty caused by the conflict in Ukraine
- Sovereign risks associated with operations in China and Southeast Asian nations, including legislative risks
- Force majeure risks outside the company's control
- General market sentiment and adoption risk
- Climate-related risks
- Regulatory changes
- Insurance cover risk
- Third party manufacturing risks

INDICATIVE TIMETABLE

2025

Term sheet sent	Monday 15th September
Bids due by 10am AEDT	Tuesday 16th September
Signed commitment letters and investor registration details due by 5pm AEDT	Tuesday 16th September
Placement funds (T1) due by 12pm AEDT	Tuesday 23rd September
Shares (T1) allotted to Investors	Thursday 25th September

Timetables are subject to change at Sanlam and BP8's discretion.

All times are stated in Australian Eastern Daylight Time (AEDT).

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By retaining this document, you warrant to the Company that you are either a sophisticated investor within the meaning of section 708(8) of the *Corporations Act 2001* (Cth) ("**Corporations Act**") or a professional investor within the meaning of section 708(11) of the *Corporations Act*.

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Sanlam and Novus will be paid in aggregate a 6% capital raising success fee plus GST on the gross placement funds raised. Sanlam (and/or its nominee) will also be issued with 5,000,000 BP8 shares as consideration for the provision its broker services to the Company, subject to shareholder approval at the 2025 AGM. Novus (and/or its nominee) will also be issued with 5,000,000 BP8 shares as consideration for the provision its broker services to the Company, subject to shareholder approval at the 2025 AGM. Any other broker, sub-broker, authorised representative of a broker or other party who assists with the placement shall be remunerated exclusively by Sanlam and/or Novus out of the commissions and shares payable to each of them, and no liability or obligation whatsoever in respect of such remuneration shall accrue to the Company.

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