

**Nutritional Growth
Solutions Limited**
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ARBN: 642 861 774

www.ngsolutions.co



Nutritional Growth Solutions Limited

Notice of Special General Meeting

Explanatory Statement | Proxy Form

17 November 2022

4:00PM AEDT

Address

To be held as a virtual meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Venue and Voting Information	2
Notice of Special General Meeting – Resolutions	5
Notice of Special General Meeting – Explanatory Statement	10
Glossary	17
Annexure A – Material Terms of the Placement Options	19
Annexure B – Material Terms of the Lead Manager Agreement	20
Proxy Form	Attached

Important Information for Shareholders about the Company's SGM

This Notice is given based on circumstances as at 13 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://ngsolutions.co/investors/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Special General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 4:00pm (AEDT) on 17 November 2022 as a **virtual meeting**.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
2. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
3. Click on "**Register**" and follow the steps
4. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Local Agent at lee.tamplin@automicgroup.com.au at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Special General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-AGMs/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Special General Meeting

Notice is hereby given that a Special General Meeting of Shareholders of Nutritional Growth Solutions Limited ARBN 642 861 774 will be held at 4:00PM (AEDT) on 17 November 2022 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Special General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Article 23 of the Company's Articles of Association that the persons eligible to vote at the Special General Meeting are those who are registered Shareholders at 4:00PM (AEDT) on 13 November 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Ratification of Prior Issue of Placement Shares

1. Resolution 1 – Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 16,652,589 fully paid ordinary shares issued on 31 August 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 2** – Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 11,930,744 fully paid ordinary shares issued on 31 August 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Placement Options

3. Resolution 3 – Approval of Issue of Free Attaching Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 14,291,652 Free Attaching Options to the participants of the Placement, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Approval of Issue of Lead Manager Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 5,480,000 Lead Manager Options to Molo Capital (or its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Placement Securities to Directors

5. Resolution 5 – Approval of Issue of Placement Shares and Free Attaching Options to David Fenlon (or his nominee), a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 250,000 fully paid ordinary shares and 125,000 Free Attaching Options to David Fenlon (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) David Fenlon (or his nominee);
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Approval of Issue of Placement Shares and Free Attaching Options to Peter Osborne (or his nominee), a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 166,667 fully paid ordinary shares and 83,333 Free Attaching Options to Peter Osborne (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Peter Osborne (or his nominee);
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

David Fenlon
Chairman

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Special General Meeting to be held at 4:00PM (AEDT) on 17 November 2022 as a **virtual meeting (Meeting)**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Special General Meeting are set out below.

Resolutions

Background

On 22 August 2022, the Company announced that it had successfully completed a placement to new and existing institutional and sophisticated investors for the issue of 29,000,000 fully paid ordinary shares (**Placement Shares**) at an issue price of A\$0.12 (12cents) per Placement Share raising A\$3.48 million (before costs) (**Placement**).

The Company issued 28,583,333 Placement Shares, representing \$3.43m, on 31 August 2022 by utilising its placement capacities under Listing Rules 7.1 and 7.1A. The remaining 416,667 Placement Shares, representing \$50,000, were subscribed for by Directors of the Company and are therefore subject to shareholder approval under Listing Rule 10.11.

The Placement included an offer, subject to shareholder approval, of 1:2 free attaching options (that is, 1 option for every 2 Placement Shares subscribed for as part of the Placement) (**Free Attaching Options**). The Free Attaching Options will be issued to the same class of the Company's existing listed options (ASX:NGSO) and will have the same terms being, an exercise price of \$0.27 and an expiry date of 19 November 2023.

The lead manager for the Placement was Molo Capital (**Lead Manager**) who, as part consideration of their corporate advisory fee and subject to shareholder approval, are entitled receive 2,000,000 options as well as one option for every \$1 raised in the Placement on the same terms as the Free Attaching Options (**Lead Manager Options**).

Accordingly, shareholder approval of the following resolutions is being sought at this SGM:

- Resolutions 1 and 2: Ratification of the 28,583,333 Placement Shares issued under Listing Rules 7.1 and 7.1A;
- Resolutions 3 and 4: Approval to issue 14,291,652 Free Attaching Options and 5,480,000 Lead Manager Options; and
- Resolutions 5 and 6: Approval to issue 416,667 Placement Shares and 208,333 Free Attaching Options to Directors of the Company.

Ratification of Prior Issue of Placement Shares

Resolutions 1 and 2 – Ratification of Prior Issue of Placement Shares under Listing Rules 7.1 and 7.1A

Background

As detailed in the background section on page 10 of this Notice of Meeting, on 31 August 2022 the Company issued 28,583,333 Placement Shares utilising its existing capacities under Listing Rules 7.1 and 7.1A.

ASX Listing Rules 7.1 and 7.1A

Collectively, Resolutions 1 and 2 propose that Shareholders of the Company approve and ratify the prior issue and allotment of 28,583,333 Placement Shares which were issued on 31 August 2022 (**Issue Date**).

Resolution 1 seeks approval and ratification of 16,652,589 Placement Shares issued under Listing Rule 7.1 and Resolution 2 seeks approval and ratification of 11,930,744 Placement Shares issued under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At the Company's last AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of the Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, Resolutions 1 and 2 seek Shareholder approval to subsequently approve the issue of 28,583,333 Placement Shares for the purposes of Listing Rule 7.4.

If Resolutions 1 and 2 are passed, the issue of the 28,583,333 Placement Shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If either, or both, of Resolutions 1 and 2 are not passed, the issue of the sum of Placement Shares not approved will be included in calculating the Company's 25% capacity to issue equity securities

under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to new and existing institutional investors selected by the lead manager to the Placement, Molo Capital.
- (b) The Company issued 28,583,333 Placement Shares.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 31 August 2022.
- (e) Each of the Placement Shares were issued at an issue price of \$0.12 per Placement Share, which raised approximately \$3,430,000.
- (f) Funds raised from the issue of the Placement Shares have been and will be used by the Company to fund future purchase orders with Walmart and rollout marketing campaigns to Walmart customers. In addition, the funds will help to accelerate sales with other key retailers across North America and South East Asia.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolutions 1 and 2.

Issue of Placement Options

Resolutions 3 and 4 – Approval of Issue of Placement Options

Background

As detailed in the background section on page 10 of this Notice of Meeting, the Company, through Resolutions 3 and 4, is seeking Shareholder approval to issue and allot 19,771,652 Placement Options.

The 19,771,652 Placement Options consist of 14,291,652 Free Attaching Options which are proposed to be issued to participants in the Placement on a 1:2 basis (that is, 1 option for every 2 Placement Shares subscribed for as part of the Placement) and 5,480,000 Lead Manager Options which are proposed to be issued to the Lead Manager as part consideration for corporate advisory services on a 1 Placement Option for every \$1 raised in the Placement basis as well as an additional 2,000,000 Free Attaching Options.

The effect of Resolutions 3 and 4 is for Shareholders to approve the issue of these 19,771,652 Placement Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue the Placement Options without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities

in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution 3 seeks approval to issue 14,291,652 Free Attaching Options and Resolution 4 seeks approval to issue 5,480,000 Lead Manager Options for the purposes of Listing Rule 7.1.

If Resolutions 3 and 4 are passed, the issue of the 19,771,652 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the 19,771,652 Placement Options are issued.

If either, or both, of Resolutions 3 and 4 are not passed, but Resolution 1 is passed, the Company may choose to proceed with the issue of the sum of the Placement Options not approved by using the Company's Listing Rule 7.1 capacity. This would have the effect of the 19,771,652 Placement Options (or the portion not approved) being included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Placement Options are issued.

If either, or both, of Resolutions 3 and 4 are not passed and Resolution 1 is not passed, the Company will not be able to proceed with the issue of the sum of the Placement Options not approved.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are:
 - a. Resolution 3: the participants in the Placement; and
 - b. Resolution 4: Molo Capital as Lead Manager of the Placement.
- (b) The maximum number of Placement Options to be issued is 19,771,652 consisting of:
 - a. Resolution 3: 14,291,652 Free Attaching Options; and
 - b. Resolution 4: 5,480,000 Lead Manager Options.
- (c) The material terms of the Placement Options are set out in Annexure A of this Notice of Meeting.
- (d) The Placement Options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Placement Options will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue of these Placement Options as:
 - a. Resolution 3: the Free Attaching Options are being issued on a 1 Free Attaching Option for every 2 Placement Shares subscribed for by the participants in the Placement; and
 - b. Resolution 4: the Lead Manager Options are being issued as part consideration for the services provided by Molo Capital.
- (g) The Free Attaching Options were issued under subscription agreements with each participant of the Placement. The Lead Manager Options were issued under an agreement between the Company and Molo Capital. The material terms of the agreement are set out in Annexure B of this Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for Resolutions 3 and 4.

Issue of Placement Securities to Directors

Resolutions 5 and 6 – Approval of Issue of Placement Shares and Free Attaching Options to Directors of the Company (or their nominees)

Background

As detailed in the background section on page 10 of this Notice of Meeting, two Directors of the Company, being David Fenlon and Peter Osborne, subscribed to participate in the Placement. Accordingly, Resolutions 5 and 6 seek Shareholder approval to collectively issue 416,667 Placement Shares (**Director Shares**) and 208,333 Free Attaching Options (**Director Options**).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As each of David Fenlon and Peter Osborne are Directors of the Company they are each a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 5 and 6 seek the required Shareholder approval to issue the Director Shares and Director Options to David Fenlon and Peter Osborne under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the proposed issues of 416,667 Director Shares and 208,333 Director Options to David Fenlon and Peter Osborne.

If either, or both, of Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the proposed issue for the sum of Director Shares and Director Options not approved.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Shares and Director Options (which are each a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Liron Fendell, Professor Ranaan Shamir, Dr Kinneret Livnat and Amir Zaidman) carefully considered the issue of these Director Shares and Director Options to David Fenlon and Peter Osborne and formed the view that the giving of this financial benefit is on arm’s length terms, as the Directors are participating in the Placement on the same terms as the other non-related participants.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Director Shares and Director Options to David Fenlon and Peter Osborne fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Director Shares and Director Options to David Fenlon and Peter Osborne requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Shares and Director Options to David Fenlon and Peter Osborne is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are David Fenlon and Peter Osborne.
- (b) David Fenlon and Peter Osborne are both Directors of the Company and are therefore each a Related Party of the Company for the purposes of Listing Rule 10.11.1.
- (c) The maximum number of Director Shares to be issued is 416,667 and the maximum number of Director Options to be issued is 208,333.
- (d) The Director Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The material terms of the Director Options are the same as the terms set out in Annexure A of this Notice of Meeting.
- (f) The Director Shares and Director Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Director Shares will be offered at an issue price of \$0.12 per Director Share raising \$50,000.
- (h) The Director Options are Free Attaching Options and will be offered for nil cash consideration.
- (i) Funds raised from the issue of the Director Shares will be used by the Company to fund future purchase orders with Walmart and rollout marketing campaigns to Walmart customers. In addition, the funds will help to accelerate sales with other key retailers across North America and South East Asia.

Enquiries

Shareholders are asked to contact the Local Agent on +61 2 8072 1429 if they have any queries in respect of the matters set out in these documents.

Glossary

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

AEDT means Australian Eastern Daylight Time as observed in Sydney , New South Wales.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Nutritional Growth Solutions Limited ARBN 642 861 774.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Director Options means the Free Attaching Options proposed to be issued to Directors of the Company for which Shareholder approval is being sought under Resolutions 5 and 6.

Director Shares means the Placement Shares proposed to be issued to Directors of the Company for which Shareholder approval is being sought under Resolutions 5 and 6.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Free Attaching Options means the 1 option for every 2 Placement Shares subscribed for under the Placement.

Lead Manager means the lead manager to the Placement being Molo Capital.

Lead Manager Options means the 5,480,000 options proposed to be issued the Lead Manager for which Shareholder approval is being sought under Resolution 4.

Notice of Meeting or **Notice of Special General Meeting** means this notice of Special General Meeting dated 13 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement means the capital raise announced to the ASX on 22 August 2022 and consisting of a raising of \$3.48 million (before costs) through the issue of the Placement Shares at an issue price of \$0.12 (12 cents) per Placement Share and including one Free Attaching Option for every 2 Placement Shares subscribed for.

Placement Options means collectively, the Free Attaching Options and Lead Manager Options

Placement Shares means the fully paid ordinary shares issued as part of the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Limited.

Special General Meeting or **SGM** or **Meeting** means a Special General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A – Material Terms of Placement Options

The rights and liabilities attaching to the Placement Options are as follows:

- (a) Entitlement: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) Exercise Price: The exercise price of the Options is \$0.27 each.
- (c) Expiry Date: 19 November 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse.
- (d) Exercise Period: The Options may be exercised at any time prior to the Expiry Date, in whole or in part, upon payment of the exercise price per Option (**Exercise Period**).
- (e) Notice of Exercise: The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) Exercise Date: A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) Timing of issue of Shares on exercise: Within 5 Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

if a notice delivered under (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (h) Quotation: Subject to complying with the ASX Listing Rules, the Company will apply for quotation of the Options on the official list of the ASX. In the event that quotation of the Options cannot be obtained, the Option will remain unlisted.
- (i) Shares issued on exercise: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (j) Reconstruction of capital: If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be amended in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) Participation in new issues: There are no participation rights or entitlements inherent in the Options and holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) Change in exercise price: An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) Transferrability: The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian or Israeli securities laws.

Annexure B – Material Terms of Lead Manager Agreement

The terms of the Lead Manager Agreement are as follows:

- (a) *Lead Manager*: The Company agreed to appoint Molo Capital ABN 46 770 600 287 as corporate advisor to the Company to raise up to \$3.48 million on a best endeavours basis.
- (b) *Term*: The term of the Lead Manager Agreement is specific to the capital raise it relates to (2 months).
- (c) *Transaction*: To raise up to \$3.48 million under a placement together with a free attaching option on a 1:2 basis with an exercise price of \$0.27 and an expiry date of 19 November 2023.
- (d) *Fees*: Lead Manager to be paid:
 - (i) a 2% Management fee on the gross amount raised;
 - (ii) a 4% Capital fee on the gross amount raised (which does not include capital introduced by NGS Board)

Additionally the Lead Manager (or its nominee) will be issued 2,000,000 listed broker options (ASX:NGSO) plus 1 listed NGSO option for every A\$1 raised.

- (e) *Costs*: The Company is to pay all reasonable out-of-pocket expenses it incurs, subject to any expense above \$500 being subject to the Company's prior written approval.
- (f) *Applicable Laws*: The Lead Manager Agreement is subject to the laws of South Australia.
- (g) *General*: All other terms are standard terms for agreements of this type.

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **4.00pm (AEDT) on Tuesday, 15 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

AUTOMIC

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

Resolutions		For	Against	Abstain
1.	Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1	☐	☐	☐
2.	Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
3.	Approval of Issue of Free Attaching Options	☐	☐	☐
4.	Approval of Issue of Lead Manager Options	☐	☐	☐
5.	Approval of Issue of Placement Shares and Free Attaching Options to David Fenlon (or his nominee), a Director of the Company	☐	☐	☐
6.	Approval of Issue of Placement Shares and Free Attaching Options to Peter Osborne (or his nominee), a Director of the Company	☐	☐	☐

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary
Email Address:		
Contact Daytime Telephone	Date (DD/MM/YY)	
	/ /	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).