

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Gelteq Limited**

(Exact Name of Registrant as Specified in its Constitution)

Not Applicable

(Translation of Registrant name into English)

Australia	2834	N/A
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

Level 19  
644 Chapel Street  
South Melbourne VIC, 3141  
Australia  
+61 3 9087 3990

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, DE 19711  
Tel: (302) 738-6680

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Richard I. Anslow, Esq.  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas, 11<sup>th</sup> Floor  
New York, NY 10105  
Tel: (212) 370-1300

Clayton E. Parker, Esq.  
David C. McDonald, Esq.  
K&L Gates LLP  
200 South Biscayne Boulevard, Suite 3900  
Miami, FL 33131-2399  
Tel: (305) 539-3359

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after effectiveness of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised accounting standards<sup>†</sup> provided to Section 7(a)(2)(B) of the Securities Act. ☐

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

#### **EXPLANATORY NOTE**

This amendment is being filed solely to file certain exhibits to the Registration Statement.

---

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 6. Indemnification of Directors and Officers.

##### *Australian law*

Australian law provides that a company or a related body corporate of the company may provide for indemnification of a person as an officer or auditor of the company, except to the extent of any of the following liabilities incurred as an officer or auditor of the company:

- a liability owed to the company or a related body corporate of the company;
- a liability for a pecuniary penalty order made under section 1317G or a compensation order under section 961M, 1317H, 1317HA, 1317HB, 1317HC or 1317HE of the Corporations Act; or
- a liability that is owed to someone other than the company or a related body corporate of the company and did not arise out of conduct in good faith.

Australian law provides that a company or related body corporate of the company must not indemnify a person against legal costs incurred in defending an action for a liability incurred as an officer or auditor of the company if the costs are incurred:

- in defending or resisting proceedings in which the officer or director is found to have a liability for which they cannot be indemnified as set out above;
- in defending or resisting criminal proceedings in which the person is found guilty;
- in defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (except costs incurred in responding to actions taken by the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- in connection with proceedings for relief to the officer or a director under the Corporations Act, in which the court denies the relief.

*Constitution.* We were incorporated as a proprietary company limited by shares under the laws of Australia in October 2018. The name of the Company was changed from Myhypo Pty Ltd to Gelteq Pty Ltd in connection with the expansion of the business across a wider set of markets and became Gelteq Limited upon conversion into a public company on May 26, 2022. Our Constitution provides that, to the extent permitted by and subject to any applicable law, for the indemnification of each director, secretary and officer of our company, or a subsidiary of our company against any liability incurred by that person in such capacity, and for any legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity.

*SEC Position.* Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, our company has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### Item 7. Recent sales of unregistered securities.

During the prior three years, we issued and sold to third parties the securities listed below without registering the securities under the Securities Act of 1933, as amended (the "Securities Act") pursuant to Section 4(a)(2) thereof and Regulations D and S thereunder. None of these transactions involved any public offering. All our securities were

sold through private placement either (i) outside the United States or (ii) in the United States to a limited number of investors in transactions not involving any public offering. As discussed below, we believe that each issuance of these securities was exempt from, or not subject to, registration under the Securities Act.

- On May 5, 2023, our board of directors approved the issuance of convertible notes (the “**May 2023 Convertible Note**”) to raise up to AUD\$1,000,000. Each May 2023 Convertible Note shall have a face value of AUD\$1, an annual interest rate of 12% and have a maturity date of December 31, 2025. Each holder of a May 2023 Convertible Note may, prior to 90 days of their maturity date and pursuant to the terms of the May 2023 Convertible Note, either elect to convert their May 2023 Convertible Note into Ordinary Shares or redeem their May 2023 Convertible Note for an Australian cash payment. On October 3, 2023, we have closed the May 2023 Convertible Note offering raising approximately AUD\$1,004,889 (AUD\$410,000 plus USD\$400,000 calculated at the daily exchange rate when each amount was received).
- On February 2, 2024, our board of directors approved the issuance of convertible notes (the “**February 2024 Convertible Note**”) to raise up to AUD\$400,000. Each February 2024 Convertible Note shall have a face value of AUD\$1, an annual interest rate of 6% and have a maturity date of December 31, 2025. Each holder of a February 2024 Convertible Note may, prior to 90 days of their maturity date and pursuant to the terms therein, either elect to convert their February 2024 Convertible Note into Ordinary Shares at a conversion discount rate of 22% or redeem their February 2024 Convertible Note for an Australian cash payment. The Company received approximately AUD\$357,338 (approximately AUD\$75,000 plus approximately USD\$185,000 calculated at the daily exchange rate when each amount was received) through the issuance of February 2024 Convertible Notes and it was closed on March 26, 2024.
- On May 27, 2024, our board of directors approved the issuance of convertible notes (the “**May 2024 Convertible Note**”) to raise up to AUD\$1,000,000. Each May 2024 Convertible Note had a face value of AUD\$1, an annual interest rate of 6% and have a maturity date of December 31, 2025. Each holder of a May 2024 Convertible Note may, prior to 90 days of their maturity date and pursuant to the terms therein, either elect to convert their May 2024 Convertible Note into Ordinary Shares at a conversion discount rate of 22% or redeem their May 2024 Convertible Note for an Australian cash payment. As of the date of this prospectus, the Company has received approximately AUD\$1million (approximately AUD\$315,000 plus approximately USD\$450,000 calculated at the daily exchange rate when each amount was received) through the issuance of the May 2024 Convertible Notes.

To reduce the Company’s debt position and improve its balance sheet, the Company in January 2025 offered existing convertible note and shareholder loan holders the ability to convert their loans into equity, be repaid or continue to maturity. For the then outstanding convertible notes, a total of AUD \$822,184 (approximately USD\$534,420) was converted in March 2025 by the election of the noteholders into Ordinary Shares at a share price of USD\$2.14. In March 2025, the Company paid to loan holders an aggregate of AUD\$772,136 (approximately USD\$501,888) in order to redeem their loans. The remaining principal and interest on the outstanding shareholder loans will accrue until maturity in December 2025.

On February 21, 2025, our board of directors approved the issuance of convertible notes (the “**February 2025 Convertible Note**”) to raise up to AUD\$1,500,000. Each February 2025 Convertible Note had a face value of AUD\$1, an annual interest rate of 20% and have a maturity date of July 1, 2026. Each holder of a February 2025 Convertible Note may at any time elect to convert their February 2025 Convertible Note into Ordinary Shares at a conversion price of USD\$2.00. Each holder of a February 2025 Convertible Note may, prior to 90 days of their maturity date and pursuant to the terms therein, either elect to convert their February 2025 Convertible Note into Ordinary Shares at a conversion price of USD\$2.00 or redeem their February 2025 Convertible Note for an Australian cash payment. As of the date of this prospectus, the Company has received approximately AUD\$580,000 (approximately USD\$377,000) through the issuance of the February 2025 Convertible Notes.

None of the foregoing transactions involved any underwriters, underwriting discounts or commissions, or any public offering. Unless otherwise specified above, we believe these transactions were exempt from registration under the Securities Act in reliance on (i) Section 4(a)(2) of the Securities Act (and Regulation D promulgated thereunder), (ii) Rule 701 promulgated under Section 3(b) of the Securities Act as transactions by an issuer not involving any public offering or under benefit plans and contracts relating to compensation as provided under Rule 701 or (iii) Regulation S promulgated under the Securities Act as transactions not made to persons in the United States with no directed selling efforts made in the United States. The recipients of the securities in each of these transactions represented

their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed on the share certificates issued in these transactions. All recipients had adequate access, through their relationships with us, to information about us. The sales of these securities were made without any general solicitation or advertising.

The latest transaction described below involved a placement agent, placement agent discount and commission,

- On September 26, 2022, the Company issued 746,268 fully paid Ordinary Shares to certain Australian investors who participated in the Pre-IPO Raise at an issue price of USD\$1.34 per share.

The Company closed its initial public offering on October 30, 2024, issuing 1.3 million ordinary shares at an issue price of US\$4.00 per share and raising USD\$5.2 million (approximately AUD\$8.00 million) before deducting underwriting discounts and offering expenses.

## Item 8. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this registration statement:

### EXHIBIT INDEX

The following documents are filed as part of this registration statement:

Exhibit Number	Exhibit Title	Incorporated Herein by Reference				Filed Herewith	To be filed by Amendment
		Form	File No.	Exhibit	Filing Date		
1.1	<a href="#">Constitution</a>	F-1	333-280804	3.1	July 15, 2024		
2.2	<a href="#">Underwriting Agreement</a>	6-K	001-42373	1.1	October 30, 2024		
2.3	<a href="#">Form of Representative's Warrant</a>	6-K	001-42373	4.1	October 30, 2024		
5.1	<a href="#">Opinion of Vistra Australia Legal Services Pty Ltd t/a Vistra Legal Australia</a>					X	
10.1#	<a href="#">Entrusted Processing Contract, dated August 7, 2021, by and among Labixiaoxin (Fujian) Foods Industrial Co., Ltd. and Gelteq Pty Ltd</a>	F-1	333-280804	10.1	July 15, 2024		
10.2#	<a href="#">Commissioned Processing Intellectual Property Power of Attorney Contract, dated August 24, 2021, by and among Labixiaoxin (Fujian) Foods Industrial Co., Ltd. and Gelteq Pty Ltd</a>	F-1	333-280804	10.2	July 15, 2024		
10.3#	<a href="#">Wasatch Contract Manufacturing Agreement, dated January 31, 2022, by and among Wasatch Product Development LLC and Gelteq Pty Ltd</a>	F-1	333-280804	10.3	July 15, 2024		
10.4#	<a href="#">Master Research Services Agreement, dated December 5, 2019, by and among Monash University and MyHypo Pty Ltd</a>	F-1	333-280804	10.4	July 15, 2024		
10.5#	<a href="#">Variation Agreement, dated May 15, 2021, by and among Monash University and MyHypo Pty Ltd</a>	F-1	333-280804	10.5	July 15, 2024		

Exhibit Number	Exhibit Title	Incorporated Herein by Reference				Filed Herewith	To be filed by Amendment
		Form	File No.	Exhibit	Filing Date		
10.6#	<a href="#">Gelteq Authorised Licensee Agreement, dated January 23, 2023, by and among Healthy Extracts Inc and Gelteq Ltd</a>	F-1	333-280804	10.8	July 15, 2024		
10.7#	<a href="#">Gelteq Authorised Licensee Agreement, dated January 23, 2023, by and among Elbe Technologies Pty Ltd and Gelteq Ltd</a>	F-1	333-280804	10.10	July 15, 2024		
10.8	<a href="#">Master Services Agreement, dated November 1, 2021, by and among Adjutor Healthcare Pty Ltd and Gelteq Pty Ltd</a>	F-1	333-280804	10.11	July 15, 2024		
10.9#	<a href="#">Consulting Agreement, dated September 6, 2021, by and among Sosna &amp; Co Inc. and Gelteq Pty Ltd</a>	F-1	333-280804	10.12	July 15, 2024		
10.10#	<a href="#">Loan Agreement, dated January 20, 2022, by and among ACK Pty Ltd ATF Markoff Super Fund No.2, Andrew Vukosav Super AC, B&amp;M Givoni Pty Ltd ATF B &amp; M Givoni Superannuation Fund, 3 Frogs In A Pond Pty Ltd ATF GPG Superannuation Fund, Jeffrey Olyniec, Juergen Rochert, KDC Investments Pty Ltd ATF Lieb Family Superannuation Fund and Gelteq Pty Ltd</a>	F-1	333-280804	10.14	July 15, 2024		
10.11#	<a href="#">Deed of Variation to Loan Agreement, by and among ACK Pty Ltd ATF Markoff Super Fund No.2, Andrew Vukosav Super AC, B&amp;M Givoni Pty Ltd ATF B &amp; M Givoni Superannuation Fund, 3 Frogs In A Pond Pty Ltd ATF GPG Superannuation Fund, Jeffrey Olyniec, Juergen Rochert, KDC Investments Pty Ltd ATF Lieb Family Superannuation Fund and Gelteq Ltd</a>	F-1	333-280804	10.15	July 15, 2024		
10.12#+	<a href="#">Executive Service Agreement, dated April 28, 2022, among Simon Hayden Szewach and Gelteq Pty Ltd</a>	F-1	333-280804	10.16	July 15, 2024		
10.13#+	<a href="#">Executive Service Agreement, dated April 28, 2022, among Nathan Jacob Givoni and Gelteq Pty Ltd</a>	F-1	333-280804	10.17	July 15, 2024		

Exhibit Number	Exhibit Title	Incorporated Herein by Reference				Filed Herewith	To be filed by Amendment
		Form	File No.	Exhibit	Filing Date		
10.14#+	<a href="#"><u>Engagement Letter for the Provision of Chief Financial Officer and Professional Services dated February 5, 2023, among Vistra Australia Pty Ltd and Gelteq Ltd</u></a>	F-1	333-280804	10.18	July 15, 2024		
10.15#	<a href="#"><u>Share Sale Agreement, dated June 13, 2021, by and among Paramount Global Limited, Gladwin Ventures Pty Ltd, Jeff Olyniec, Ack Proprietary Limited ATF Markoff Superannuation Fund No.2, Asiana Trading Corporation Limited, Legats Pty Ltd ATF Simon Szewach Family Trust, Givoni Investments Pty Ltd ATF Givoni Investments Family Trust and Gelteq Pty Ltd</u></a>	F-1	333-280804	10.19	July 15, 2024		
10.16#	<a href="#"><u>Share Sale Agreement, dated June 13, 2021, by and among Crestmont Investments Pty Ltd ATF Crestmont Investments Trust, Paramount Global Limited, Gladwin Ventures Pty Ltd, Jeff Olyniec, Raymond Roessel, Joel Haines, Paramount Global SS Limited, Ack Proprietary Limited ATF Markoff Superannuation Fund No.2, Asiana Trading Corporation Limited, Legats Pty Ltd ATF Simon Szewach Family Trust, Givoni Investments Pty Ltd ATF Givoni Investments Family Trust and Gelteq Pty Ltd</u></a>	F-1	333-280804	10.20	July 15, 2024		
10.17#	<a href="#"><u>Deed of Variation to Loan Agreement, by and among ACK Pty Ltd ATF Markoff Super Fund No.2, Andrew Vukosav Super AC, B&amp;M Givoni Pty Ltd ATF B &amp; M Givoni Superannuation Fund, 3 Frogs In A Pond Pty Ltd ATF GPG Superannuation Fund, Jeffrey Olyniec, Juergen Rochert, KDC Investments Pty Ltd ATF Lieb Family Superannuation Fund and Gelteq Ltd</u></a>	F-1	333-280804	10.21	July 15, 2024		
10.18#	<a href="#"><u>Monash Innovation Labs Companies on Campus License Agreement, dated February 2, 2024, by and among Monash University and Gelteq Ltd.</u></a>	F-1	333-280804	10.22	July 15, 2024		

Exhibit Number	Exhibit Title	Incorporated Herein by Reference				Filed Herewith	To be filed by Amendment
		Form	File No.	Exhibit	Filing Date		
10.19#	<a href="#">Convertible Note Deed, dated February 1, 2024, by and among Domalina Pty LTD ATF Domalina Unit Trust, Jeffrey Olyniec, Kircher International Holdings, Kircher Family Trusts dtd 3/24/04 and Gelteq Ltd.</a>	F-1	333-280804	10.23	July 15, 2024		
10.20#	<a href="#">Consulting Agreement, dated February 13, 2024, by and among Arc Group Limited and Gelteq Ltd.</a>	F-1	333-280804	10.24	July 15, 2024		
10.21#	<a href="#">Convertible Note Deed, dated May 25, 2024, by and among Barabash Nominees Pty Ltd ATF Barabash Family Trust and Landis Testamentary Trust</a>	F-1/A	333-280804	10.25	September 12, 2024		
10.22	<a href="#">Variation Agreement to the Consulting Agreement, dated September 9, 2024, by and among Arc Group Limited and Gelteq Ltd.</a>	F-1/A	333-280804	10.26	September 12, 2024		
10.23#	<a href="#">Statement of Work, dated December 2, 2024, by and between WIPC Marketing Limited and Gelteq Limited</a>	F-1	333-288442	10.23	July 1, 2025		
10.24#	<a href="#">Membership Agreement, dated November 19, 2024, by and between Industrious NYC 776 6th Avenue LLC and Gelteq Limited</a>	F-1	333-288442	10.24	July 1, 2025		
10.25#	<a href="#">Executive Service Agreement, dated October 4, 2024, among Dr. Paul Wynne and Gelteq Limited</a>	F-1	333-288442	10.25	July 1, 2025		
10.26	<a href="#">Purchase Agreement, dated as of March 13, 2025, by and between Gelteq Limited and Lincoln Park Capital Fund, LLC</a>	6-K	001-42373	10.1	March 14, 2025		
10.27	<a href="#">Registration Rights Agreement, dated as of March 13, 2025, by and between Gelteq Limited and Lincoln Park Capital Fund, LLC</a>	6-K	001-42373	10.2	March 14, 2025		
10.28	<a href="#">Convertible Note Deed, dated March 9, March 12, March 20, March 20, April 30, June 18, 2025, June 23, 2025 by and between Gelteq Limited and Michael and Karen Family Trust, Ruffey Downs Pty Ltd ATF The JG Hubbard Family Trust, Paymae Pty Ltd, Amjusil Pty Ltd, Interactive Events Pty Ltd, Torquay Cloud Pty Ltd and Landis Testamentary Trust</a>	F-1	333-288442	10.28	July 1, 2025		



Exhibit Number	Exhibit Title	Incorporated Herein by Reference				Filed Herewith	To be filed by Amendment
		Form	File No.	Exhibit	Filing Date		
21.1	<a href="#">List of Subsidiaries</a>	F-1	333-280804	21.1	July 15, 2024		
23.1	<a href="#">Consent of Vistra Australia Legal Services Pty Ltd t/a Vistra Legal Australia (see Exhibit 5.1)</a>					X	
23.2	<a href="#">Consent of M&amp;K CPAS PLLC on consolidated financial statements for the year ended June 30, 2024</a>	F-1	333-288442	23.2	July 1, 2025		
23.3	<a href="#">Consent of UHY Norton Haines on consolidated financial statements for the year ended June 30, 2023</a>	F-1	333-288442	23.3	July 1, 2025		
11.1	<a href="#">Code of Business and Ethics</a>	F-1	333-280804	14.1	July 15, 2024		
11.2	<a href="#">Insider Trading Policy</a>	20-F	001-42373	11.2	November 15, 2024		
97	<a href="#">Form of Executive Compensation Clawback Policy</a>	20-F	001-42373	2.1	November 15, 2024		
104	<a href="#">Filing Fee Table</a>	F-1	333-288442	104	July 1, 2025		

# Pursuant to Item 601(b)(10)(iv) of Regulation S-K, certain identified information marked with [\*\*\*\*\*] has been excluded from the exhibit because it is both (i) not material and (ii) the type that the registrant treats as private or confidential.

+ Indicates a management contract or compensatory plan.

# Portions of the exhibit have been omitted as the registrant has determined that: (i) the omitted information is not material; and (ii) the omitted information is the type that the registrant treats as private or confidential.

#### Item 9. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - i. To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

- iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
- (5) That, for the purpose of determining liability under the Securities Act to any purchaser:

Each prospectus filed by the Registrant pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the small business issuer of expenses incurred or paid by a director, officer or controlling person of the small business issuer in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the small business issuer will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Melbourne, Australia, on July 25, 2025.

Signature	Title	Date
<u>/s/ Nathan J. Givoni</u>	Chief Executive Officer	July 25, 2025
Name: Nathan J. Givoni		

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Nathan J. Givoni</u>	Chief Executive Officer and Director	July 25, 2025
Name: Nathan J. Givoni (Principal Executive Officer)		
<u>*</u>	Chairman of the Board of Directors	July 25, 2025
Name: Simon H. Szewach		
<u>*</u>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 25, 2025
Name: Thuy-Linh Gigler		
<u>*</u>	Director	July 25, 2025
Name: Jeffrey W. Olyniec		
<u>*</u>	Director	July 25, 2025
Name: Philip A. Dalidakis		
 *By: <u>/s/ Nathan J. Givoni</u>		
Name: Nathan J. Givoni		
Attorney-in-fact		

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933 as amended, the undersigned, the duly authorized representative in the United States of America of Gelteq Limited has signed this registration statement or amendment thereto in Newark, Delaware on July 25, 2025.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director



July 24, 2025

**Gelteq Limited**  
Level 19, 644 Chapel Street,  
South Yarra VIC

**Re: Registration Statement on Form F-1**

Dear Sir/Madam

1. We have acted as Australian counsel to Gelteq Limited, an Australian public limited corporation (the “**Company**”), in connection with the provision of this opinion letter to support its filing of a registration statement on Form F-1, No. 333-288442, and any amendment thereto (the “**Registration Statement**”), under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), initially filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on July 1, 2025.
2. The Registration Statement relates to the proposed resale of up to 4,000,000 of the ordinary shares (the “**Shares**”) of the Company, no par value (“**Ordinary Shares**”), by the selling shareholder, Lincoln Park Capital Fund, LLC (“**Lincoln Park**”) pursuant to (i) a certain purchase agreement (“**Purchase Agreement**”) and (ii) a certain registration rights agreement (“**Registration Rights Agreement**”) entered into between the Company and Lincoln Park, each respectively dated 13 March 2025. The Shares consist of: (i) 175,000 Ordinary Shares (the “**Commitment Shares**”) issued to Lincoln Park as consideration for its irrevocable commitment to purchase Ordinary Shares pursuant to the Purchase Agreement and (ii) up to 3,825,000 Ordinary Shares that may be issued to Lincoln Park from time to time hereafter pursuant to the Purchase Agreement (the “**Purchase Shares**”).
3. For the purposes of this opinion, we have examined and relied upon copies of the documents listed in the Schedule hereto attached.
4. In such examination, we have assumed:
  - a. the genuineness of all signatures;
  - b. the authenticity of all documents submitted to us as originals;
  - c. the conformity to original documents of all documents submitted to us as copies (certified or otherwise);
  - d. the authenticity of the originals of such copies;
  - e. all information contained in all documents reviewed by us is true and correct;
  - f. that resolutions of the board of directors of the Company (the “**Board**”) that we have relied upon for the purposes of this opinion have not been, and will not be, varied or revoked after the date of this opinion and that the meetings of the Board (each director of the board of the Company, a “**Director**”) at which the resolutions were considered were properly convened, all Directors who attended and voted were entitled to do so, the resolutions were properly passed, and the Directors have performed their duties properly and all provisions relating to the declaration of Directors’ interests or the power of interested Directors were duly observed;
  - g. the accuracy of any searches obtained from the Australian Securities and Investments Commission (“**ASIC**”) in relation to the Company and its subsidiaries;

- h. the accuracy of any searches obtained from any other Australian agencies in relation to the Company, its subsidiaries and its Directors;
  - i. each natural person signing any document reviewed by us had the legal capacity to do so and to perform his or her obligations thereunder;
  - j. each person signing in a representative capacity any document reviewed by us had authority to sign in such capacity; and
  - k. the Board, or as the case may be, such person(s) as authorised by the Board, shall resolve to approve the allotment and issue of the Purchase Shares to be sold under the Purchase Agreement and registration of such shares with Lincoln Park under the Registration Rights Agreement with Lincoln Park as a selling shareholder.
5. Our opinion is subject to:
- a. the Registration Statement, and any amendments thereto (including all necessary post-effective amendments), becoming effective under the Securities Act (and on the assumption that it will remain effective at the time of issuance of any Securities thereunder); and
  - b. the terms of the Purchase Agreement and Registration Rights Agreement being in conformity with the Company's Constitution, the Australian *Corporations Act 2001* (Cth) (the "**Corporations Act**") and the listing rules of the Nasdaq Stock Market LLC, and in the manner stated in the Registration Statement, so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company.
6. Based upon and subject to the foregoing, we are of the opinion that:
- a. the Company is duly incorporated and validly existing under the laws of the Commonwealth of Australia in good standing (as such term is not defined under the Corporations Act, meaning solely that there are no current orders for the winding up of, or appointment of a receiver or liquidator for the Company or any notice of its proposed deregistration);
  - b. the Commitment Shares have been duly authorized and were validly issued, fully paid, and non-assessable;
  - c. the issue of the Purchase Shares to Lincoln Park in accordance with the terms of the Purchase Agreement has been duly authorized;
  - d. when issued and paid for as contemplated in the Registration Statement, the Purchase Shares will be validly issued, fully paid and non-assessable (for the purpose of this opinion, the term "non-assessable", when used to describe the liability of a person as the registered holder of ordinary shares has no clear meaning under the laws of the Commonwealth of Australia, so we have assumed those words to mean that holders of such ordinary shares, having fully paid all amounts due on such ordinary shares, are under no personal liability to contribute to the assets and liabilities of the Company in their capacities purely as holders of such ordinary shares).
7. The opinions expressed above are limited to the laws of the Commonwealth of Australia and we do not express any opinion as to the effect of any other laws, in particular as to whether an agreement or security which is governed by a law other than laws of the Commonwealth of Australia is valid and binding. This opinion letter is limited to the matters stated herein; no opinion may be inferred beyond the matters expressly stated.
8. This opinion letter will be deemed to have been delivered as of the date of effectiveness of the Registration Statement and will speak as of such date.

