

BINDING COMMITMENTS RECEIVED FOR A\$1.0 MILLION UNDER CONVERTIBLE NOTE PLACEMENT

HIGHLIGHTS

- NGS has secured commitments of A\$1.0 million under a placement of convertible notes.
- Under the placement, 1,000,000 convertible notes will be issued at A\$1.00 each, with the conversion of the convertible notes into ordinary shares in NGS at a price of between A\$0.03 and A\$0.025 per ordinary share to occur within 10 business days of NGS shareholders approving their conversion including for the purposes of ASX Listing Rule 7.1.
- Each investor who is issued with ordinary shares on conversion of the convertible notes will be issued with one option for each fully paid ordinary share that is issued on conversion of the convertible notes, with that issuance of options to take place on the same date as the ordinary share issuance date. This is expected to be within 10 business days of NGS shareholders approving that issuance of options including for the purposes of ASX Listing Rule 7.1. These options will be exercisable on a 1:1 basis into fully paid ordinary shares in NGS at an exercise price of \$0.04 per option, and will expire 3 years following their issue date if they have not been exercised during that 3 year period.
- The placement of convertible notes was supported by Australian sophisticated and professional investors.
- Funds raised from the placement of convertible notes will be used to purchase inventory for retail expansion in CVS and Wakefern, as well as working capital and corporate expenses.

Nutritional Growth Solutions Limited (ASX:NGS) ("NGS" or "the Company"), is pleased to announce that it has received binding commitments for the issue of 1,000,000 convertible notes (**Placement CNs**), to be issued at \$1.00 each (**CN Placement**).

The offer of the Placement CNs was made to sophisticated and professional investors in Australia and successfully closed, achieving binding commitments of A\$1.0 million.

Stephen Turner, NGS CEO and Managing Director, commented on the CN Placement:

"We are very pleased with the strong support shown by investors in this placement, which provides important growth capital to support our retail expansion into leading U.S. retailers, including CVS and Wakefern. We would like to thank our shareholders for their ongoing support as we execute our growth strategy and build on the momentum from our recent distribution achievements."



The conversion of the convertible notes into fully paid ordinary shares in NGS will take place at a price of between A\$0.03 and A\$0.025 per ordinary share within 10 business days of NGS shareholders approving their conversion including for the purposes of ASX Listing Rule 7.1. NGS expects to convene a general meeting of its shareholders to consider whether to approve the conversion of the convertible notes into fully paid ordinary shares in NGS and whether to approve the issuance of options within the next few weeks.

Until the convertible notes are converted into ordinary shares or redeemed, they bear interest which is payable quarterly in arrear at either 10% per annum (if the holder of the convertible notes elects not to receive ordinary shares in NGS in lieu of cash interest), or 15% per annum (if the holder of the convertible notes elects to receive ordinary shares in NGS in lieu of cash interest). Issuance of ordinary shares in NGS in lieu of cash interest is subject to NGS being in compliance with the ASX Listing Rules. If the convertible notes have not been converted by the date that is 2 years after their issue date, they will be redeemed by NGS at their issue price.

Each investor who is issued with ordinary shares on conversion of the convertible notes will be issued with one option for each fully paid ordinary share that is issued on conversion of the convertible notes, with that issuance of options to take place on the same date as the ordinary share issuance date. This is expected to be within 10 business days of NGS shareholders approving that issuance of options including for the purposes of ASX Listing Rule 7.1. These options will be exercisable on a 1:1 basis into fully paid ordinary shares in NGS at an exercise price of \$0.04 per option, and will expire 3 years following their issue date if they have not been exercised during that 3 year period (the **CN Holder Options**). Quotation of the CN Holder Options on the ASX will be sought.

USE OF PROCEEDS

The net proceeds from the issue of the convertible notes are planned to be used in the following areas:

Item	Amount (AUD)
Purchase of inventory for retail expansion in CVS and Walmart	\$500,000
Working capital and settlement of outstanding creditors	\$350,000
General corporate expenses and transaction costs	\$150,000
Total proceeds from placement of convertible notes	\$1,000,000

LEAD MANAGER OPTIONS

The Company engaged GBA Capital Pty Ltd (AFSL 544680) to act as lead manager for the CN Placement (**Lead Manager**).



Under the terms of the mandate with the Lead Manager, the Lead Manager will be issued with 30% of the number of CN Holder Options (the **Lead Manager Options**). The Lead Manager Options will be exercisable on a 1:1 basis into fully paid ordinary shares in NGS at an exercise price of \$0.04 per Lead Manager Option. The Lead Manager Options will expire 3 years following their issue date if they have not been exercised during that 3 year period.

The Lead Manager Options will be issued within 10 business days of NGS shareholders approving that issuance including for the purposes of ASX Listing Rule 7.1. NGS expects the Lead Manager Options to be issued at the same time as the issuance of the CN Holder Options. Quotation of the Lead Manager Options on the ASX will be sought.

INDICATIVE TIMETABLE

Event	Time and Date
ASX Announcement regarding capital raising and recommencement of trading of NGS shares on ASX	Monday, 28 April 2025
Settlement of the CN Placement	Wednesday, 30 April 2025
Allotment and issue of convertible notes	Monday, 5 May 2025

This timetable is indicative only and may be subject to change. NGS reserves the right to amend any or all of these dates and times subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws.

NON-BINDING INDICATIVE OFFER FOR NGS BUSINESS

The NGS Board has received a non-binding indicative offer from an ASX-listed entity operating in the Australian consumer goods sector to acquire 100% of the business assets and main undertaking of NGS as a going concern. It is proposed that the acquiring entity will issue scrip only consideration to NGS in exchange for these NGS assets. Discussions are ongoing, and the NGS Board will provide a market update if and when a binding agreement is reached.

This announcement has been authorised for release by the Board.

For further information, please contact:

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About Nutritional Growth Solutions

Nutritional Growth Solutions is a U.S.-based health, nutrition, and wellness company. NGS develops, produces and sells clinically tested nutritional supplement formula for children following 20 years of medical research into pediatric nutrition. The nutritional supplements market has experienced tremendous growth in recent years, but most

attention has been focused on adult users and children under three years of age. The three to twelve-year-old consumers represent a larger market opportunity and NGS is highly differentiated from its competitors with clinically tested products and an expanding product portfolio to capture this market opportunity.

<https://healthyheights.com> | <https://ngsolutions.co>

NGS encourages all current investors to go paperless by registering their details with the designated registry service provider, Automic Group.

For more information visit: <https://ngsolutions.co/investor-centre/>