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

**FORM 6-K/A**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **October 2025**

Commission File Number: **001-41986**



**Australian Oilseeds Holdings Limited**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction  
of incorporation)

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**001-41986**  
(Commission  
File Number)

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**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)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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## INFORMATION CONTAINED IN THIS FORM 6-K REPORT

### Explanatory Note

This report on Form 6-K/A (the “Amendment”) amends the report on Form 6-K filed on October 2, 2025 (the “Original 6-K”) of Australian Oilseeds Holdings Limited (the “Company”). The purpose of this Amendment is solely to provide additional narrative to demonstrate compliance with Nasdaq Listing Rule 5450(b)(1)(A) (the “Equity Rule”) (which requires listed issuers to maintain minimum stockholders’ equity of \$2.5 million), as set forth below.

As previously reported by the Company, on August 22, 2025, 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. The Panel granted the Company an extension to regain compliance with continued listing requirements and demonstrate long-term compliance with the Equity Rule.

Specifically, the Panel provided the Company until September 30, 2025 to demonstrate compliance with the Equity Rule by filing a timely public disclosure describing the transactions undertaken by the Company to achieve compliance and demonstrate long-term compliance with the Equity Rule, and by providing an indication of its equity following those transactions. The Company may do so by including in the public filing a balance sheet with pro forma adjustments for any significant transactions or events occurring on or before the report date.

On September 30, 2025, the Company filed its Interim Balance Sheet dated June 30, 2025 on Form 6-K, which contained its pro forma adjustments to demonstrate compliance with the Equity Rule. Shareholder’s equity as of June 30, 2025 as per the Company’s unaudited balance sheet is AUD 4,721,826, which is equivalent to USD 3,166,405 (current exchange rate AUD/USD 0.66). As per Company’s unaudited balance sheet included in the Original 6-K, as of August 31, 2025 shareholders’ equity is AUD 4,946,009, which is equivalent to USD 3,264,366.

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**AUSTRALIAN OILSEEDS HOLDINGS LTD.**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT AUGUST 31, 2025 AND JUNE 30, 2025, AND JUNE 30, 2024**

	<u>UNAUDITED</u> <u>AUG 2025</u> <u>AUD\$</u>	<u>UNAUDITED</u> <u>JUN 2025</u> <u>AUD\$</u>	<u>AUDITED</u> <u>JUN 2024</u> <u>AUD\$</u>
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	911,879	2,309,303	514,140
Trade and other receivables	4,538,269	5,330,181	4,470,101
Related party loans receivable	633,773	633,773	-
Inventories	5,678,333	5,897,651	6,202,160
Prepayment of seed purchase	-	-	-
Other current assets	950,104	1,339,160	201,830
<b>TOTAL CURRENT ASSETS</b>	<u>12,712,358</u>	<u>15,510,068</u>	<u>11,388,231</u>
<b>NON-CURRENT ASSETS</b>			
Investments in associates	-	-	-
Property, plant and equipment	15,653,884	15,646,308	14,617,513
Right-of-use asset	911,364	925,364	944,420
Other assets	-	-	429,841
Deferred tax assets	34,270	34,270	34,270
Intangible assets	2,582,495	2,582,495	2,582,495
<b>TOTAL NON-CURRENT ASSETS</b>	<u>19,182,013</u>	<u>19,188,437</u>	<u>18,608,539</u>
<b>TOTAL ASSETS</b>	<u>31,894,371</u>	<u>34,698,505</u>	<u>29,996,770</u>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	11,336,573	12,744,630	10,455,684
Borrowings	5,243,568	6,472,136	978,574
Lease liability, current	89,109	89,109	89,109
Income Tax liabilities	-	-	128,927
Related party loans	5,868,049	5,880,571	4,111,661
Convertible note, net of discount	1,063,112	1,441,900	1,181,953
Warrant liabilities	180,918	180,918	238,613
Promissory note – related party, current	1,532,284	1,538,322	968,216
Employee benefits	150,799	150,799	201,024
<b>TOTAL CURRENT LIABILITIES</b>	<u>25,464,412</u>	<u>28,498,385</u>	<u>18,353,761</u>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	-	-	5,051,910
Promissory note - related party, non-current	-	-	273,676
Lease liability, non-current	790,235	790,235	879,347
Related party loans	693,715	688,059	4,530,507
<b>TOTAL NON-CURRENT LIABILITIES</b>	<u>1,483,950</u>	<u>1,478,294</u>	<u>10,735,440</u>
<b>TOTAL LIABILITIES</b>	<u>26,948,362</u>	<u>29,976,679</u>	<u>29,089,201</u>
<b>NET ASSETS</b>	<u>4,946,009</u>	<u>4,721,826</u>	<u>907,569</u>
<b>EQUITY</b>			
Share capital	4,093	4,029	3,562
Share premium	22,671,663	22,292,939	17,064,658
Foreign currency translation reserve	(19,968)	(19,968)	-
(Accumulated losses) Retained earnings	(19,487,867)	(19,179,244)	(17,950,222)
<b>Total (deficit) equity attributable to equity holders of the Company</b>	<u>3,167,921</u>	<u>3,097,756</u>	<u>(882,002)</u>
Non-controlling interest	1,778,088	1,624,071	1,789,571
<b>TOTAL EQUITY</b>	<u>4,946,009</u>	<u>4,721,826</u>	<u>907,569</u>

Significant events on or before August 31, 2025, which contributed towards the Company's compliance with the Equity Rule include the following:

- On May 22, 2025, the Company received a conversion notice from Arena Investors LP ("Arena") as part of the previously reported PIPE transaction, for conversion of USD 150,000 of convertible debt, which the Company has duly executed and issued 221,957 Class A ordinary shares (the "Class A Ordinary Shares") as per instruction from Arena, which positively contributed AUD 230,237 towards compliance with the Company's shareholders' equity.
- On July 10, 2025, the Company received a conversion notice from Arena for conversion of USD 250,000 of convertible debt, which the Company has duly executed and issued 420,066 Class A Ordinary Shares as per instruction from Arena, which positively contributed AUD 384,615 towards compliance with the Company's shareholders' equity.
- During the Company's fourth quarter ended June 30, 2025 (per audited financial statements filed on the Company's Form 20-F on October 23, 2025), the Company has reduced losses in the fourth quarter of 2025 of AUD 134,686, as compared to the Company's losses of AUD 630,633 in the third quarter of 2025 ended March 31, 2025, due to increase in sales revenue by 22%, and improved gross margins, which positively contributed towards the Company's compliance with the Equity Rule regarding shareholders' equity.
- During the Company's fiscal year 2026, commencing on July 1, 2025 through August 30, 2025, the Company's unaudited balance sheet for the two months ended August 30, 2025 reflect the Company's continued growth in sales revenue over first quarter 2025 that confirms that the Company is expected to have quarter one 2026 growth and improved gross margins, which will allow the Company to maintain the shareholders' equity and comply with the Equity Rule.

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

This Current Report on Form 6-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.

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**SIGNATURES**

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, thereunto duly authorized.

**Australian Oilseeds Holdings Limited**

Date: October 27, 2025

By: /s/ Gary Seaton

Name: Gary Seaton

Title: Chief Executive Officer and Director

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