

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

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **August 22, 2025**



**Australian Oilseeds Holdings Limited**

(Exact name of registrant as specified in its charter)

**Cayman Islands**

(State or other jurisdiction  
of incorporation)

**001-41986**

(Commission  
File Number)

**N/A**

(IRS Employer  
Identification No.)

**126 – 142 Cowcumbra Street, Cootamundra**

**Site 2: 52 Fuller Drive Cootamundra**

**PO Box 263 Cootamundra, Australia 2590**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **+02 6942 4347**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Ordinary Shares, \$0.0001 par value per share	COOT	The Nasdaq Stock Market LLC
Warrants, each exercisable for one-half of one Class A Ordinary Share, each whole Warrant exercisable for \$11.50 per share	COOT	The Nasdaq Stock Market LLC

### Item 8.01. Other Events.

On August 22, 2025, Australian Oilseeds Holdings Limited (the “Company”) received written notice from The Nasdaq Stock Market LLC (“Nasdaq”) that a Nasdaq Hearings Panel (the “Panel”) has determined to grant the request of the Company to continue its listing on Nasdaq for the period and subject to specified conditions as described in more detail below.

As previously disclosed on June 10, 2025, the Company announced that it had received notification from Nasdaq regarding its failure to regain compliance with the minimum stockholders’ equity requirement under Nasdaq Listing Rule 5450(b)(1)(A) (the “Equity Rule”). The Company subsequently requested a hearing before the Nasdaq Hearings Panel, which was held on July 22, 2025. The Company presented to the Panel its plan to achieve compliance with applicable Nasdaq listing criteria and requested an extension of time to do so.

The Panel granted the Company an extension to regain compliance with continued listing requirements and demonstrate long-term compliance with the Equity Rule (which requires listed issuers to maintain minimum stockholders’ equity of \$2.5 million). Specifically, the Panel has agreed to provide the Company until September 30, 2025 to regain compliance with the Equity Rule and to allow the continued listing of the Company’s ordinary shares and warrants on The Nasdaq Stock Market through such date, subject to the Company’s compliance with the Equity Rule on or prior to such date. The Company states that as of the hearing date on July 22, 2025, it had \$2.6 million in shareholder equity. The Company plans to maintain this minimum equity value by converting additional debt and increasing revenues. As required by The Nasdaq Stock Market’s rules, should the Company regain compliance, it will be subject to a one-year panel monitor.

### *Cautionary Note Regarding Forward-Looking Statements*

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as “expects,” “intends,” “plans,” “may,” “should,” “will,” “seeks,” or other similar expressions. Such statements are subject to certain risks and uncertainties that may cause the Company’s actual results to differ from the expectations expressed in the forward-looking statements. There can be no assurance that the Company will achieve such expectations, including meeting Nasdaq compliance standards and other Nasdaq requirements and conditions for listing. The forward-looking statements contained in this report speak only as of the date of this report and the Company undertakes no obligation to publicly update any forward-looking statements to reflect changes in information, events or circumstances after the date of this report, unless required by law.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1	<a href="#">Press release by Australian Oilseeds Holdings Limited date August 28, 2025</a>
104	Cover Page Interactive Data File (embedded within the XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Australian Oilseeds Holdings Limited**

Date: August 28, 2025

By: /s/ Gary Seaton

Name: Gary Seaton

Title: Chief Executive Officer

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## Australian Oilseeds Granted an Extension by Nasdaq Hearing Panel to Regain Compliance with Continued Listing Requirements

Cootamundra New South Wales, August 28, 2025 (GLOBE NEWSWIRE) – Australian Oilseeds Holdings Limited (the “Company”) (NASDAQ: COOT), a manufacturer and seller of sustainable edible oils to customers globally, today announced that it received a written decision from The Nasdaq Hearings Panel (the “Panel”) on August 22, 2025, granting the Company an extension to regain compliance with continued listing requirements and demonstrate long-term compliance with the Equity Rule (which requires listed issuers to maintain minimum stockholders’ equity of \$2.5 million). Specifically, the Panel has agreed to provide the Company until September 30, 2025 to regain compliance with the Equity Rule and to allow the continued listing of the Company’s ordinary shares and warrants on The Nasdaq Stock Market through such date, subject to the Company’s compliance with the Equity Rule on or prior to such date.

“We believe the extension granted by the Nasdaq Hearings Panel will allow us to finish executing on our plan to maintain compliance with Nasdaq’s minimum shareholders’ equity requirement,” said Gary Seaton, Chief Executive Officer.

The Company states that as of the hearing date on July 22, 2025, it had \$2.6 million in shareholder equity. The Company plans to maintain this minimum equity value by converting additional debt and increasing revenues. As required by The Nasdaq Stock Market’s rules, should the Company regain compliance, it will be subject to a one-year panel monitor.

**About Australian Oilseeds Holdings Limited.** Australian Oilseeds Holdings Limited, a Cayman Islands exempted company (the “Company”) (NASDAQ: COOT) through its subsidiaries, including Australian Oilseeds Investments Pty Ltd., an Australian proprietary company, is focused on the manufacture and sale of sustainable oilseeds (e.g., seeds grown primarily for the production of edible oils) and is committed to working with all suppliers in the food supply chain to eliminate chemicals from the production and manufacturing systems to supply quality products to customers globally. The Company engages in the business of processing, manufacture and sale of non-GMO oilseeds and organic and non-organic food-grade oils, for the rapidly growing oilseeds market, through sourcing materials from suppliers focused on reducing the use of chemicals in consumables in order to supply healthier food ingredients, vegetable oils, proteins and other products to customers globally. Over the past 20 years, the Company’s cold pressing oil plant has grown to become the largest in Australia, pressing strictly GMO-free conventional and organic oilseeds.

**Forward-Looking Statements:** This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding our financial outlook, business strategy and plans, market trends and market size, opportunities and positioning. These forward-looking statements are based on current expectations, estimates, forecasts and projections. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” “shall” and variations of these terms and similar expressions are intended to identify these forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. For example, global economic conditions could in the future reduce demand for our products; we could in the future experience cybersecurity incidents; we may be unable to manage or sustain the level of growth that our business has experienced in prior periods; our financial resources may not be sufficient to maintain or improve our competitive position; we may be unable to attract new customers, or retain or sell additional products to existing customers; we may experience challenges successfully expanding our marketing and sales capabilities, including further specializing our sales force; customer growth could decelerate in the future; we may not achieve expected synergies and efficiencies of operations from recent acquisitions or business combinations, and we may not be able to pay off our convertible notes when due. Further information on potential factors that could affect our financial results is included in our most recent Annual Report on Form 10-K for June 30, 2024 and our other filings with the Securities and Exchange Commission. The forward-looking statements included in this press release represent our views only as of the date of this press release and we assume no obligation and do not intend to update these forward-looking statements.

### Contact

Australian Oilseeds Holdings Limited  
126-142 Cowcumbra Street  
Cootamundra New South Wales 2590  
Attn: Amarjeet Singh, CFO  
Email: [amarjeet.s@energreennutrition.com.au](mailto:amarjeet.s@energreennutrition.com.au)

### Investor Relations Contact

Reed Anderson  
(646) 277-1260  
[reed.anderson@icrinc.com](mailto:reed.anderson@icrinc.com)