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

**SCHEDULE 14A**  
(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No.    )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**bioAffinity Technologies, Inc.**

(Exact Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
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BIOAFFINITY TECHNOLOGIES, INC.  
22211 WEST INTERSTATE 10, SUITE 1206  
SAN ANTONIO, TEXAS 78257

## Your **Vote** Counts!

BIOAFFINITY TECHNOLOGIES, INC.

2024 Annual Meeting

Vote by June 3, 2024

11:59 PM ET



V43318-P06877

### You invested in BIOAFFINITY TECHNOLOGIES, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 4, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online at [www.ProxyVote.com](http://www.ProxyVote.com) OR you can receive a free paper or email copy of the material(s) by requesting prior to May 21, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxymote.com](mailto:sendmaterial@proxymote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote in Person at the Meeting\*

June 4, 2024  
8:00 a.m. Central Time

22211 West Interstate 10  
Suite 1206  
San Antonio, Texas 78257

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**THIS IS NOT A VOTABLE BALLOT**

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Voting Items	Board Recommends
1. Election of Directors.	
1a. Maria Zannes	✔ For
1b. Steven Girgenti	✔ For
1c. Robert Anderson	✔ For
1d. Stuart Diamond	✔ For
1e. Peter Knight	✔ For
1f. Gary Rubin	✔ For
1g. Roby Joyce	✔ For
1h. Jamie Platt	✔ For
2. Proposal to consider and approve the bioAffinity Technologies, Inc. 2024 Incentive Compensation Plan.	✔ For
3. Proposal to consider and approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of shares of Common Stock authorized for issuance from 25,000,000 shares to 100,000,000 shares ("Increase in Authorized Shares Proposal").	✔ For
4. Proposal to ratify the appointment of WithumSmith+Brown, PC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
5. Proposal to consider and approve, pursuant to Nasdaq listing rules, of the issuance of up to an aggregate of 1,632,000 shares of our common stock upon the exercise of our common stock purchase warrants issued to institutional investors and designees of the placement agent in connection with our private placement offering that closed on March 8, 2024 that may be equal to or exceed 20% of our common stock outstanding before such offering ("Warrant Exercise Proposal").	✔ For
6. Proposal to consider and approve an adjournment of the Annual Meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Increase in Authorized Shares Proposal and the Warrant Exercise Proposal.	✔ For
In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment thereof. Any of the Proxies, or their respective substitutes, who shall be present and acting at the Annual Meeting shall have and may exercise all the powers hereby granted.	
The undersigned acknowledges receipt of our 2023 Annual Report to Stockholders, Notice of Annual Meeting of Stockholders and the Proxy Statement related thereto.	
Prefer to receive an email instead? While voting on <a href="http://www.ProxyVote.com">www.ProxyVote.com</a> , be sure to click "Delivery Settings".	