



Announcement Summary

Entity name

NUTRITIONAL GROWTH SOLUTIONS LTD

Announcement Type

New announcement

Date of this announcement

25/5/2026

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	NGSAB: OPTIONS EXPIRING 15-JUL-2029 EX \$0.025	25,000,000
NGS	ORDINARY FULLY PAID	601,388,890

Proposed +issue date

15/7/2026

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

NUTRITIONAL GROWTH SOLUTIONS LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

642861774

1.3 ASX issuer code

NGS

1.4 The announcement is

New announcement

1.5 Date of this announcement

25/5/2026

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	10/7/2026	Estimated	

Comments

Refer to the ASX announcement released 25 May 2026 regarding the proposed placement and Transaction to acquire 100% of the issued capital of Sprout Organic Pty Ltd, subject to shareholder approval at the Company's Annual General Meeting to be held in July 2026.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

NGS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

125,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.02000

Will these +securities rank equally in all respects from their issue date with



the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

NGS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

401,228,887

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

The shares are to be issued as consideration to the shareholders of Sprout Organic Pty Ltd.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.020000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

NGS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

13,888,889



Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Existing Sprout Organic Pty Ltd convertible notes to be extinguished via the issue of approximately 13,888,889 shares, subject to shareholder approval at the upcoming Annual General Meeting to be held in July 2026.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.018000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

NGS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

15,000,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Shares to be issued in lieu of cash payment for the advisory scrip payment, subject to shareholder approval at the upcoming Annual General Meeting to be held in July 2026.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.020000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX)

Will the proposed issue of this +security include an offer of attaching +securities?



or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

No

Details of +securities proposed to be issued

ASX +security code and description

NGS : ORDINARY FULLY PAID

Number of +securities proposed to be issued

46,271,114

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

Shares to be issued to repay and extinguish Sprout director loans as part of the Transaction, subject to shareholder approval at the upcoming Annual General Meeting to be held in July 2026.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

0.020000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

NGSAB: OPTIONS EXPIRING 15-JUL-2029 EX \$0.025

**+Security type**

Options

Number of +securities proposed to be issued

25,000,000

Offer price details**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.00001

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.0250	15/7/2029

Details of the type of +security that will be issued if the option is exercised

NGS : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

25,000,000 ordinary fully paid shares

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Refer to the ASX announcement released 25 May 2026 regarding the proposed placement and transaction to acquire 100% of the issued capital of Sprout Organic Pty Ltd, subject to shareholder approval at the upcoming Annual General Meeting to be held in July 2026.

Part 7C - Timetable

7C.1 Proposed +issue date

15/7/2026

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

Yes



7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

10/7/2026

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

Approximately 90% of the consideration shares issued to the major Sprout shareholders will be subject to voluntary escrow for 12 months from the date of issue.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Taurus Capital Group Pty Ltd

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

- 6% of the total funds raised by the issue of the Placement shares (equating to a fee of \$150,000)
- 25 million unlisted options exercisable at A\$0.025 per option, expiring three years from the date of issue (subject to shareholder approval).

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

All relevant details of each of the proposed security issuances will be set out in the Annual General Meeting notice to be issued in due course.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

The issuance of the shares will fund the completion of the Transaction, cover the costs associated with the Transaction and the Placement and provide for growth working capital.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

Summary of the security issues is as follows:

1. Share placement - 125,000,000 shares
2. Acquisition consideration - 401,228,887 shares
3. Extinguishment of convertible note - 13,888,889 shares
4. Loan repayment - 46,271,114 shares
5. Advisory fee - 15,000,000 shares
6. Lead Manager Options - 25,000,000 options

Please refer to the ASX announcement released on 25 May 2026.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:



The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)