

## Notice of Annual General Meeting and Explanatory Statement

**Nutritional Growth Solutions Limited ARBN 642 861 774 (ASX:NGS) (NGS or the Company)** advises that the Company's Annual General Meeting will be held as a virtual meeting starting at 11.00 am (AEST) on Monday, 10 August 2026 (**Meeting**).

Attached are copies of the following documents in relation to the Meeting:

- Chairman's Letter to Shareholders
- Notice of Annual General Meeting; and
- Proxy Form

-ENDS-

*This announcement was authorised for release by the Board of Directors.*

For further information, please contact:

Manik Pujara  
**Executive Director and Interim CEO**  
[manik@ngsolutions.co](mailto:manik@ngsolutions.co)

### About Nutritional Growth Solutions

Nutritional Growth Solutions Limited ARBN 642 861 774 is a U.S.-based health, nutrition, and wellness company. NGS develops, produces and sells clinically tested nutritional formulas for children following 20 years of medical research into paediatric nutrition. The nutritional supplements market has experienced tremendous growth in recent years, but most attention has been focused on adult users and children under the age of three. The children aged three to twelve years represent a significant 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>



# Nutritional Growth Solutions Limited

## ARBN 642 861 774

### Notice of Annual General Meeting & Explanatory Statement

Notice is hereby given that an Annual General Meeting (**Meeting** or **Annual General Meeting**) of the Shareholders of Nutritional Growth Solutions Limited ARBN 642 861 774 (**NGS** or the **Company**) will be held as a virtual meeting as follows:

- Time:** 11.00 am (AEST)
- Date:** Monday, 10 August 2026
- Place:** To be held as a virtual meeting – refer to Part C, Section 3 from page 16.

All Shareholders will be able to access the Notice on the Company's website at <https://ngsolutions.co/investor-centre/>. The Company has also provided the meeting materials on the Company's ASX Market Announcements Platform.

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

Terms and abbreviations used in the Notice are defined in the Glossary (Part A).

# Letter from the Chairman

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Dear Shareholders,

## Annual General Meeting

We are pleased to invite you to the Annual General Meeting (**Meeting** or **Annual General Meeting**) of Nutritional Growth Solutions Limited ARBN 642 861 774 (**NGS** or the **Company**) to be held at 11.00 am (AEST) on Monday, 10 August 2026 as a virtual meeting.

Please find enclosed the Notice of Meeting (**Notice**) and Proxy Form for the Meeting. The Notice sets out the items of business for the Meeting, and includes voting procedures, Explanatory notes and the Board's voting recommendations. Please take the time to carefully read those documents in their entirety.

The Meeting will be held virtually, which means that Shareholders and visitors will not be able to attend in person.

Shareholders will be able to participate in the Meeting online using their computer or mobile device. The Meeting will be made accessible to Shareholders via an online platform, which will include a facility to allow Shareholders to vote in real time at the Meeting. Further information on how to participate in the Meeting is provided in the Notice.

If you are unable to attend the Meeting online at the scheduled time, you can participate by appointing a proxy to act on your behalf. If you intend to appoint a proxy, the enclosed Proxy Form should be completed and returned to the Company (see Proxy Form for details) as soon as possible and, in any event, no later than 11.00 am AEST on Saturday, 8 August 2026. The Board encourages all Shareholders to direct their proxy how to vote on each item of business.

In accordance with article 81 of the Company's Amended and Restated Articles of Association, the Company will only be dispatching physical copies of the Notice to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online on the Company's ASX market announcements page (ASX: NGS).

By the time this letter is received by Shareholders, circumstances may have changed, but the Notice is given based on circumstances as at the date of this letter. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's investor website at <https://ngsolutions.co/investor-centre>. Shareholders are urged to monitor the ASX market announcements platform and the Company's website.

## Purpose of Annual General Meeting

This Annual General Meeting seeks the approval of Shareholders for:

- (a) **Resolution 1** seeks Shareholder approval for the election of Mr Manik Pujara as Director;
- (b) **Resolution 2** seeks Shareholder approval for the election of Mr Andrew Grover as Director;
- (c) **Resolution 3** seeks Shareholder approval for the Proposed Acquisition;
- (d) **Resolution 4** seeks Shareholder approval for the issue of Shares as consideration for the Proposed Acquisition under ASX Listing Rule 7.1;
- (e) **Resolution 5** seeks Shareholder approval to issue Shares to the Sprout Creditors to repay Sprout loans under ASX Listing Rule 7.1;
- (f) **Resolution 6** seeks Shareholder approval to issue Shares to Refresh Wild Pty Ltd on conversion of Sprout Convertible Notes under ASX Listing Rule 7.1;
- (g) **Resolution 7** seeks Shareholder approval to issue Shares to Powerhouse Advisory for payment of the Corporate Advisory Fee under ASX Listing Rule 7.1;
- (h) **Resolution 8** seeks Shareholder approval for the election of Mr Selasi Berdie as Director;
- (i) **Resolution 9** seeks Shareholder approval to issue Placement Shares to the Placement Participants under ASX Listing Rule 7.1;
- (j) **Resolution 10** seeks Shareholder approval to issue Lead Manager Options to the Taurus Capital Group Pty Ltd under ASX Listing Rule 7.1;
- (k) **Resolution 11** seeks Shareholder approval for the issue of Shares under the Equity Incentive Plan

to Mr Manik Pujara in lieu of Director fees;

- (l) **Resolution 12** seeks Shareholder approval to issue Shares under the Equity Incentive Plan to Mr Andrew Grover in lieu of Director fees;
- (m) **Resolution 13** seeks Shareholder approval to issue Shares to Mr Andrew Grover in lieu of Director fees under ASX Listing Rule 10.11;
- (n) **Resolution 14** seeks Shareholder approval to issue Class A Incentive Options to Mr Manik Pujara under ASX Listing Rule 10.11;
- (o) **Resolution 15** seeks Shareholder approval to issue Class A Incentive Options to Mr Andrew Grover under ASX Listing Rule 10.11; and
- (p) **Resolution 16** seeks Shareholder approval to issue Class B Incentive Options to Mr Manik Pujara under ASX Listing Rule 10.11;
- (q) **Resolution 17** seeks Shareholder approval to issue Class B Incentive Options to Mr Andrew Grover under ASX Listing Rule 10.11; and
- (r) **Resolution 18** seeks Shareholder approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to ASX Listing Rule 7.1A.

(together, the **Resolutions**).

### **Conditional Transaction Resolutions**

Resolution 3 is the primary transaction resolution and seeks Shareholder approval for the acquisition of 100% of the issued capital in Sprout Organic Pty Ltd (ACN 639 172 517). Each of Resolutions 4 to 10 is contingent on the approval of Resolution 3, as each relates to matters that only arise upon completion of the acquisition of Sprout Organic Pty Ltd (ACN 639 172 517). If Resolution 3 is not approved, none of Resolutions 4 to 10 will take effect and the associated transactions will not proceed.

Shareholders are encouraged to read Section 4 of the Explanatory Statement for further details on the acquisition, the consideration structure, the assumed liabilities and the expected benefits to the Company for the Proposed Acquisition of Sprout Organic Pty Ltd (ACN 639 172 517).

### **Booklet**

With respect to the Annual General Meeting, this booklet contains:

- the Notice of Annual General Meeting, which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Part B);
- the Explanatory Statement, which contains more detailed information explaining the business to be conducted at the Annual General Meeting (see Part D); and
- information on how to vote, how to attend the Annual General Meeting and how to appoint a proxy to vote on the Resolutions to be considered at the Annual General Meeting (see Part C).

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, the items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

### **Questions**

Should you wish to discuss the matters in this Notice of Annual General Meeting and Explanatory Statement, please do not hesitate to contact the Local Agent, Mr Adam Gallagher, by email to [adam@acgpartners.au](mailto:adam@acgpartners.au).

Alternatively, you should consult with your licensed financial adviser, stockbroker or other professional adviser.

By order of the Board

Dated: 2 July 2026

**Andrew Grover**

Chair

Nutritional Growth Solutions Limited

ARBN 642 861 774

## Part A – Glossary

\$	Australian dollars.
AEST	Australian Eastern Standard Time.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
ASX Listing Rules	The listing rules of ASX, as amended from time to time.
Amended and Restated Articles of Association	The Amended and Restated Articles of Association of the Company.
Annual General Meeting	The meeting of Shareholders convened by this Notice of Annual General Meeting.
Board	The board of Directors of the Company.
Chair or Chairman	The chair of the Annual General Meeting.
Class A Incentive Options	Means the Options proposed to be issued to Mr Pujara and Mr Grover (or their nominee(s)) under Resolutions 14 and 15 respectively.
Class B Incentive Options	Means the Options proposed to be issued to Mr Pujara and Mr Grover (or their nominee(s)) under Resolutions 16 and 17 respectively.
Combined Group	Means the Company and Sprout upon completion of the Proposed Acquisition, together with their subsidiaries.
Company or NGS	Nutritional Growth Solutions Limited ARBN 642 861 774.
Companies Law	Israeli Companies Law 5759-1999.
Completion	Means completion of the Proposed Acquisition under the Share Sale Agreement.
Consideration Shares	401,228,887 Shares in the Company to be issued at \$0.02 per Share to the Shareholders of Sprout Organic Pty Ltd (ACN 639 172 517)
Convertible Note Shares	13,888,889 Shares at a deemed issue price of \$0.018 per Share upon conversion of Sprout's outstanding convertible notes to an unrelated party.
Convertible Notes	Means the convertible notes issued by Sprout to Refresh Wild under the Term Sheet
Corporations Act	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the <i>Corporations Regulations 2001</i> (Cth).
Corporate Advisor	Has the meaning given in Section 4.5.
Director Fee Shares	Means the Shares to be issued to Mr Andrew Grover (or their nominee(s)) in lieu of Director fees owing to him, subject to obtaining Shareholder approval under Resolutions 13.
Directors	The directors of the Company and Director means any one of them.
Eligible Entity	Means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less
Equity Securities	Includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an equity security.
Explanatory Statement	The information set out in <b>Part D</b> of this Notice of Annual General Meeting.
Glossary	The glossary contained in this <b>Part A</b> of this Notice of Annual General Meeting.
KMP	Has the definition given in <i>Accounting Standards AASB 124 Related Party Disclosure</i> as those persons having authority and responsibility for Plan, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.
Lead Manager	Taurus Capital Group Pty Ltd (ACN 091 980 764).
Lead Manager Mandate	Means the mandate between the Company and the Lead Manager as set out in Section 4.7.
Loan Cash Payment	Means the cash component paid by the Company to discharge \$650,000 of the Sprout debt, subject to completion of the Proposed Acquisition.

<b>Loan Repayment Shares</b>	46,271,114 Shares proposed to be issued to the Sprout Creditors (subject to Shareholder approval under Resolution 5) at a deemed issue price of \$0.02 per Share valued at \$925,422.
<b>Major Shareholders</b>	The major holders of ordinary shares in the capital of Sprout Organic Pty Ltd (ACN 639 172 517), being: <ul style="list-style-type: none"> <li>• Berdie Investment Pty Ltd ATF Berdie Investment Trust;</li> <li>• Billy Simmonds Pty Ltd ATF Simmonds Family Trust;</li> <li>• H &amp; M Holdings (Aus) Pty Ltd ATF Muecke Family Trust; and</li> <li>• Lumber Co Pty Ltd ATF Chester Family Trust.</li> </ul>
<b>Material Person</b>	A Related Party of the Company, member of the KMP, substantial holder of the Company, adviser of the Company or associate of any of these parties.
<b>Notice of Annual General Meeting</b>	This Notice of Annual General Meeting, Explanatory Statement and the schedules, the appendices (if any) and the Proxy Form.
<b>Placement</b>	Means the capital raising as set out in Section 4.6.
<b>Placement Participants</b>	Means the unrelated sophisticated and professional investors participating in the Placement.
<b>Placement Shares</b>	125,000,000 Shares in the Company to be issued at \$0.02 per Share to institutional and sophisticated investors under the Placement.
<b>Proxy Form</b>	The proxy form accompanying this Notice of Annual General Meeting.
<b>Proposed Acquisition</b>	The proposed acquisition of 100% of the issued capital in Sprout Organic Pty Ltd (ACN 639 172 517) and Better Brands 3PL Pty Ltd (ACN 682 935 922) by Better Brands Global Pty Ltd (ACN 695 876 889).
<b>Refresh Wild</b>	Refresh Wild Pty Ltd, the holder of the Convertible Notes.
<b>Related Party or Parties</b>	Has the meaning given to that term in the ASX Listing Rules.
<b>Remuneration Shares</b>	Means the Shares issued to Mr Pujara (or his nominee(s)) under Resolution 11.
<b>Resolutions</b>	The resolutions set out in this Notice of Annual General Meeting and Resolution means any of them.
<b>Section</b>	A section of this Notice of Annual General Meeting.
<b>Shares</b>	The shares on issue in the share capital of the Company being fully paid ordinary shares and Share means any one of them.
<b>Share Sale Agreement</b>	Means the agreement between the Company, Sprout and the Major Shareholders pursuant to which the Company has agreed to acquire 100% of the issued capital in Sprout.
<b>Shareholder</b>	A holder of one or more Shares.
<b>Sprout</b>	Sprout Organic Pty Ltd (ACN 639 172 517).
<b>Sprout Shareholders</b>	Means the holders of ordinary shares and crowd-source funding shares in the capital of Sprout.
<b>Sprout Shares</b>	Means the ordinary shares and the crowd-source funding shares in the capital of Sprout.
<b>Term Sheet</b>	Means the term sheet for the Convertible Notes, the material terms for which are set out in Section 8.2.
<b>Upfront Scrip Consideration</b>	401,228,887 Shares in the Company to be issued at \$0.02 per Share to the Sprout Shareholders as upfront scrip consideration equal to an aggregate consideration of \$8,024,578.

## Part B – Notice of Annual General Meeting

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### Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

Time: 11.00 am (AEST)

Date: Monday, 10 August 2026

Place: To be held by virtual means. Please refer to **Part C** for details on how to attend and vote at the Annual General Meeting.

### Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

### Defined terms

Terms and abbreviations used in this Notice of Meeting have the meaning given to them in the Glossary in **Part A** of the Notice of Annual General Meeting & Explanatory Statement.

## ORDINARY BUSINESS

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### 1. Financial statements and reports

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*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2025, consisting of the Independent Auditors’ Statement, consolidated financial statements and notes to the consolidated financial statements.”*

**Note:** There is no requirement for Shareholders to approve these reports or vote on this item of business. This item is for **discussion only and is not a resolution**.

### 1. Resolution 1: Election of Mr Manik Pujara as Director

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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr Manik Pujara, a director who was appointed by the Board to fill a casual vacancy on 17 November 2025, retires, and being eligible, is elected as a Director.”*

### 2. Resolution 2: Election of Mr Andrew Grover as Director

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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Mr Andrew Grover, a director who was appointed by the Board to fill a casual vacancy on 17 November 2025, retires, and being eligible, is elected as a Director.”*

### 3. Resolution 3: Approval of the Proposed Acquisition

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To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 11.1.2, the Israeli Companies Law 5759-1999 and for all other purposes, Shareholders approve the Company undertaking the Proposed Acquisition, as described in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

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

- The Sprout Shareholders (or their nominee(s)) or any person who is to receive shares under the Share Sale Agreement; and
- an associate of that person or those persons (or their nominee(s)).

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- 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 Resolution 3; and
  - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **4. Resolution 4: Approval to issue Shares to Sprout Shareholders in consideration for the Proposed Acquisition**

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

*“That, subject to and conditional upon the approval of Resolution 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 401,228,887 Shares at a deemed issue price of \$0.02 per Share to the Sprout Shareholders on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

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

- The Sprout Shareholders (or their nominee(s)) or any person who is to receive Shares under the Share Sale Agreement (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- an associate of that person or those persons (or their nominee(s)).

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- 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 Resolution 4; and
  - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **5. Resolution 5: Approval to issue Shares to the Sprout Creditors**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, subject to and conditional upon the approval of Resolution 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue 46,271,114 Shares to the Sprout Creditors (or their nominee(s)) in satisfaction of \$925,422 of Sprout loans assumed by the Company under the Share Sale Agreement for the acquisition of Sprout Organic Pty Ltd (ACN 639 172 517), on the terms and conditions described in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

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

- The Sprout Creditors or any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of the Sprout Creditors or those persons (or their nominee(s)).

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- 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 Resolution 5; and
  - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

## **6. Resolution 6: Approval to issue Shares to Refresh Wild Pty Ltd on conversion of Sprout Convertible Notes under ASX Listing Rule 7.1**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, subject to and conditional upon the approval of Resolution 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 13,888,889 Shares at a deemed issue price of \$0.018 per Share upon conversion of \$250,000 of Sprout Convertible Notes to the Refresh Wild Pty Ltd, which will convert at completion of the acquisition of Sprout Organic Pty Ltd (ACN 639 172 517), on the terms and conditions described in the Explanatory Statement."*

#### **Voting Exclusion Statement**

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

- Refresh Wild Pty Ltd or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Convertible Note Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons (or their nominee(s)).

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- 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 Resolution 6; and
  - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

## **7. Resolution 7: Approval to issue Shares to Powerhouse Advisory for payment of the Corporate Advisory Fee under ASX Listing Rule 7.1**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, subject to and conditional upon the approval of Resolution 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 15,000,000 Shares at a deemed issue price of \$0.02 per Share in satisfaction of a corporate advisory fee of \$300,000 payable to Powerhouse Advisory Australia Pty Ltd (or its nominee(s)) in connection with the acquisition of Sprout Organic Pty Ltd (ACN 639 172 517), on the terms and conditions described in the Explanatory Statement."*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- Powerhouse Advisory Australia Pty Ltd (or its nominee(s)); or any other 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); and
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- a holder acting solely in a nominee, trustee or 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 Resolution 7; and
  - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

## 8. Resolution 8: Election of Mr Selasi Berdie as Director

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, subject to and conditional upon the approval of Resolution 3, for the purposes of Article 47.2 of the Amended and Restated Articles of Association and for all other purposes, Shareholders approve the appointment of Mr Selasi Berdie as a Director of the Company with effect from the date of completion of the acquisition of Sprout Organic Pty Ltd (ACN 639 172 517), on the terms and conditions set out in the Explanatory Statement.”*

## 9. Resolution 9: Approval to issue Placement Shares under ASX Listing Rule 7.1

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, subject to and conditional upon the approval of Resolution 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the Company’s issue of 125,000,000 Placement Shares to non-related parties at a price of \$0.02 per Placement Share on the terms and conditions set out in the Explanatory Statement.”*

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- The Placement Participants or a person who is expected to participate in, or who will obtain a material benefit as a result of, the Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- 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 Resolution 9; and
  - the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

## 10. Resolution 10: Approval to issue Lead Manager Options to Taurus Capital Group Pty Ltd

*“That, subject to and conditional upon the approval of Resolution 3, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Lead Manager Options to Taurus Capital Group Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- Taurus Capital Group Pty Ltd, or any other 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
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 10 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chair to vote on Resolution 10 as the Chair decides; or
- 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 Resolution 10; and
  - the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **11. Resolution 11: Approval for the issue of Shares under the Equity Incentive Plan to Mr Manik Pujara in lieu of Director fees**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the Company’s issue of 7,500,000 Shares to Mr Manik Pujara (or his nominee(s)), being a Related Party of the Company, under the Company’s Equity Incentive Plan on the terms and conditions set out in the Explanatory Statement”.*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- Manik Pujara (or their nominee(s)) or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Equity Incentive Plan in question; and
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with directions given to the proxy or attorney to vote on Resolution 11 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with a direction given to the Chair to vote on Resolution 11 as the Chair decides; or
- 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 Resolution 11; and
  - the holder votes on Resolution 11 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **12. Resolution 12: Approval to issue Shares under the Equity Incentive Plan to Mr Andrew Grover in lieu of Director fees**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, subject to and conditional on the approval of Resolution 2, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 2,240,000 Shares at a deemed issue price of \$0.02 per Share to Mr Andrew Grover (or their nominee(s)) under the Company’s Equity Incentive Plan on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- Andrew Grover (or their nominee(s)) or a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Equity Incentive Plan in question; and
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with directions given to the proxy or attorney to vote on Resolution 12 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with a direction given to the Chair to vote on Resolution 12 as the Chair decides; or
- 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 Resolution 12; and
  - the holder votes on Resolution 12 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **13. Resolution 13: Approval to issue Shares to Mr Andrew Grover in lieu of Director fees**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the Company's issue of 4,480,000 Shares at a notional issue price of \$0.02 per Share to Mr Andrew Grover (or his nominee(s)), being a Director of the Company, in lieu of cash remuneration, on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- Andrew Grover (or his nominee(s)) and any other 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
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 13 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with directions given to the proxy or attorney to vote on Resolution 13 in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with a direction given to the Chair to vote on Resolution 13 as the Chair decides; or
- a holder acting solely in a nominee, trustee or 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 Resolution 13; and
  - the holder votes on Resolution 13 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **14. Resolution 14: Approval to issue Class A Incentive Options to Mr Manik Pujara**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, subject to and conditional upon the approval of Resolution 1, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Class A Incentive Options to Mr Manik Pujara (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- Manik Pujara (or their nominee(s)) and any other 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
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 14 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with directions given to the proxy or attorney to vote on Resolution 14 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with a direction given to the Chair to vote on Resolution 14 as the Chair decides; or
- 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 Resolution 14; and
  - the holder votes on Resolution 14 in accordance with directions given by the beneficiary to the holder to vote in that way.

## 15. **Resolution 15: Approval to issue Class A Incentive Options to Mr Andrew Grover**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, subject to and conditional upon the approval of Resolution 2, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 20,000,000 Class A Incentive Options to Mr Andrew Grover (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- Andrew Grover (or their nominee(s)) and any other 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
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 15 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with directions given to the proxy or attorney to vote on Resolution 15 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with a direction given to the Chair to vote on Resolution 15 as the Chair decides; or
- 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 Resolution 15; and
  - the holder votes on Resolution 15 in accordance with directions given by the beneficiary to the holder to vote in that way.

## 16. **Resolution 16: Approval to issue Class B Incentive Options to Mr Manik Pujara**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, subject to and conditional upon the approval of Resolution 1, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Class B Incentive Options to Mr Manik Pujara (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

- Manik Pujara (or their nominee(s)) and any other 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
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 16 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with directions given to the proxy or attorney to vote on Resolution 16 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with a direction given to the Chair to vote on Resolution 16 as the Chair decides; or
- 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 Resolution 16; and
  - the holder votes on Resolution 16 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **17. Resolution 17: Approval to issue Class B Incentive Options to Mr Andrew Grover**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, subject to and conditional upon the approval of Resolution 2, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Class B Incentive Options to Mr Andrew Grover (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of:

- Andrew Grover (or their nominee(s)) and any other 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
- an associate of that person or those persons (or their nominee(s)).

However, this does not apply to a vote cast in favour of Resolution 17 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with directions given to the proxy or attorney to vote on Resolution 17 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with a direction given to the Chair to vote on Resolution 17 as the Chair decides; or
- 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 Resolution 17; and
  - the holder votes on Resolution 17 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **18. Resolution 18: Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to ASX Listing Rule 7.1A**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Statement.”*

## **OTHER BUSINESS**

To transact any other business which may be brought forward in accordance with the Company's Amended and Restated Articles of Association.

## Part C – How to vote

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### 1. How to vote

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If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting virtually or by proxy by lodging your Proxy Form online (as outlined in the Notice & Access letter or using the personalised link sent to all Shareholders who have elected to receive online communications for notices of meetings), or, in the case of corporate Shareholders, by appointing a corporate representative.

### 2. Your vote is important

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

### 3. Participating in the Meeting Online and Voting Information

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The Meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at 11.00 am (AEST) on Monday, 10 August 2026 as a virtual only meeting.

Shareholders can listen to the proceedings, view presentations, ask questions and vote in real-time at the Meeting via an online meeting platform powered by Automic.

The Company is pleased to provide shareholders with the opportunity to attend and participate in the 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](https://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 Meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. 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.**
3. 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 join the meeting.
4. Click on “Join Meeting” and follow the prompts on screen to register and vote.

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 Meeting.

Questions must be submitted in writing to the Local Agent, Mr Adam Gallagher, at [adam@acgpartners.au](mailto:adam@acgpartners.au) at least five Business Days before the AGM (that is, by 11.00 am (AEST) on Monday, 3rd August 2026).

At the discretion and invitation of the Chair, Shareholders may have opportunities to ask questions during the Meeting regarding formal business and, time permitting, general questions about the Company and its business.

Alternatively, Shareholders are strongly encouraged to complete and submit their vote by proxy.

For further details on voting by proxy, refer to Section 5 of Part C below.

#### 4. Voting virtually at the Meeting

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Shareholders who wish to vote virtually on the day of the AGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)
2. Login using your username and password. If you do not already have an account, click “**Register**” and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click “**Register**”. Alternatively, select Meetings from the left-hand menu.
4. Click on “**Join Meeting**” and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen.
6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

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

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

#### 5. Voting by proxy

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

<b>Online</b>	Lodge the Proxy Form online 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 ( <b>SRN</b> ) or Holder Identification Number ( <b>HIN</b> ) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Annual General Meeting i.e. by 11.00 am AEST on Saturday, 8 August 2026. Proxy Forms received later than this time will be invalid.

You can direct your proxy on how to vote (i.e. to vote ‘for’ or ‘against’, or to ‘abstain’ from voting on, a Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Amended and Restated Articles of Association of the Company to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your Proxy Form you are expressly authorising the Chair to vote in favour of each item of business. The Chair intends to vote all available (including undirected) proxies in favour of the Resolutions, subject to the applicable voting exclusions and prohibitions.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the General Meeting and voting personally. If the Shareholder votes at the Meeting, then the proxy's authority to vote has been deemed to be revoked and the proxy must not vote as the Shareholder's proxy on the Resolutions.

The appointment of a proxy shall be deemed to be revoked upon:

- (a) the receipt by the Company of a written notice signed by the Shareholder cancelling the appointment of the proxy (provided this notice received 11:00am (AEST) on Saturday, 8 August 2026); or
- (b) if the Shareholder is present at the Meeting:
  - (a) the receipt by the Company of written notice from the Shareholder of the revocation of such appointment; or
  - (b) the Shareholder casting a vote at the Meeting.

### **Power of Attorney**

If the proxy form is signed under a power of attorney on behalf of a Shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the original power of attorney has already been provided 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 such evidence has already been provided to the Share Registry.

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation; and
- (b) upon the request of the Chair of the Meeting, written evidence of such authorisation to be delivered to the Chair

## **6. Eligibility to vote**

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The Directors have determined pursuant to ASX Settlement Operating Rule 5.6.1 that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7:00 pm (AEST) on Saturday, 8 August 2026. If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote in respect of that Share.

## **7. Voting procedure – on a poll**

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Every Resolution at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting Share held by that person.

## **8. Technical difficulties**

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Technical difficulties may arise during the course of the Meeting. If there is a technical difficulty, the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a directed proxy by the Proxy Deadline even if they Plan to participate online.

## **9. Enquiries**

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For all enquiries, please contact the Local Agent, Mr Adam Gallagher, by email at [adam@acgpartners.au](mailto:adam@acgpartners.au).

## **Part D – Explanatory Statement**

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This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held at 11:00am AEST (Melbourne time) on Monday, 10 August 2026 as a virtual-only meeting.

Refer to **Part C** for details on how to attend and vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the rest of the Notice of Annual General Meeting.

### **Purpose**

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

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

### **Defined terms**

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Part A** of the Notice of Annual General Meeting.

## **GENERAL INFORMATION**

### **1. Financial statements and reports**

#### **1.1 General**

In accordance with the Amended and Restated Articles of Association of the Company and the Companies Law, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2025, consisting of the Independent Auditors' Statement, consolidated financial statements and notes to the consolidated financial statements.

Whilst the Company will not provide a hard copy of the Company's 2025 Annual Financial Report unless specifically requested to do so, Shareholders may view the 2025 Annual Financial Report on the Company's website at <https://ngsolutions.co>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Annual General Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- (a) conduct of the audit;
- (b) preparation and content of the Independent Auditors' Statement;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) independence of the auditor in relation to the conduct of the audit.

## 1.2 **Written questions of the auditor**

If you would like to submit a written question about the content of the Independent Auditors' Statement or the conduct of the audit of the Annual Financial Report to the Company's auditor, please submit your question to the Company's Local Agent, Mr Adam Gallagher, by email at [adam@acgpartners.au](mailto:adam@acgpartners.au). A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all written questions must be received at least five business days before the Annual General Meeting, which is by 1.00 pm (AEST) on Monday, 3rd August 2026.

## 2. **Resolution 1: Election of Mr Manik Pujara as Director**

### 2.1 **Background**

Mr Manik Pujara was appointed as a Director by the Board on 17 November 2025 to fill a casual vacancy. Mr Manik Pujara retires from office and stands for re-election as a director.

### 2.2 **ASX Listing Rule 14.4**

Further, ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company.

### 2.3 **Mr Manik Pujara's qualifications and experience**

Mr Manik Pujara is a seasoned finance professional with over 15 years of professional experience, including several years in executive-level roles spanning corporate governance, financial strategy, and operational transformation across private and ASX-listed companies. He holds the position of non-executive chair at Peak Processing Ltd (ASX: PKP), where he leads strategic growth initiatives. He also serves as a director at Patison Accountants & Advisors, a well-established accounting firm recognised among Australia's AFR Top 100 firms, providing advisory and strategic financial services to a diverse clientele.

### 2.4 **Independence**

Having provided executive services to the Company in supporting the executive leadership functions, Mr Manik Pujara is not considered to be an independent Director of the Company. Following the completion of the Acquisition of Sprout Mr Manik Pujara will continue as a non-executive director.

### 2.5 **Directors' Recommendation**

The Directors (with Mr Manik Pujara abstaining from making a recommendation) recommend that Shareholders vote **in favour** of Resolution 1.

### 2.6 **Chair's Voting Intentions**

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 1.

### 2.7 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 1 is passed, Mr Pujara will be elected to the Board as a non-independent non-executive Director.

If this Resolution 1 is not passed, Mr Pujara will cease to be a director from the close of the Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

### **3. Resolution 2: Election of Mr Andrew Grover as Director**

#### **3.1 Background**

Mr Andrew Grover was appointed as a Director by the Board on 17 November 2025 to fill a casual vacancy.

Mr Andrew Grover retires from office and stands for re-election as a director. The Board has determined that, subject to obtaining Shareholder approval, Mr Grover will fulfil the role of 'Chairman and Non-Executive Director'.

#### **3.2 ASX Listing Rule 14.4**

Further, ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company.

#### **3.3 Mr Andrew Grover's qualifications and experience**

Mr Andrew Grover is an experienced executive and company director with more than 25 years' experience in building and scaling successful businesses across the technology, e-commerce, professional services and financial services sectors. He has founded, led and invested in numerous high-growth companies and has achieved multiple successful business exits. Mr Grover also mentors CEOs and executive teams on strategy, leadership and sustainable growth, and currently serves as executive chairman of EchoIQ Ltd (ASX:EIQ). He brings extensive expertise in governance, operational execution and long-term value creation.

#### **3.4 Independence**

While Mr Andrew Grover is a non-executive director, he is not considered to be independent as he served as interim Chief Executive Officer from 24 December 2025 until 16 April 2026.

#### **3.5 Directors' Recommendation**

The Directors (with Mr Andrew Grover abstaining from making a recommendation) recommend that Shareholders vote **in favour** of Resolution 2.

#### **3.6 Chair's Voting Intentions**

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 2.

#### **3.7 Technical information required by ASX Listing Rule 14.1A**

If this Resolution 2 is passed, Mr Grover will be elected to the Board as a non-independent Chairman and Non-Executive Director.

If this Resolution 2 is not passed, Mr Grover will not continue in his role as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

### **4. Background to Resolutions 3 – 10: Proposed Acquisition and Placement**

#### **4.1 Proposed Acquisition of Sprout**

On 25 May 2026, the Company announced that it had entered a share sale agreement (**Share Sale Agreement**) pursuant to which Better Brands Global Pty Ltd (ACN 695 876 889) (**BBG**), a wholly owned subsidiary of the Company, agreed to acquire 100% of the issued capital in Sprout Organic Pty Ltd (ACN 639 172 517) (**Sprout**) including Sprout's wholly owned subsidiary Better Brands 3PL Pty Ltd (ACN 682 935 922) (**Better Brands**)(the **Proposed Acquisition**).

The Company is required to obtain Shareholder approval for the Proposed Acquisition for the purposes of ASX Listing Rule 11.1.2, this being the subject of Resolution 3.

Below sets out the material information for Shareholders to make an informed decision on whether to approve the Company undertaking of the Proposed Acquisition.

#### 4.2 About the Company

The Company is an Israeli public company listed on the official list of the ASX since 28 October 2020. Since its listing on ASX, the Company's activities have centered around the development, production and commercialisation of clinically tested nutritional supplement formulations for children.

The Company owns the intellectual property to the following children's nutritional products, including:

- (a) **Healthy Heights** - a supplement formula shown in a clinical study to improve height and weight in children between the ages of 3 and 9 years;
- (b) **Healthy Height Junior Growth Formula** - a supplement formula shown in a clinical study to improve height and weight in children 10 years old and older; and
- (c) **Healthy Heights Sports Formula** – a supplement formula designed to support athletic performance of children.

#### 4.3 About Sprout

Sprout is an Australian brand that develops, markets and distributes organic, Plant-based and allergen-friendly infant and children's nutrition products through outsourced manufacturing and established retail, pharmacy and eCommerce channels.

Sprout's first flagship product is the world's first 100% organic, Plant-based infant and children's formula. Its primary market differentiator is that it is free from common allergens, including dairy and soy, along with being 100% Plant based and organic. The formula is paediatrician-approved and has been formulated to meet all requirements of the Food Standards Australia & New Zealand (FSANZ) code. Sprout also produces and sells a range of healthy, Plant-based children's snacks and shakes. This range includes kids' snack bars, toddler formula and essential shakes.

#### 4.4 Commercial rationale for the Proposed Acquisition

The Proposed Acquisition aligns with the Company's strategy to expand its children's nutrition business, improve operating efficiency, broaden its product portfolio and leverage complementary distribution networks. Through combining the Company's clinically driven formulations with Sprout's organic and Plant-based range, it is expected to address a wider spectrum of consumer preferences. The anticipated benefits include enhanced cross-selling opportunities, expanded retail and online reach, improved logistics efficiency through Sprout's warehousing and fulfilment capability, and coordinated procurement and back-office functions.

The Board considers that the Proposed Acquisition will strengthen the Company's overall market position and growth trajectory in the following ways:

- (a) **Expanded Product Portfolio and Market Coverage**
  - (a) The addition of Sprout's organic, Plant-based children's nutrition products complements the NGS's clinically validated children's supplements, enabling the Company to offer a full-spectrum portfolio from children's formula to nutritional shakes for older children.
  - (b) This broadens the Company's addressable market, increases cross-selling opportunities, and strengthens its positioning as a comprehensive children's nutrition provider.
- (b) **Enhanced Distribution and Sales Channels**

- (a) Sprout's established retail, pharmacy, and eCommerce networks in Australia provide NGS with additional channels for its existing products.
- (b) The Company's established US and international eCommerce capabilities similarly create potential new markets for Sprout's products, expanding revenue without significant incremental infrastructure investment.
- (c) **Operational and Cost Efficiencies**
  - (a) Shared manufacturing, logistics and procurement functions are expected to reduce unit costs and improve margins across both product lines.
  - (b) Consolidation of back-office functions such as finance, marketing, and customer service will create operational efficiencies while maintaining service quality.
- (d) **R&D and Capability Enhancement**
  - (a) NGS's clinical and scientific expertise will enhance Sprout's product development and regulatory processes.
  - (b) Combined innovation efforts are expected to accelerate the development of new products and formulations, benefiting both the existing NGS portfolio and the newly acquired Sprout range.
- (e) **Revenue Growth and Brand Strengthening**
  - (a) The complementary brand positioning allows NGS to address multiple consumer preferences. From clinically validated nutritional support to organic, allergen-free solutions. This is expected to strengthen brand equity and loyalty.
  - (b) Cross-promotion, joint marketing initiatives, and combined customer insights are expected to drive incremental revenue and market share growth.

#### 4.5 Material terms of the Proposed Acquisition

In consideration for acquiring 100% of the issued capital in Sprout, the Company will issue an aggregate of 401,228,887 Shares to the shareholders in Sprout (**Sprout Shareholders**) as upfront scrip consideration equal to an aggregate consideration of \$8,024,578 (**Upfront Scrip Consideration**). The issue of the Upfront Scrip Consideration to the Sprout Shareholders is subject to Shareholder approval, this being the subject of Resolution 4.

The Company will also assume and discharge Sprout liabilities, including:

- 1) Sprout loans totalling \$1,575,422, which will be settled through a combination of \$650,000 in cash (**Loan Cash Payment**) and the issue of an aggregate of 46,271,114 Shares (**Loan Repayment Shares**) at a deemed issue price of \$0.02 per Share valued at \$925,422 (**Loan Scrip Payment**), this being the subject of Resolution 5. Subject to Shareholder approval being obtained, the Loan Repayment Shares will be issued to:
  - a. Mr Selasi Berdie (or his nominee(s)) who will receive 1,074,695 Loan Repayment Shares to settle the \$21,493.90 debt that Sprout owes to him or his related parties; and
  - b. Mr Ben Chester (or his nominee(s)) will receive 37,047,029 Loan Repayment Shares to settle the \$740,940.57 debt that Sprout owes to him or his related parties;
  - c. Mr Brenten Simmonds (or his nominee(s)) will receive 500,000 Loan Repayment Shares to settle the \$10,000 debt that Sprout owes to him or his related parties;
  - d. Mr Miles Muecke (or his nominee(s)) will receive 1,074,695 Loan Repayment Shares to settle the \$21,493.90 debt that Sprout owes to him or his related parties;
  - e. Ms Nadia Schiling (or his nominee(s)) will receive 574,695 Loan Repayment Shares to settle the \$11,493.90 debt that Sprout owes to her or her related parties; and
  - f. Bopify Pty Ltd (or their nominee(s)) will receive 3,000,000 Loan Repayment Shares to settle the \$60,000 debt that Sprout owes to the entity; and
  - g. Dropbear Fund Pty Ltd (or their nominee(s)) will receive 3,000,000 Loan Repayment Shares to settle the \$60,000 debt that Sprout owes to the entity,

(together, the recipients of the Loan Repayment Shares are **Sprout Creditors**).

The Loan Cash Payment will be paid at completion of the Proposed Acquisition (**Completion**);

- 2) Sprout's liability of \$250,000 owing to Refresh Wild Pty Ltd (**Refresh Wild**) under the convertible notes on terms set out in Section 8.2 of the Explanatory Statement (**Convertible Notes**). To discharge this liability, the Company will issue 13,888,889 Shares (**Convertible Note Shares**) to Refresh Wild (or its nominee(s)) at a deemed issue price of \$0.018 per Share, subject to obtaining Shareholder approval under Resolution 6; and
- 3) the corporate advisory fee valued at \$300,000 owing to the Powerhouse Advisory Australia Pty Ltd (**Powerhouse Advisory** or **Corporate Advisor**). The Company intends to issue 15,000,000 Shares to the Corporate Advisor (or their nominee(s)) at a deemed issue price of \$0.02 per Share to discharge this corporate advisory fee, subject to obtaining Shareholder approval under Resolution 7.

Upon Completion, the Company intends to appoint Mr Selasi Berdie as a Director subject to obtaining Shareholder approval under Resolution 8 of this Notice.

A summary of the material terms of the Share Sale Agreement is further set out in Schedule 1 of this Notice.

#### 4.6 Capital Raising

In conjunction with and subject to the Proposed Acquisition being approved by Shareholders under Resolution 3, the Company is proposing to undertake a capital raise through the issue of 125,000,000 Shares (**Placement Shares**) to unrelated sophisticated and professional investors (**Placement Participants**) at an issue price of \$0.02 per Share, raising \$2,500,000 (before costs) (**Placement**). The issue of the Placement Shares is subject to Shareholder approval under Resolution 9.

Completion of the Placement is a condition precedent to the Proposed Acquisition under the Share Sale Agreement and is intended to ensure that the Company has sufficient funding to meet its near-term operational, integration and transaction-related commitments.

The Placement will be partially underwritten by the Lead Manager. Refer to Section 4.7 of the Explanatory Statement below for further details.

The Company intends to use the funds raised under the Placement for the following purposes:

USE OF FUNDS <sup>1</sup>	AMOUNT (\$USD) <sup>2</sup>	AMOUNT (\$AUD)	PERCENTAGE OF FUNDS (%)
Manufacturing of stock	400,000	571,429	22.86
Sales and marketing	100,000	142,858	5.71
Compliance and governance	50,000	71,429	2.86
Sprout debt repayment	456,000	651,428	26.06
General overheads	175,000	250,000	10.00
Working Capital	269,000	384,285	15.37
Proposed Acquisition Costs	300,000	428,571	17.14
<b>TOTAL</b>	<b>1,750,000</b>	<b>2,500,000</b>	<b>100.00</b>

**Notes:**

1. The information included in this table is a statement of intention at the date of the Notice and is subject to change.
2. Presuming an exchange rate of AUD\$1: US\$0.70.

#### 4.7 Lead Manager and Underwriter

The Company has appointed Taurus Capital Group Pty Ltd (ACN 091 980 764) (**Lead Manager**) to act as lead manager to the Placement and partially underwrite the Placement up to \$2,000,000 pursuant to a lead manager mandate (**Lead Manager Mandate**).

The material terms of the Lead Manager Mandate are summarised below.

1) .

<b>Services</b>	The Lead Manager agrees to: <ul style="list-style-type: none"> <li>provide lead manager services in relation to the Placement; and</li> <li>partially underwrite the Placement up to \$2.0 million.</li> </ul>
<b>Fees</b>	In exchange for the services above, the Company agrees to: <ul style="list-style-type: none"> <li>pay the Lead Manager a cash fee of 6% (plus GST) of the total amount raised under the Placement, payable within seven days of completion of the Placement; and</li> <li>issue to the Lead Manager (or its nominee(s)) 20,000,000 Options exercisable at \$0.025 per Option on or before the date that is three years from the date of issue, and otherwise on the terms and conditions set out in Schedule 4 (<b>Lead Manager Options</b>), subject to obtaining Shareholder approval, this being the subject of Resolution 10.</li> </ul>
<b>Expenses</b>	<ul style="list-style-type: none"> <li>The Company agrees to reimburse the Lead Manager's expenses incurred in relation to the services provided, including government fees and charges, travel and accommodation, postage and delivery and delivery versus payment fees.</li> <li>Where expenses reach \$1,000 cumulatively for a calendar month, all additional costs require the Company's prior approval.</li> </ul>
<b>Indemnity</b>	The Company indemnifies the Lead Manager (and its directors, employees, agents and associated companies) (the <b>Indemnified Parties</b> ) for losses incurred in connection with the Lead Manager's engagement, excluding losses that arise from the Indemnified Parties' negligence or wilful misconduct.
<b>Termination</b>	Either party may terminate the Lead Manager Mandate with cause on 14 days' notice.

The Lead Manager Mandate is otherwise on terms and conditions considered standard for an agreement of this nature.

#### 4.8 Effect on Capital Structure

The indicative number of Securities which the Company will have on issue, assuming all Resolutions in this Notice are approved by Shareholders, is as follows:

<b>NGS CAPITAL STRUCTURE</b>	<b>AMOUNT</b>
<b>Shares on issue</b>	<b>333,093,207</b>
Number of Shares issued to Sprout shareholders <sup>[1]</sup>	401,228,887
Number of Loan Repayment Shares <sup>[1]</sup>	46,271,114
Maximum number of Shares issued upon conversion of the Convertible Notes <sup>[1]</sup>	13,888,889
Number of Shares to be issued to the Corporate Advisor <sup>[1]</sup>	15,000,000
<b>Total Shares issued in connection with the Proposed Acquisition</b>	<b>476,388,890</b> <sup>[2]</sup>

Shares issued under Placement <sup>[2]</sup>	125,000,000
Number of Shares issued to Directors in lieu of fees <sup>[3]</sup>	14,220,000
<b>Total Shares Post-Proposed Acquisition and Placement</b>	<b>948,702,097</b>
Options on issue	90,385,421
Options issued to the Lead Manager <sup>[4]</sup>	20,000,000
Options issued under Placement	Nil
Options issued in relation to the Proposed Acquisition	Nil
Class A Incentive Options to be issued <sup>[5]</sup>	30,000,000
Class B Incentive Options to be issued <sup>[6]</sup>	15,000,000
<b>Total Options Post-Proposed Acquisition and Placement</b>	<b>155,385,421</b>
<b>Total Diluted Securities Post-Proposed Acquisition and Placement</b>	<b>1,104,087,518</b>

**Notes:**

1. Refer to Section 4.5 of the Explanatory Statement above.
2. Refer to Section 4.6 of the Explanatory Statement above.
3. Refer to Sections 13 to 15 in the Explanatory Statement below.
4. Refer to Section 4.7 of the Explanatory Statement above.
5. Refer to Section 16 in the Explanatory Statement below.
6. Refer to Section 17 in the Explanatory Statement below.
7. For the avoidance of doubt, the Proposed Acquisition will not result in control of NGS passing to any Sprout shareholder. While Sprout shareholders will receive Shares in NGS as consideration, the resulting ownership of NGS will remain dispersed. In particular, the directors of Sprout, Selasi Berdie and Ben Chester, are each expected to hold approximately 9.83% and 13.62% respectively in NGS following completion of the Proposed Acquisition. Sprout itself currently has a broad shareholder base, including approximately 480 crowd-sourced funding and ordinary shareholders, and no single Sprout shareholder will obtain control of NGS as a consequence of the Proposed Acquisition. Refer to Section 4.12 below for further details on indicative substantial holders following the Proposed Acquisition and the Placement.

#### 4.9 Conditionality of Resolutions

Resolution 3 is the primary transaction resolution. Resolutions 4 to 10 are each contingent on the approval of Resolution 3, as they relate to matters that only arise upon completion of the acquisition. If Resolution 3 is not approved, none of those Resolutions will take effect, and the associated transactions will not proceed.

#### 4.10 Impact of Proposed Acquisition on Company's Existing Business

Subject to the Completion, the proposed business model for Combined Group is set out below:

- Months 0 – 3: Foundation and Alignment**
  - (i) Align the brand, marketing and communications strategy across the Combined Group;
  - (ii) Confirm combined regulatory and quality assurance approach in Australia, USA, the European Union and China; and
  - (iii) Review all existing supply chain, distributor and retail agreements and integrate forecasting systems.
- Months 3 - 6: Operational Integration**
  - (i) Consolidate back-office functions including accounting, digital and administrative services;
  - (ii) Integrate eCommerce operations across Shopify, Amazon and marketplace channels;
  - (iii) Implement share logistics and warehousing arrangements across Australia and the USA; and
  - (iv) Begin cross sell programs across retail and distributor networks.

(c) **Months 6 – 12: Growth and Expansion**

- (i) Launch a combined innovation roadmap for children’s nutrition;
- (ii) Expand the product portfolio through coordinated research and development and regulatory pathways;
- (iii) Progress targeted international market entries leveraging NGS channels;
- (iv) Optimise procurement, forecasting and production Planning for scale; and
- (v) Finalise Combined Group reporting, budgeting and commercial KPI alignment.

**4.10A Changes to Board and Senior Management**

Subject to completion of the Acquisition, Mr Selasi Berdie, the founder and Chief Executive Officer of Sprout, is expected to be appointed as Chief Executive Officer and Executive Director of the Company, subject to Shareholder approval under Resolution 8. Mr Ben Chester, currently Chief Operating Officer of Sprout, is expected to be appointed as Chief Operating Officer of the Combined Group.

Mr Manik Pujara, who currently serves as Executive Director and Interim Chief Executive Officer of the Company, is expected to transition to the role of Non-Executive Director following Completion. Other than as disclosed above, no material changes to the composition of the Board are presently proposed as a consequence of the Proposed Acquisition.

**4.11 Substantial Shareholders on a Post-Proposed Acquisition basis**

Based on publicly available information, those Shareholders holding 5% or more of the Securities on issue as at the date of this Notice are set out below.

As at the date of this Notice

SHAREHOLDER	SHARES	OPTIONS	% (UNDILUTED) <sup>1</sup>	% (FULLY DILUTED) <sup>2</sup>
Kli Pty Ltd <The T Teh's Family A/C>	29,000,000	Nil	8.71	6.85
Toronga Pty Ltd	23,250,000	Nil	7.05	6.79
Non-Correlated Capital Pty Ltd <Investius PB Micro Cap A/C>	23,066,667	Nil	6.92	5.45
A22 Pty Ltd	20,500,000	Nil	6.15	4.84
Shah Nominees Pty Ltd	19,000,000	Nil	5.70%	4.49

**Notes:**

- 1. Calculated on the basis that there are 333,093,207 Shares on issue as at the date of this Notice.
- 2. Calculated on the basis that, if all Securities as at the date of this Notice are fully diluted, there will be 423,478,628 Shares on issue.

Those Shareholders holding 5% or more of the Securities on issue on completion of the Proposed Acquisition and the Placement (assuming the Placement is fully subscribed) and that no Shareholder subscribes or receives additional Shares pursuant to the Placement other than as contemplated in this Notice) are set out in the table below.

**On completion of the Proposed Acquisition and the Placement**

SHAREHOLDER	SHARES	OPTIONS	% (UNDILUTED) <sup>1</sup>	% (FULLY DILUTED) <sup>2</sup>
Ben Chester	129,205,572	Nil	13.62%	11.70%
Selasi Berdie	93,233,238	Nil	9.83%	8.44%

SHAREHOLDER	SHARES	OPTIONS	% (UNDILUTED) <sup>1</sup>	% (FULLY DILUTED) <sup>2</sup>
Miles Muecke	93,233,238	Nil	9.83%	8.44%
Brenten Simmonds	92,658,543	Nil	9.77%	8.39%

**Notes:**

1. Calculated on the presumption that there will be 948,702,097 Shares on issue following the Proposed Acquisition and issue of all Securities contemplated under this Notice.
2. Calculated on the presumption that, if all Securities on issue following the Proposed Acquisition and issue of all Securities contemplated under this Notice are fully diluted, there will be 1,104,087,518 Shares on issue.

#### 4.12 Pro forma balance sheet and financial effect of the Proposed Acquisition

The pro forma balance sheet of the Company following Completion and issues of all Securities contemplated by this Notice is set out in Schedule 3 of this Notice. The historical and pro forma information is presented in abbreviated form, insofar as it does not include all of the disclosure required by the International Financial Reporting Standards applicable to its annual financial statements.

The pro forma balance sheet illustrates the principal effect of the Proposed Acquisition and Placement on the consolidated financial position of the Company. On a pro forma basis, total assets are expected to increase from approximately US\$1.8 million to US\$10.3 million and total equity is expected to increase from approximately US\$0.3 million to US\$8.2 million.

The increase in total assets is primarily attributable to the acquisition of the target business and the recognition of associated intangible assets, together with the net proceeds of the Placement. The increase in total equity reflects the consideration securities to be issued under the Proposed Acquisition and the equity capital raised under the Placement.

Based on the historical financial information of the Company and Sprout for the year ended 31 December 2025, the Combined Group would have generated annual revenue of approximately US\$5.3 million and a loss before tax and extraordinary items of approximately US\$1.8 million. The corresponding annual expenditure of the Combined Group would have been approximately US\$7.1 million. These figures are unaudited and illustrative only and do not reflect any anticipated synergies, identified annualised cost savings, integration costs or future operating performance of the Combined Group.

The Company expects the Proposed Acquisition to contribute additional revenue-generating operations and operational efficiencies. However, the actual future impact of the Proposed Acquisition and Placement on the Company's annual revenue, expenditure and profit before tax will depend on the performance of the Combined Group following completion.

#### 4.13 Indicative Timetable

Subject to Shareholder approval of Resolution 3 and the other relevant Resolutions 4-10 in this Notice, Completion of the Proposed Acquisition is expected to occur as soon as practicable following the Meeting and satisfaction (or waiver, where applicable) of the remaining conditions precedent under the Share Sale Agreement.

The Consideration Shares, Loan Repayment Shares, Convertible Note Shares, Placement Shares and Lead Manager Options are expected to be issued shortly following Completion and, in each case, within the timeframes specified in the relevant Resolutions and in any event no later than three months after the date of the Meeting (or such later date as permitted by the ASX Listing Rules).

#### 4.14 ASX Disclaimer

ASX takes no responsibility for the contents of this Notice of Meeting and makes no statement regarding the merits of the Proposed Acquisition or the transactions contemplated by this Notice.

## **5. Resolution 3: Approval of the Proposed Acquisition**

### **5.1 General**

Resolution 3 seeks the approval of Shareholders for the Company to undertake the Proposed Acquisition for the purposes of ASX Listing Rule 11.1.2 and for all other purposes.

A detailed description of the Proposed Acquisition and the associated transactions are outlined in Section 4 of the Explanatory Statement above. The material terms and conditions of the Share Sale Agreement which effects the Proposed Acquisition are included in Schedule 1 to this Notice.

### **5.2 ASX Listing Rule 11.1**

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and/or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the company were applying for admission to the Official List.

### **5.3 ASX Listing Rule 11.1.2**

ASX Listing Rule 11.1.2 empowers ASX to require a listed company to obtain the approval of its shareholders to make a significant change to the nature or scale of its activities. For this reason, the Company is seeking Shareholder approval under Resolution 3 for the Company to undertake the Proposed Acquisition under ASX Listing Rule 11.1.2.

### **5.4 Technical information required by ASX Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the Proposed Acquisition as outlined in this Notice, including the acquisition of 100% of the issued capital in Sprout and assume certain liabilities in Sprout. Approval of Resolution 3 will enable the Company to proceed with the Resolutions addressed in Resolution 4 to 10, each of which is contingent on the Proposed Acquisition being approved and will only take effect if the relevant Resolution is also passed by Shareholders.

If Resolution 3 is not passed, the Company will not be able to proceed with the Proposed Acquisition and Resolutions 4, 5, 6, 7, 8, 9 and 10 will be withdrawn.

### **5.5 Directors' Recommendation**

The Directors recommend that Shareholders vote **in favour** of Resolution 3.

### **5.6 Chair's Voting Intentions**

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 3.

## **6. Resolution 4: Approval to issue Shares to Sprout Shareholders in consideration for the Proposed Acquisition**

### **6.1 General**

Subject to Resolution 3 being approved by Shareholders, this Resolution 4 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of an aggregate of 401,228,887 Consideration Shares to the Sprout Shareholders in consideration for BBG's acquisition of 100% of the issued capital in Sprout under the Share Sale Agreement.

## 6.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX 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 shares it had on issue at the start of that period.

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

## 6.3 Technical information required by ASX Listing Rule 14.1A

If this Resolution 4 is passed, the Company will be able to proceed with the issue of the Upfront Scrip Consideration to Sprout Shareholders. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Upfront Scrip Consideration to the Sprout Shareholders (or their nominee(s)). Accordingly, subject to the renegotiation of the Share Sale Agreement, the Proposed Acquisition will not proceed if Shareholders do not approve this Resolution.

## 6.4 Technical information required by ASX Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Sprout Shareholders (or their nominee(s)).  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	401,228,887 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Price or other consideration the Company will</b>	The Securities will be issued at a nil issue price, in consideration for the acquisition of 100% of the issued capital in Sprout under the Share Sale Agreement.

REQUIRED INFORMATION	DETAILS
receive for the Securities	
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Share Sale Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Share Sale Agreement a summary of the material terms of which is set out in Section 4.5 of the Explanatory Statement and further set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

## 6.5 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 4.

## 6.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 4.

## 7. Resolution 5: Approval to issue Loan Repayment Shares to Sprout Creditors

### 7.1 General

As noted in Section 4.1 of the Explanatory Statement, subject to the Proposed Acquisition being approved by Shareholders under Resolution 3, the Company will assume the Sprout loans totalling \$1,575,422 as part of the Proposed Acquisition. The Company has agreed with the Sprout Creditors to settle \$925,422 of the total debt through the issue of an aggregate of 46,271,114 Loan Repayment Shares to the Sprout Creditors.

Further details about the Sprout Creditors and the number of Shares each will be issued subject to Shareholder approval being obtained is set out in Section 4.5 of the Explanatory Statement.

The Loan Repayment Shares issued to Mr Selasi Berdie will not require Shareholder approval pursuant to Listing Rule 10.11 as Mr Berdie would not otherwise be a Related Party of the Company but for the fact he believes, or has reasonable grounds to believe, that he is likely to become a Related Party by virtue of this Proposed Acquisition. The issue of Shares to Mr Berdie (or his nominee(s)) under Resolution 5 therefore relies on Exception 12 of Listing Rule 10.12.

### 7.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 6.2 above.

Resolution 5 seeks the required Shareholder approval to issue the Loan Repayment Shares under and for the purposes of ASX Listing Rule 7.1.

### 7.3 Effect of Shareholder approval

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 46,271,114 Loan

Repayment Shares to the Sprout Creditors (or their nominee(s)). In addition, the issue of these Loan Repayment Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Loan Repayment Shares to the Sprout Creditors, and the Company will be required to settle the relevant portion of the Sprout director loans through alternative means, which will likely be through the payment of cash.

#### 7.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

<p><b>Name of the persons receiving the securities</b> 7.3.1</p>	<p>The Loan Repayment Shares will be issued to the following:</p> <ul style="list-style-type: none"> <li>• Mr Selasi Berdie (or his nominee(s))</li> <li>• Mr Ben Chester (or his nominee(s))</li> <li>• Mr Brenten Simmonds (or his nominee(s))</li> <li>• Mr Miles Muecke (or his nominee(s))</li> <li>• Ms Nadia Schiling (or her nominee(s))</li> <li>• Bopify Pty Ltd (or their nominee(s)); and</li> <li>• Dropbear Fund Pty Ltd (or their nominee(s)).</li> </ul> <p>Each Sprout Creditor will receive the number of Loan Repayment Shares set out in Section 4.5 of the Explanatory Statement.</p>
<p><b>Number and class of securities</b> 7.3.2</p>	<p>46,271,114 Loan Repayment Shares.</p>
<p><b>Terms of the Securities</b> 7.3.3</p>	<p>The Loan Repayment Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p>
<p><b>Date of issue</b> 7.3.4</p>	<p>The Loan Repayment Shares will be issued no later than three months after the date of the Annual General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules).</p> <p>It is anticipated that the Loan Repayment Shares will be issued within 5 business days following these Resolutions being approved.</p>
<p><b>Issue Price</b> 7.3.5</p>	<p>The Loan Repayment Shares will be issued for nil consideration but will be issued at a deemed issue price of \$0.02 per Share.</p>
<p><b>The purpose of the issue</b> 7.3.6</p>	<p>The Loan Repayment Shares will be issued in partial repayment of Sprout debts owing to the Sprout Creditors assumed by the Company under the Share Sale Agreement.</p>
<p><b>Summary of material terms of the relevant agreement</b> 7.3.7</p>	<p>The Loan Repayment Shares are to be issued to comply with the provision of the Share Sale Agreement that detailed:</p> <ul style="list-style-type: none"> <li>• the deemed issue price of each Loan Repayment Shares; and</li> <li>• the proposed issue date of each Loan Repayment Shares.</li> </ul>

	A summary of the Share Sale Agreement is contained in Schedule 1 of this Notice.
<b>Reverse Takeover</b> 7.3.8	The Loan Repayment Shares are not being issued under, or to fund, a reverse takeover.
<b>Voting exclusion statement</b> 7.3.9	A voting exclusion statement is included in Resolution 5 of this Notice.

## 7.5 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 5.

## 7.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 5.

## 8. Resolution 6: Approval to issue Shares to Refresh Wild Pty Ltd on conversion of Sprout Convertible Notes under ASX Listing Rule 7.1

### 8.1 General

On 19 November 2025, Sprout entered a term sheet with Refresh Wild pursuant to which Refresh Wild subscribed for \$250,000 in exchange for receiving 250,000 Convertible Notes (**Term Sheet**). The material terms of the Term Sheet is set out in Section 8.2 of the Explanatory Statement below.

Subject to Shareholders approving the Proposed Acquisition, the Company will assume Sprout's outstanding liability for the Convertible Notes.

Upon Completion and subject to Shareholder approval being obtained under this Resolution 6 for the purposes of ASX Listing Rule 7.1, these Convertible Notes will convert into 13,888,889 Shares in NGS at a deemed issue price of \$0.018 per Share. This Resolution 6 seeks Shareholder approval for the issue of 13,888,889 Convertible Note Shares to Refresh Wild (or its nominee(s)).

The issue of the Convertible Note Shares forms part of the overall consideration structure for the Proposed Acquisition and will only proceed if Resolution 3 is approved. Refer to Section 4 of the Explanatory Statement for further information regarding the Proposed Acquisition and the associated transactions.

### 8.2 Term Sheet for Convertible Notes

The material terms of the Term Sheet are set out below:

<b>Parties</b>	Sprout Organic Pty Ltd (ACN 639 172 517) Refresh Wild Pty Ltd
<b>Principal</b>	Each Convertible Note has a face value of \$1.00 each ( <b>Face Value</b> ), which when multiplied by the total amount paid by the subscriber ( <b>Principal</b> ), equals the number of Convertible Notes subscribed for.
<b>Use of Funds</b>	Sprout agrees to use the funds raised from the subscription of Convertible Notes as working capital.

<b>Interest</b>	<p>Interest accrues on the Principal at a rate of 10% per annum from the subscription date until the date that the Convertible Notes are redeemed or converted into Shares.</p> <p>Interest accrues on the basis of a 365-day year and is calculated and payable quarterly in arrears.</p>
<b>Repayment Date</b>	Convertible Notes shall be converted or otherwise redeemed within 9 months of the date of execution of the Term Sheet ( <b>Repayment Date</b> )
<b>Redemption</b>	<p>Company must redeem the Convertible Notes for their Face Value (plus any unpaid interest):</p> <ul style="list-style-type: none"> <li>• on the Repayment Date; or</li> <li>• within 10 business days of the occurrence of an unremedied event of default.</li> </ul>
<b>Conversion</b>	<p>Upon Completion, the Convertible Notes shall convert into Shares in NGS at the Conversion Price.</p> <p>Each Convertible Note will be converted into Shares of NGS at a price of 90% of the deemed issue price per Share under the Proposed Acquisition (<b>Conversion Price</b>).</p> <p>The number of Shares to be issued shall be calculated by dividing the Principal (plus any unpaid interest) by the Conversion Price.</p> <p>The issue of Shares by NGS on conversion of the Convertible Notes under the Term Sheet will be deemed to have satisfied Sprout's obligations to the holder of the Convertible Notes in respect of the Principal on the Convertible Notes.</p>

### 8.3 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 6.2 of the Explanatory Statement above.

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. Resolution 6 seeks the required Shareholder approval to issue the Convertible Note Shares under and for the purposes of ASX Listing Rule 7.1.

### 8.4 Effect of Shareholder approval

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Convertible Note Shares. In addition, the issue of the Convertible Note Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Convertible Note Shares, and the Convertible Notes will remain a liability to be payable by the Company.

### 8.5 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

<b>Name of the persons receiving the securities</b>	Refresh Wild Pty Ltd (or its nominee(s)).
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7.3.1	
<b>Number and class of securities</b> 7.3.2	13,888,889 Convertible Note Shares will be issued.
<b>If not fully paid ordinary securities, a summary of material terms of the securities</b> 7.3.3	The Convertible Note Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date of issue</b> 7.3.4	The Convertible Note Shares will be issued no later than three months after the date of the Annual General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules). It is anticipated that the Convertible Note Shares will be issued within five business days following this Resolution being approved.
<b>Issue Price</b> 7.3.5	The Convertible Note Shares will be issued for nil consideration but at a deemed issue price of \$0.018 per Share, this being 90% of the deemed issue price per Share under the Proposed Acquisition.
<b>The purpose of the issue</b> 7.3.6	The Convertible Note Shares will be issued in full satisfaction of Sprout's outstanding Convertible Notes, the liability for which will be assumed by the Company under the Share Sale Agreement (subject to Shareholders approving Resolution 3).
<b>Summary of material terms of the relevant agreement</b> 7.3.7	The Convertible Note Shares are to be issued in accordance with the Term Sheet. The material terms of the Term Sheet are set out in Section 8.2 of the Explanatory Statement above.
<b>Reverse Takeover</b> 7.3.8	The Convertible Note Shares are not being issued under, or to fund, a reverse takeover.
<b>Voting exclusion statement</b> 7.3.9	A voting exclusion statement is included in Resolution 6 of the Notice of Annual General Meeting.

## 8.6 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 6.

## 8.7 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 6.

## 9. Resolution 7: Approval to issue Shares to Powerhouse Advisory for payment of the Corporate Advisory Fee under ASX Listing Rule 7.1

### 9.1 General

Subject to the passing of Resolution 3, this Resolution 7 seeks Shareholder approval for the issue of 15,000,000 Shares to the Corporate Advisor (or its nominee(s)) as payment for corporate advisory services provided in relation to the Proposed Acquisition.

## 9.2 ASX Listing Rule 7.1

The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 to issue the 15,000,000 Shares.

A summary of the application of ASX Listing Rule 7.1 is set out in Section 6.2 of the Explanatory Statement. 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 ASX Listing Rule 7.1.

## 9.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 7 is passed, the issue of the Shares will be excluded in calculating the Company's utilisation of its 15% Capacity under ASX Listing Rule 7.1, which will provide the Company flexibility to issue Equity Securities in the future without obtaining Shareholder approval, if required.

If Resolution 7 is not passed, the Company will not be able to issue the Shares, meaning the corporate advisory fee of \$300,000 will likely be paid in cash.

## 9.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

<b>Name of the persons receiving the securities</b> 7.3.1	Powerhouse Advisory (or their nominee(s)).
<b>Number and class of securities</b> 7.3.2	The maximum number of Shares to be issued is 15,000,000.
<b>Terms of Securities</b> 7.3.3	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date of issue</b> 7.3.4	The Company expects to issue the Shares in a single tranche as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Issue Price</b> 7.3.5	The Shares will be issued for nil consideration, but the deemed value of the Shares is \$300,000 equating to \$0.02 per Share.
<b>The purpose of the issue</b> 7.3.6	The Shares will be issued to the Corporate Advisor to comply with the terms of Share Sale Agreement.
<b>Summary of material terms of the relevant agreement</b>	The Shares are being issued to the Corporate Advisor under the Share Sale Agreement. It is a term of the Share Sale Agreement that the Company assumes the \$300,000

7.3.7	debt which Sprout owes to the Corporate Advisor for corporate advisory services provided to Sprout.  The material terms of the Share Sale Agreement are set out in Section 4.5 of the Explanatory Statement and further set out in Schedule 1 of this Notice.
Reverse Takeover 7.3.8	The Shares are not being issued under, or to fund, a reverse takeover.
Voting exclusion statement 7.3.9	A voting exclusion statement is included in Resolution 7 of the Notice of Annual General Meeting.

## 9.5 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 7.

## 9.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 7.

## 10. Resolution 8: Election of Mr Selasi Berdie as Director

### 10.1 General

Subject to Shareholder approval of Resolution 3, this Resolution 8 seeks Shareholder approval to appoint Mr Selasi Berdie as a Director effective upon Completion. The Board has determined, subject to obtaining Shareholder approval under this Resolution, that Mr Berdie will be an executive Director.

Refer to Section 4 of the Explanatory Statement for further information regarding the Proposed Acquisition.

### 10.2 Compliance with the Company's Articles of Association

This Resolution is required under articles 47.2 of the Company's Amended and Restated Articles of Association.

Article 47.2 provides that a Director of the Company shall be elected at an annual general meeting by the vote of a Shareholders' resolution.

Along with being subject to Shareholder approval, Mr Berdie's proposed appointment as a Director is also subject to and conditional upon Shareholder approval of Resolution 3 and the completion of the Proposed Acquisition.

### 10.3 Mr Selasi Berdie's qualifications and experience

Mr Selasi Berdie is the Chief Executive Officer and Founder of Sprout Organic Pty Ltd (ACN 639 172 517), where he has led the development of an award

### 10.4 Independence

As an executive Director, Mr Selasi Berdie is not considered to be an independent director.

### 10.5 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 8.

## 10.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 8.

## 11. Resolution 9: Approval to issue Placement Shares under ASX Listing Rule 7.1

### 11.1 General

As noted in Section 4.6 of the Explanatory Statement, the Company has announced its intention to undertake the Placement. Subject to and conditional upon Resolution 3 being approved by Shareholders, this Resolution 9 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 and for all other purposes for the issue of 125,000,000 Shares to Placement Participants at an issue price of \$0.02 per Share to raise \$2,500,000 (before costs).

### 11.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is included in Section 6.2 of the Explanatory Statement.

The issue of Placement Shares to Placement Participants does not fall within any of the exceptions to ASX Listing Rule 7.1 and exceeds the Company's combined capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

Resolution 9 seeks the required Shareholder approval to issue the Placement Shares for the purposes of ASX Listing Rule 7.1.

### 11.3 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Shares under the Placement and raise the \$2,500,000. In addition, the issue of the Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Shares under the Placement. As completion of the Placement is a condition precedent to the Proposed Acquisition under the Share Sale Agreement, subject to renegotiation, the Proposed Acquisition will not be completed if the issue of Shares under this Placement is not approved by Shareholders.

### 11.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

<b>Name of the persons receiving the securities</b> 7.3.1	<p>The Placement Shares will be issued to Placement Participants, being unrelated sophisticated and professional investors identified through a bookbuild process, which will involve the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
<b>Number and class of securities</b> 7.3.2	<p>The maximum number of securities to be issued is 125,000,000 Shares.</p>

<b>If not fully paid ordinary securities, a summary of material terms of the securities</b> 7.3.3	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date of issue</b> 7.3.4	The Placement Shares will be issued no later than three months after the date of the Annual General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules). It is anticipated that the Shares will be issued within 10 business days following this Resolution being approved.
<b>Issue Price</b> 7.3.5	The Placement Shares will be issued at a price of \$0.02 per Placement Share.
<b>The purpose of the issue</b> 7.3.6	Refer to Section 4.6 of the Explanatory Statement for details on the proposed use of funds raised under the Placement.
<b>Summary of material terms of the relevant agreement</b> 7.3.7	The Placement Shares are not being issued pursuant to an agreement.
<b>Reverse Takeover</b> 7.3.8	The Placement Shares are not being issued under, or to fund, a reverse takeover.
<b>Voting exclusion statement</b> 7.3.9	A voting exclusion statement is included in Resolution 9 of the Notice of Annual General Meeting.

## 11.5 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 9.

## 11.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 9.

## 12. Resolution 10: Approval to issue Lead Manager Options to Taurus Capital Group Pty Ltd

### 12.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 20,000,000 Lead Manager Options to Taurus Capital Group Pty Ltd (or its nominee(s)) in consideration for lead manager services provided in connection with the Placement. This Resolution is subject to Shareholders approving Resolution 3.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2, which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue Equity Securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

## 12.2 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Options to the Lead Manager. In addition, the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Subject to the Company's ability to renegotiate the Lead Manager Mandate, the Company will be required to pay cash consideration.

## 12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Taurus Capital Group Pty Ltd (or its nominee(s)).
Number of Securities and class to be issued	20,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided in connection with the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 4.7.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

## 12.4 Directors' Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 10.

## 12.5 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 10.

## 13. Resolution 11: Approval to issue Shares under the Equity Incentive Plan to Mr Manik Pujara in lieu of cash fees

### 13.1 Background

Mr Manik Pujara was appointed as director on 17 November 2025 and has provided services beyond those customarily expected of a non-executive director to support the Proposed Acquisition and associated activities. Subject to shareholder approval, Mr Manik Pujara has agreed to receive Shares in lieu of cash remuneration for the period from his appointment to 30 June 2026. Mr Manik Pujara has not received any payments from the Company since his appointment on 17 November 2025.

This Resolution 11 seeks Shareholder approval to issue 7,500,000 Shares (**Remuneration Shares**) to Mr Manik Pujara as consideration for his services provided for the period from his appointment date to 30 June 2026 under the Company's Equity Incentive Plan. Mr Manik Pujara served as a non-executive director from his appointment date of 17 November 2025 to 15 April 2026 and as an Executive Director from 16 April 2026 to 30 June 2026. From 1 July 2026, Mr Manik Pujara will receive his non-executive director fee in cash.

### 13.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in ASX Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within ASX Listing Rule 10.14.1 and therefore requires approval of the Shareholders under ASX Listing Rule 10.14.

### 13.3 Technical information required under ASX Listing Rule 14.1A

If this Resolution 11 is passed, the Company will proceed to issue the 7,500,000 Remuneration Shares to Mr Manik Pujara on the terms described below. These securities will not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

If this Resolution 11 is not passed, the 7,500,000 Remuneration Shares will not be issued and Mr Manik Pujara may receive additional amounts of cash remuneration, subject to the Board's discretion and the Company's remuneration policies.

### 13.4 Information required under ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Remuneration Shares:

<b>Name of the persons receiving the securities</b> <i>10.15.1</i>	Mr Manik Pujara (or his nominee).
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<b>Category under ASX Listing Rule 10.14</b> <i>10.15.2</i>	Mr Manik Pujara is a Director of the Company and therefore falls within the category in ASX Listing Rule 10.14.1.
<b>Number and class of securities</b> <i>10.15.3</i>	7,500,000 Shares.
<b>Remuneration</b> <i>10.15.4</i>	Mr Manik Pujara was appointed as a non-executive director on 17 November 2025. His base non-executive director fee was set at an annualised rate of \$90,720 inclusive of superannuation or exclusive of GST as applicable, from the date of appointment and will remain unchanged through the end of the 2026 calendar year. Accordingly, there is no proposed change to Mr Pujara's remuneration moving forward. Resolution 11 seeks Shareholder approval to issue \$150,000 to compensate Mr Manik Pujara for the interim period in which he fulfilled the executive functions of CEO and CFO during period from 16 April 2026 to 30 June 2026 as well as his non-executive director fee from his appointment date of 17 November 2025. From 1 July 2026 onwards Mr Manik Pujara will receive his non-executive director fee in cash.
<b>Securities previously issued under the Company's Equity Incentive Plan and the average acquisition price paid (if any)</b> <i>10.15.5</i>	No securities have been previously issued to Mr Manik Pujara under the Company's Employee Incentive Securities Plan.
<b>Details of the securities (if not fully paid ordinary shares)</b> <i>10.15.6</i>	The Remuneration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date of issue</b> <i>10.15.7</i>	The Remuneration Shares are intended to be issued as soon as practical after the Annual General Meeting but, in any event, no later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Issue Price</b> <i>10.15.8</i>	The Remuneration Shares will be issued for nil cash consideration as part of the remuneration package of Mr Manik Pujara. Accordingly, no funds will be raised from the issue of the Remuneration Shares.
<b>Summary of material terms of the Plan</b> <i>10.15.9</i>	A summary of the material terms of the Company's Equity Incentive Plan is included in Schedule 2 of this Explanatory Statement.
<b>Summary of material terms of any loan made in relation to the issue</b> <i>10.15.10</i>	No loan is being made in connection with the acquisition of the Remuneration Shares.
<b>10.15.11 Statement</b> <i>10.15.11</i>	Details of any securities issued under the Company's Equity Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, together with a statement that

<b>Voting exclusion statement</b> <i>10.15.12</i>	<p>approval for the issue of the securities was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Company's Equity Incentive Plan after this Resolution is approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.</p>
<b>Voting exclusion statement</b> <i>10.15.12</i>	<p>A voting exclusion statement is included in Resolution 11 of the Notice of Annual General Meeting.</p>

### 13.5 Directors' Recommendation

The Directors (with Mr Manik Pujara abstaining from making a recommendation) recommend that Shareholders vote **in favour** of Resolution 11.

### 13.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 11.

## 14. Resolution 12: Approval to issue Shares under the Equity Incentive Plan to Mr Andrew Grover in lieu of fees

### 14.1 General

Mr Andrew Grover agreed to accept his remuneration for the twelve-month period from his appointment date of 17 November 2025 to 16 November 2026 in Shares rather than cash. Mr Grover has not received any payment of his Director's fees for the period commencing on 17 November 2025.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 2,240,000 Shares to Mr Andrew Grover (or their nominee(s)) pursuant to the Employee Incentive Plan. The Shares are being issued in lieu of cash fees payable to Mr Grover for the period from 17 July 2026 to 16 November 2026.

This Resolution is subject to Shareholders re-electing Mr Grover as a Director under Resolution 2.

### 14.2 Listing Rule 10.14

A summary of Listing Rule 10.14 is set out in Section 13.2 above.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

### 14.3 Technical information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue within 3 years after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue and subject to renegotiation with the Director, the Company will be required to pay Mr Grover's remuneration in cash.

### 14.4 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Mr Andrew Grover (or his nominee(s)).
<b>Categorisation under Listing Rule 10.14</b>	Mr Grover falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of Mr Grover who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
<b>Number of Securities and class to be issued</b>	2,240,000 Shares will be issued.
<b>Remuneration package</b>	Mr Andrew Grover's non-executive Chair fee is \$134,400 per annum inclusive of superannuation or exclusion of GST as applicable. This fee will remain unchanged through the end of the 2026 calendar year. Accordingly, there is no proposed change to Mr Grover's remuneration moving forward.
<b>Securities previously issued to the recipient(s) under the Plan</b>	No Securities have previously been issued to Mr Grover under the Plan.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Shares for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue to Mr Grover will align the interests of the recipient with those of Shareholders;</li> <li>(b) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Grover; and</li> <li>(c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</li> </ul>
<b>Valuation</b>	The Company values the Shares at \$44,800 (being \$0.02 per Share).
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Issue price of Securities</b>	The Shares will be issued at a nil issue price.
<b>Material terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 2.

REQUIRED INFORMATION	DETAILS
Material terms of any loan	No loan is being made in connection with the acquisition of the Shares.
Additional Information	<p>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

#### 14.5 Directors' Recommendation

The Directors (with Mr Andrew Grover abstaining from making a recommendation) recommend that Shareholders vote **in favour** of Resolution 12.

#### 14.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 12.

### 15. Resolution 13: Approval to issue Shares to Mr Andrew Grover in lieu of Director's fees

#### 15.2 General

As noted in Section 14.1, Mr Andrew Grover agreed to accept his remuneration from 17 November 2025 to 16 November 2026 in the form of Securities. Mr Grover has not received any payment of his Director's fees for the period commencing on 17 November 2025.

Resolution 13 seeks Shareholder approval to issue 4,480,000 Shares (**Director Fee Shares**) to Mr Grover (or his nominee(s)) in lieu of \$89,600 owing Director's fees for the period from his appointment date being 17 November 2025 to 16 July 2026.

For the avoidance of doubt, the Securities proposed to be issued under Resolution 12 to Mr Grover is for Directors' fees to be paid from 17 July 2026 to 16 November 2026, whereas the Securities proposed to be issued to Mr Grover under this Resolution 13 is in lieu of Director's fees owing from 17 November 2025 to 16 July 2026.

Accordingly, Shareholder approval is sought under Resolution 13 to issue and allot the Director Fee Shares to Mr Andrew Grover (or their nominee(s)) for the purposes of ASX Listing Rule 10.11.

#### 15.2 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a Related Party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Mr Andrew Grover is a Related Party of the Company by virtue of being a Director. Therefore, the proposed issue of Director Fee Shares to Mr Andrew Grover under Resolution 13 respectively falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12.

The issue therefore requires Shareholder approval under ASX Listing Rule 10.11.

### 15.3 Technical information required under ASX Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the proposed issue of Director Fee Shares to Mr Andrew Grover (or their nominee(s)) to whom that specific Resolution applies. As approval pursuant to ASX Listing Rule 7.1 is not required for the issue (because approval is being obtained under ASX Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolution 13 is not passed, the Company will not be able to proceed with the proposed issue to Mr Andrew Grover (or their respective nominee(s)) and the Company will be required to pay the Directors' fees in cash instead.

### 15.4 Prescribed Information pursuant to ASX Listing Rule 10.13

The following information is provided for the purposes of the Shareholder approval sought under ASX Listing Rule 10.11, and in accordance with the requirements of ASX Listing Rule 10.13 in respect of the proposed issue of Director Fee Shares:

<p><b>Name of the persons receiving the securities</b></p> <p>10.13.1</p>	<p>The Company proposes to issue the 4,480,000 Director Fee Shares to Mr Andrew Grover or his nominee(s).</p>
<p><b>Category under ASX Listing Rule 10.11</b></p> <p>10.13.2</p>	<p>Mr Grover is currently a director of the Company and therefore fall within the category in ASX Listing Rule 10.11.1.</p> <p>Mr Grover is a Related Party of the Company by virtue of being a current Director of the Company. Therefore, he falls within the category referred to in ASX Listing Rule 10.11.1. His nominees (if applicable) would fall within ASX Listing Rule 10.11.4.</p>
<p><b>Number and class of securities</b></p> <p>10.13.3</p>	<p>4,480,000 Shares will be issued.</p>
<p><b>If not fully paid ordinary securities, a summary of the material terms of the securities</b></p> <p>10.13.4</p>	<p>The Director Fee Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p>
<p><b>Date of issue</b></p> <p>10.13.5</p>	<p>If Resolution 13 is approved, the Company will issue the Director Fee Shares in a single tranche immediately following the Meeting and, in any event,</p>

	not later than one month of the Meeting (or such later date as permitted by ASX).
<b>Issue price</b> <i>10.13.6</i>	The Director Fee Shares will be issued for nil cash consideration as part of the Director's remuneration, and therefore no funds will be raised from the issue of Director Fee Shares. The Director Fee Shares will be issued at a deemed issue price of \$0.02 per Share.
<b>Purpose of the issue</b> <i>10.13.7</i>	The proposed issue of Director Fee Shares is to be made in lieu of cash payments for Director fees owing to Mr Grover for the period from 17 November 2025 to 16 July 2026.
<b>Whether the issue is intended to remunerate or incentivise and, if so, details of the director's current total remuneration package</b> <i>10.13.8</i>	The proposed issue of Director Fee Shares is intended to remunerate Mr Grover in lieu of \$89,600 owing for director fees for the period of 17 November 2025 to 16 July 2026.  Details of the current (as at the date of this Notice unless otherwise stated) total annual remuneration package for Mr Grover is set out in Section 14.4 above.
<b>If the securities are issued under an agreement, a summary of the material terms of the agreement</b> <i>10.13.9</i>	The Director Fee Shares are not being issued pursuant to an agreement.
<b>Voting exclusion statement</b> <i>10.13.10</i>	A voting exclusion statement is included in Resolution 13 of the Notice of Annual General Meeting.

## 15.5 Directors' Recommendation

The Directors (with Mr Andrew Grover abstaining from making a recommendation with respect to the Resolution relating to them) recommend that Shareholders vote **in favour** of Resolution 13.

## 15.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 13.

## 16. Resolution 14 and 15: Approval to issue Class A Incentive Options to Directors

### 16.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 30,000,000 Options on the terms and conditions set out in Schedule 4 (**Class A Incentive Options**) to Mr Manik Pujara and Mr Andrew Grover (or their nominee(s)) on the terms and conditions set out below.

The issue of the Class A Incentive Options to Mr Pujara and Mr Grover are subject to Mr Pujara's and Mr Grover's re-election under Resolutions 1 and 2 respectively.

Further details in respect of the Class A Incentive Options proposed to be issued are set out in the

table below.

RESOLUTION	RECIPIENT	NUMBER OF CLASS A INCENTIVE OPTIONS	EXERCISE PRICE	EXPIRATION DATE
14	Manik Pujara	10,000,000	\$0.025	Three (3) years from the date of issue
15	Andrew Grover	20,000,000	\$0.025	Three (3) years from the date of issue

#### 16.2 Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 15.2 of the Explanatory Statement above.

Mr Manik Pujara and Mr Andrew Grover are both Related Parties of the Company by virtue of being Directors. Therefore, the proposed issues of securities to Mr Manik Pujara and Mr Andrew Grover under Resolution 14 and Resolution 15, respectively, fall within ASX Listing Rule 10.11.1 and do not fall within any of the exceptions in ASX Listing Rule 10.12.

The issues therefore require Shareholder approval under ASX Listing Rule 10.11.

#### 16.3 Technical information required by Listing Rule 14.1A

If Resolutions 14 and 15 are passed, the Company will be able to proceed with the issues within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issues (because approval is being obtained under Listing Rule 10.11), the issues will not use up any of the Company's 15% annual placement capacity.

If Resolutions 14 and 15 are not passed, the Company will not be able to proceed with the issue of the Class A Incentive Options.

#### 16.4 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Manik Pujara and Mr Andrew Grover (or their nominee(s)).
Categorisation under Listing Rule 10.11	The recipients fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Subject to Shareholder approval under Resolutions 14 and 15, the Company will issue a total of 30,000,000 Class A Incentive Options, comprising 10,000,000 Class A Incentive Options to Mr Manik Pujara under Resolution 14 and 20,000,000 Class A Incentive Options to Mr Andrew Grover under Resolution 15. The material terms of the Class A Incentive Options are set out in the table presented in Section 16.1.
Terms of Securities	The Class A Incentive Options will be issued on the terms and conditions set out in Schedule 4.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Class A Incentive Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Class A Incentive Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Class A Incentive Options will be issued at a nil issue price. An external valuation was commissioned and is summarised in Schedule 5.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issues is to provide a performance linked incentive component in the remuneration packages for Messrs Pujara and Grover to motivate and reward their performance as Directors and to provide cost effective remuneration to Messrs Pujara and Grover, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Pujara and Grover.
<b>Remuneration package</b>	The current total remuneration package for Mr Pujara is set out in Section 13.4 above.  The current total remuneration package for Mr Grover is set out in Section 14.4 above.
<b>Summary of material terms of agreement to issue</b>	The Class A Incentive Options are not being issued under agreements.
<b>Voting exclusion statement</b>	Voting exclusion statements apply to Resolutions 14 and 15.

## 16.5 Directors' Recommendation

The Directors (with Mr Manik Pujara and Mr Andrew Grover abstaining from making a recommendation with respect to the Resolution relating to them) recommend that Shareholders vote **in favour** of Resolutions 14 and 15.

## 16.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 14 and 15.

## 17. Resolution 16 and 17: Approval to issue Class B Incentive Options to Directors

### 17.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 15,000,000 Options on the terms and conditions set out in Schedule 6 (**Class B Incentive Options**) to Mr Manik Pujara and Mr Andrew Grover (or their nominee(s)) on the terms and conditions set out below.

The issue of the Class B Incentive Options to Mr Pujara and Mr Grover are subject to the Directors'

re-election under Resolutions 1 and 2 respectively.

Further details in respect of the Incentive Options proposed to be issued are set out in the table below.

RESOLUTION	RECIPIENT	NUMBER OF CLASS B INCENTIVE OPTIONS	EXERCISE PRICE	EXPIRATION DATE
16	Manik Pujara	5,000,000	\$0.04	Three (3) years from the date of issue
17	Andrew Grover	10,000,000	\$0.04	Three (3) years from the date of issue

## 17.2 Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 15.2 of the Explanatory Statement above.

Mr Manik Pujara and Mr Andrew Grover are both Related Parties of the Company by virtue of being Directors. Therefore, the proposed issue of securities to Mr Pujara and Mr Grover under Resolution 16 and Resolution 17 respectively falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12.

The issue therefore requires Shareholder approval under ASX Listing Rule 10.11.

## 17.3 Technical information required by Listing Rule 14.1A

If Resolutions 16 and 17 are passed, the Company will be able to proceed with the issues within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issues (because approval is being obtained under Listing Rule 10.11), the issues will not use up any of the Company's 15% annual placement capacity.

If Resolutions 16 and 17 are not passed, the Company will not be able to proceed with the issues.

## 17.4 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Mr Manik Pujara and Mr Andrew Grover (or their nominee(s)).
<b>Categorisation under Listing Rule 10.11</b>	The recipients fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	Subject to Shareholder approval under Resolutions 16 and 17, the Company will issue a total of 15,000,000 Class B Incentive Options, comprising 5,000,000 Class B Incentive Options to Mr Manik Pujara under Resolution 16 and 10,000,000 Class B Incentive Options to Mr Andrew Grover under Resolution 17. The material terms of the Class B Incentive Options are set out in the table presented in Section 16.1.

REQUIRED INFORMATION	DETAILS
<b>Terms of Securities</b>	The Class B Incentive Options will be issued on the terms and conditions set out in Schedule 6.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Class B Incentive Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Class B Incentive Options will be issued at a nil issue price. An external valuation was commissioned and is summarised in Schedule 5.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issues is to provide a performance linked incentive component in the remuneration packages for Messrs Pujara and Grover to motivate and reward their performance as Directors and to provide cost effective remuneration to Messrs Pujara and Grover, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Pujara and Grover.
<b>Remuneration package</b>	The current total remuneration package for Mr Pujara is set out in Section 13.4 above.  The current total remuneration package for Mr Grover is set out in Section 14.4 above.
<b>Summary of material terms of agreement to issue</b>	The Class B Incentive Options are not being issued under agreements.
<b>Voting exclusion statement</b>	Voting exclusion statements apply to these Resolutions.

#### 17.5 Directors' Recommendation

The Directors (with Mr Manik Pujara and Mr Andrew Grover abstaining from making a recommendation with respect to the Resolution relating to them) recommend that Shareholders vote **in favour** of Resolutions 16 and 17.

#### 17.6 Chair's Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 16 and 17.

### 18. Resolution 18: Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

#### 18.1 General

Broadly speaking, and subject to a number of exceptions, ASX 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.

Under ASX Listing Rule 7.1A, however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional 10% Placement Capacity**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$6,994,957. The Company is therefore an Eligible Entity.

This Resolution 18 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval. This is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12-month period pursuant to ASX Listing Rule 7.1.

If passed, this Resolution 18 will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with ASX Listing Rule 7.1A.2 (**Placement Securities**), each at an issue price of at least 75% of the VWAP for the Company's Equity Securities in that class, calculated over the last 15 Trading Days on which trades in that class of Equity Securities are recorded immediately before:

- a) the date on which the price at which the Placement Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- b) if the Placement Securities are not issued within 10 Trading Days of that date, the date on which the Placement Securities are issued.

## **18.2 Technical information required under ASX Listing Rule 14.1A)**

If this Resolution 18 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution 18 is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

## **18.3 Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3A.

### Period for which the approval will be valid

An approval under this ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

### Minimum price at which the Equity Securities may be issued under ASX Listing Rule 7.1A

Any Equity Securities issued under ASX Listing Rule 7.1A.2 must be an existing quoted class of the Company's Equity Securities and issued for cash consideration.

The issue price per Equity Security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; and
- (b) if the Equity Securities are not issued within 10 trading days of that date, the date on which the Equity Securities are issued.

Purposes for which the funds raised by an issue of Equity Securities under ASX Listing Rule 7.1A may be used

As noted above, any Equity Securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

If Shareholders approve this Resolution and the Company does raise funds from the issue of Equity Securities under ASX Listing Rule 7.1A, based on the Company's existing Plans, the Company considers that the funds may be used for the following purposes:

- (a) development of the Company's business; and
- (b) acquisition of new assets or investments.

Risk of economic and voting dilution to existing ordinary securityholders

If this Resolution is approved, and the Company issues Equity Securities under ASX Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (b) the Equity Securities may be issued at a price that is at a discount (as described above) to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of Equity Securities under ASX Listing Rule 7.1A.

The table below shows the potential dilution of existing securityholders (prior to any consolidation) on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION		
			Issue Price		
			\$0.01	\$0.02	\$0.03
			50% decrease	Issue Price	50% increase
		Funds Raised			
<b>Current</b>	333,093,207	33,309,321	\$333,093	\$666,186	\$999,280
<b>50% increase</b>	499,639,811	49,963,981	\$499,640	\$999,280	\$1,498,919
<b>100% increase</b>	666,186,414	66,618,641	\$666,186	\$1,332,373	\$1,998,560

- (a) Based on the total number of Shares on issue as at 11 June 2026.
- (b) Based on the closing price on 11 June 2026, which is also the issue price for the Proposed Acquisition and Placement Shares.
- (c) The table assumes that the Company issues the maximum number of Shares permitted under ASX Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of Equity Securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of Equity Securities under ASX Listing Rule 7.1A only,

not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Allocation policy for issues under ASX Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of Equity Securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase Plan );
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed.

As at the date of this Notice, no specific intention to issue Equity Securities under ASX Listing Rule 7.1A in relation to any parties, investors or existing securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules, the Board of Directors reserves the right to determine at the time of any issue of Equity Securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of Equity Securities during the ASX Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of Equity Securities.

Issue or agreement to issue Equity Securities under ASX Listing Rule 7.1A in the 12 months prior to AGM

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 July 2025 (**Previous Approval**).

The Company has issued or agreed to issue Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the Annual General Meeting. During the 12-month period preceding the date of the Meeting, being on and from 29 July 2025, the Company issued 17,548,282 Shares pursuant to the Previous Approval, which represent approximately 9.96% of the total diluted number of Equity Securities on issue in the Company on 29 July 2025, which was 176,167,759.

Details of these issues or agreements to issue are set out in the table below in accordance with ASX Listing Rule 7.3A.6(b):

<b>Date of issue and Appendix 2A</b>	<b>Date of issue:</b> 21/08/2025 <b>Date of Appendix 2A:</b> 21/08/2025
<b>Number and Class of Equity Securities Issued</b>	17,548,282 Shares
<b>Terms of Securities Issued</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

<b>Issue Price and discount to closing market price on the date of issue (if applicable)</b>	\$0.02 per Share, representing a 4.5% discount to last closing market price before agreement to issue
<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 5 August 2025. The placement participants were identified through a book build process, which involved Taurus Capital Group Pty Ltd seeking expressions from non-related parties of the Company.  None of the participants were material investors that are required to be disclosed under ASX Guidance Note 21.
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$350,966 <b>Amount Spent:</b> \$350,966 <b>Use of Funds:</b> The funds were used for the purpose of inventory for retail expansion, working capital and settlement of outstanding creditors, and transaction costs. <b>Amount remaining:</b> Nil <b>Proposed use of remaining funds:</b> Not applicable

<b>Total Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months prior to the Annual General Meeting (“A”)</b>	17,548,282 Shares
<b>Percentage that “A” represents based on the total number of Equity Securities on issue at the commencement of that 12 month period (fully diluted)</b>	9.96%

#### 18.4 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in the Notice.

#### 18.5 Directors’ Recommendation

The Directors recommend that Shareholders vote **in favour** of Resolution 18.

Resolution 18 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders present and eligible to vote at the Meeting.

#### 18.6 Chair’s Voting Intentions

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 18.

## SCHEDULE 1 – TERMS AND CONDITIONS OF SHARE SALE AGREEMENT

A summary of the material terms of the Share Sale Agreement (**Agreement**) is set out below.

<b>Parties</b>	<p>(a) Better Brands Global Pty Ltd (ABN 59 695 876 889) (<b>BBG</b>);</p> <p>(b) Nutritional Growth Solutions Limited ARBN 642 861 774 (<b>NGS</b> or <b>Company</b>).</p> <p>(c) Sprout Organic Pty Ltd (ACN 639 172 517) (<b>Sprout</b>);</p> <p>(d) Better Brands 3PL Pty Ltd (ACN 682 935 922) (<b>Better Brands</b>)</p> <p>(e) the major holders of ordinary shares in the capital of Sprout (the <b>Major Shareholders</b>).</p>
<b>Proposed Acquisition:</b>	BBG agrees to acquire, and the shareholders in Sprout ( <b>Sprout Shareholders</b> ) agree to sell, 100% of the issued capital in Sprout ( <b>Proposed Acquisition</b> ).
<b>Consideration</b>	In consideration for receiving 100% of the issued capital of Sprout, the Company proposes to issue 401,228,887 Shares ( <b>Consideration Shares</b> ) at a deemed issue price of \$0.02 per Share equal to an aggregate consideration of \$8,024,578 worth of Shares ( <b>Upfront Scrip Consideration</b> ) to the Sprout Shareholders.
<b>Assumed liabilities:</b>	<p>BBG will assume and discharge the following liabilities of Sprout:</p> <p>a) Sprout loans totalling \$1,575,422, which will be settled through a combination of :</p> <p style="margin-left: 20px;">(i) \$650,000 in cash (<b>Loan Cash Payment</b>); and</p> <p style="margin-left: 20px;">(ii) \$925,422 through the issue of 46,271,114 Shares (<b>Loan Repayment Shares</b>) at a deemed issue price of \$0.02 per share (<b>Loan Scrip Payment</b>). The Loan Repayment Shares will be issued to:</p> <ul style="list-style-type: none"> <li>• Mr Selasi Berdie (or his nominee(s)) who will receive 1,074,695 Loan Repayment Shares to settle the \$21,493.90 debt that Sprout owes to him or his related parties;</li> <li>• Mr Ben Chester (or his nominee(s)) will receive 37,047,029 Loan Repayment Shares to settle the \$740,940.57 debt that Sprout owes to him or his related parties;</li> <li>• Mr Brenten Simmonds (or his nominee(s)) will receive 500,000 Loan Repayment Shares to settle the \$10,000 debt that Sprout owes to him or his related parties;</li> <li>• Mr Miles Muecke (or his nominee(s)) will receive 1,074,695 Loan Repayment Shares to settle the \$21,493.90 debt that Sprout owes to him or his related parties;</li> <li>• Ms Nadia Schiling (or his nominee(s)) will receive 574,695 Loan Repayment Shares to settle the \$11,493.90 debt that Sprout owes to her or her related parties;</li> <li>• Bopify Pty Ltd (or their nominee(s)) will receive 3,000,000 Loan Repayment Shares to settle the \$60,000 debt that Sprout owes to the entity; and</li> <li>• Dropbear Fund Pty Ltd (or their nominee(s)) will receive 3,000,000 Loan Repayment Shares to settle the \$60,000 debt that Sprout owes to the entity.</li> </ul> <p>b) convertible notes valued at \$250,000 through the issue of 13,888,889 Shares (<b>Convertible Note Shares</b>) at a deemed issue price of \$0.018 per Share to an unrelated party (<b>Convertible Notes</b>);</p> <p>c) a corporate advisory fee valued at \$300,000 through the issue of 15,000,000 Shares (at a deemed issue price of \$0.02 per Share; and</p> <p>d) the Upfront Scrip Consideration and the Loan Cash Payment, excluding any shares issued to any person other than a Sprout shareholder (or their nominee) and excluding any shares issued in satisfaction of fees or cost.</p>
<b>Conditions</b>	The Proposed Acquisition is subject to the following conditions precedent:

	<ul style="list-style-type: none"> <li>(a) <b>Due Diligence:</b> BBG performing and being satisfied with the due diligence investigations on Sprout;</li> <li>(b) <b>Placement:</b> NGS successfully completing a placement to raise \$2,500,000;</li> <li>(c) <b>KMP employment contracts:</b> members of Sprout's key management personnel (specifically Ben Chester and Selasi Berdie) entering employment contracts with the Company;</li> <li>(d) <b>No material adverse change:</b> there is no material adverse change in the business, operations or financial condition of Sprout;</li> <li>(e) <b>Shareholder approvals:</b> the Company obtains all necessary shareholder approvals for the Proposed Acquisition (including Listing Rules 7.1 and 11.1.2) and any further transactions contemplated under the Agreement at a general meeting;</li> <li>(f) <b>Regulatory approvals:</b> the parties obtaining all necessary regulatory approvals for the Proposed Acquisition and any transactions contemplated under the Agreement;</li> <li>(g) <b>Third party approvals:</b> the parties obtaining all third-party approvals and consents necessary to lawfully complete the matters set out in this Agreement;</li> </ul> <ul style="list-style-type: none"> <li>(a) <b>Lease consent and assignment:</b> in relation to the lease in Queensland where Sprout is the tenant: <ul style="list-style-type: none"> <li>(b) obtaining the landlord's consent to change control of Sprout and the assignment of the lease; and</li> <li>(c) executing an assignment of the Lease;</li> </ul> </li> <li>(h) <b>Director Loan Capitalisation:</b> loans and debt owing by Sprout to Mr Ben Chester and Selasi Berdie being dealt with prior to Completion so that, approximately \$925,422 have been irrevocably discharged by being converted into fully paid ordinary shares in NGS with the remaining \$650,000 being discharged at Completion through cash payments.</li> <li>(i) <b>Outstanding leave entitlements:</b> all accrued but unpaid annual leave entitlements owing by Sprout to Ben Chester and Selasi Berdie being settled and extinguished prior to Completion;</li> <li>(j) <b>Consents to Act:</b> Sprout and/or the Major Shareholders delivering to NGS the duly executed consents to act as Director for Selasi Berdie and Ben Chester;</li> <li>(k) <b>Drag along:</b> Major Shareholders providing the remaining shareholders in Sprout with a "Drag Along Notice" which complies with the requirements of Sprout's constitution and which requires the other shareholders to transfer all of their shares in Sprout to NGS upon Completion</li> <li>(l) <b>Board approval:</b> the Proposed Acquisition being approved by the board of directors of both the Company and Sprout;</li> </ul> <p>(together, the <b>Conditions Precedent</b>).</p>
<p><b>Completion</b></p>	<p>The completion for the Proposed will occur on the date that is two business days after the satisfaction (or waiver) of the Conditions Precedent, or at such other date as mutually agreed in writing.</p> <p>At Completion:</p> <ul style="list-style-type: none"> <li>(a) NGS must <ul style="list-style-type: none"> <li>(a) allot and issue the Consideration Shares to the Shareholders; and</li> <li>(b) accept the director consents from Selasi Berdie and Ben Chester;</li> </ul> </li> <li>(b) Major Shareholders must, and must procure that Sprout and the other Shareholders must deliver NGS: <ul style="list-style-type: none"> <li>(a) share certificates in respect of the Sprout Shares and the CSF Shares;</li> <li>(b) duly executed separate instruments of transfer in registrable form for the Sprout Shares and the CSF Shares;</li> <li>(c) the Sprout records;</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>(d) authority to add additional signatories to the Sprout bank accounts; and</li> <li>(e) voluntary restriction agreements signed by each of the Major Shareholders restricting the trading of 90% of their Shares for a period of 12 months from the date of issue.</li> </ul> <p>(c) The parties agree that the following Sprout liabilities will be discharged as the parties mutually agree:</p> <ul style="list-style-type: none"> <li>(a) loans valued at \$650,000 owing to Sprout directors Ben Chester and Selasi Berdie through the payment of cash;</li> <li>(b) a corporate advisory fee valued at \$300,000 through the issue of 15,000,000 Shares at a deemed issue price of \$0.02 per Share;</li> <li>(c) convertible notes valued at \$250,000 settled through the issue of 13,888,889 Shares (at a deemed issue price of \$0.018 per Share) to an unrelated party.</li> </ul>
<b>Guaranteed Obligations</b>	<ul style="list-style-type: none"> <li>(a) If BBG does not perform its obligations under the Share Sale Agreement, NGS must perform, or procure the performance of, those obligations (on demand by the Major Shareholders).</li> <li>(b) NGS waives any right it may have to require Major Shareholders to enforce its rights against BBG before claiming from NGS.</li> </ul>
<b>Representations and Warranties</b>	The Share Sale Agreement includes standard representations and liabilities that are customary for a transaction of this nature.
<b>Indemnities and Limitation of Liability</b>	The Share Sale Agreement includes standard indemnities, limitation of liability and restraint provisions customary for a transaction of this nature.

## SCHEDULE 2 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Equity Incentive Plan (**Plan**) is set out below.

<b>Participant</b>	<p>Participant means:</p> <ul style="list-style-type: none"> <li>• <b>Qualified Participants:</b> Israeli residents employed by the Company or an affiliate of the Company (<b>Affiliate</b>) in accordance with Section 102 of the Income Tax Rules (Tax Relief for Issuance of Shares to Employees), 2003; and</li> <li>• <b>Non-Qualified Participants:</b> persons who are not Qualified Persons who are eligible to be granted an Award under Section 3(i) of the Israeli Income Tax Ordinance [New Version], 1961, as amended (<b>Israeli Tax Ordinance</b>) and the applicable rules and regulations thereunder.</li> </ul>
<b>Purpose</b>	<ul style="list-style-type: none"> <li>• The purpose of the Plan is to offer employees, officers, directors, service providers and consultant of the Company and any Affiliates with the opportunity to acquire Shares, Restricted Shares, Options or Restricted Share Units (each an <b>Award</b>).</li> <li>• The Plan is a global Plan and award in specific jurisdictions may be subject to specific terms and conditions set out in separate appendices to the Plan.</li> </ul>
<b>Administration</b>	<ul style="list-style-type: none"> <li>• The Board or a delegated committee (<b>Administrator</b>) has broad discretionary powers over Participant selection, number and terms of Awards, vesting schedules, exercise prices, and Plan interpretation.</li> <li>• All Administrator determinations are final and binding.</li> </ul>
<b>Applicable Law and Rules</b>	<ul style="list-style-type: none"> <li>• The Plan will be administered in accordance with the laws of Israel</li> <li>• If the Company is listed on the Australian Securities Exchange (<b>ASX</b>), the provisions of the ASX Listing Rules will apply to the Plan, and to the extent that the Plan and the ASX Listing Rules are inconsistent, the provisions of the ASX Listing Rules shall prevail.</li> </ul>
<b>Available Shares</b>	<ul style="list-style-type: none"> <li>• The total reserve of Shares to be issued under the Plan is determined by the Board from time to time, subject to adjustment for capital events (splits, dividends, reorganisations, etc.).</li> <li>• Expired or terminated Awards become available for re-grant.</li> </ul>
<b>Date of Grant</b>	<p>The date on which Awards shall be deemed to be granted under the Plan shall be the date the Administrator resolves to grant such Award or any future date determined as the effective date of an Award (<b>Date of Grant</b>).</p>
<b>Vesting</b>	<ul style="list-style-type: none"> <li>• Unless otherwise determined by the Administrator (acting in its sole discretion), Awards shall, subject to the Participant's (as defined below) continued employment with or service to the Company or Affiliates, become vested and exercisable as follows: <ul style="list-style-type: none"> <li>• 25% of the Award shall vest on the first anniversary of the Commencement Date;</li> <li>• the remaining 75% of the Award shall vest (equally) on a quarterly basis over 12 quarters as of the first anniversary of the Commencement Date.</li> </ul> </li> </ul> <p><b>Commencement Date</b> means the date of the decision grant of the Award by the Administrator (unless otherwise determined by the Administrator).</p> <ul style="list-style-type: none"> <li>• All Award shall be fully vested by the fourth anniversary of the Commencement Date.</li> </ul>

	<ul style="list-style-type: none"> <li>The Administrator may determine that the vesting of a specific Award is performance-based tied to one or more defined commercial milestones rather than time-based.</li> </ul>
<b>Exercise Price</b>	<ul style="list-style-type: none"> <li>The exercise price per Share to be issued upon exercise of an Award (<b>Underlying Share</b>) deliverable upon the exercise of an Award shall be determined by the Administrator and set forth in the Award letter (<b>Exercise Price</b>).</li> <li>If permitted, the Exercise Price may be calculated using the following net exercise formula, allowing Participants to receive only the benefit component of the Award: <math display="block">X = \frac{Y * (A - B)}{A - N}</math> <p><i>Y = number of vested exercisable Awards that the Participant wishes to exercise into Shares;</i>  <i>A = the fair market value of one Share on the date of exercise</i>  <i>B = the Exercise Price; and</i>  <i>N = the par value of the Share.</i></p> </li> </ul>
<b>Exercise of Awards</b>	<ul style="list-style-type: none"> <li>An Award may be exercised upon the fulfillment of the following: <ul style="list-style-type: none"> <li><b>Notice of Exercise:</b> the Participant delivering to the Company and the Trustee (if the Awards are held by a Trustee) of an exercise notice which includes the: <ul style="list-style-type: none"> <li>identity of the Participant;</li> <li>the number of Awards to be exercised; and</li> <li>the Exercise Price to be paid, (a <b>Notice of Exercise</b>);</li> </ul> </li> <li><b>Payment of Exercise Price:</b> the payment by the Participant to the Company of the Exercise Price with respect to all the Awards exercised, as set forth in the Notice of Exercise; and</li> </ul> </li> <li>Upon the receipt of a duly signed Notice of Exercise and the payment to the Company of the Exercise Price, the Company shall issue the Shares to the Participant or to the Trustee (where the Awards are held by a Trustee), as the case may be.</li> </ul> <p><b>Trustee</b> means a trustee appointed by the Company hold Options and Underlying Shares on behalf of Participants.</p>
<b>Expenses</b>	All costs and expenses derived from the exercise of the Awards shall be borne by the Participant.
<b>Waiver of Award rights</b>	At any time prior to the expiration of an Award that has been granted but unexercised, a Participant may waive their rights to such Award by a written notice to the Company's principal office.
<b>Term</b>	Unless terminated earlier pursuant to the Plan , all granted but unexercised Awards shall expire at 5:00pm (Israel time) on the 10 <sup>th</sup> anniversary of the Date of Grant ( <b>End Date</b> ).
<b>Termination of Engagement</b>	<p>If a Participant ceases to be an employee, director, officers or consultant of the Company or Affiliate (<b>Termination of Engagement</b>), for any reason other than death, retirement, disability or Termination for Cause (defined below), any vested but unexercised Awards on the date of Termination of Engagement granted to the Participant (<b>Exercisable Awards</b>) may be exercised (if not previously expired) not later than the earlier of:</p> <ul style="list-style-type: none"> <li>90 days after the date of Termination of Engagement; and</li> <li>the End Date.</li> </ul> <p>All unvested Awards shall expire upon the Termination of Engagement.</p>
<b>Termination for Cause</b>	<ul style="list-style-type: none"> <li>If the Administrator determines that the Participant has engaged in conduct which would constitute Cause, then any Underlying Shares issued to the Participant or held by a trustee, shall be subject to repurchase by the Company for no consideration or for the exercise price paid, subject to applicable law.</li> </ul>

	<ul style="list-style-type: none"> <li>• The right to repurchase applies whether the conduct amounting to Cause occurred before or after the Termination of Engagement.</li> <li>• The Company can authorize a third party to execute transfer instruments on the Participant's behalf if the Participant refuses the transfer.</li> </ul> <p><b>Cause</b> has the meaning prescribed in a Participant's employment or engagement agreement (if applicable), and in the absence of which, means a Participant's breach of obligations towards the Company, dishonesty, criminal offence, acts which adversely affects the Company's (or its Affiliates') reputation, non-compliance with Company's or its Affiliates' policies, and any circumstances which are grounds for termination under the Participant's employment or service agreement with the Company or its Affiliates.</p>
<b>Tax</b>	<ul style="list-style-type: none"> <li>• All Awards under this Plan shall be granted in accordance with one of the following tax provisions: <ul style="list-style-type: none"> <li>• Awards granted to Qualified Persons shall be in accordance with Section 102 of the Income Tax Rules (Tax Relief for Issuance of Shares to Employees), 2003; or</li> <li>• Awards granted to Non-Qualified Participants shall be under Section 3(i) of the Israeli Tax Ordinance and the applicable rules and regulations thereunder.</li> </ul> </li> <li>• The Company shall elect the tax provision each Award is granted in accordance with at its sole discretion.</li> <li>• All tax consequences under applicable law (other than stamp duty, if any) which may arise from the Awards shall be borne by the Participant.</li> <li>• The Plan accommodates three Israeli tax tracks under Section 102 of the Israeli Tax Ordinance (capital gains track through trustee, income tax track through trustee, and income tax track without trustee) and Section 3(i) of the Israeli Tax Ordinance grants to Non-Qualified Participants.</li> </ul>
<b>Withholding</b>	<ul style="list-style-type: none"> <li>• Where withholding tax is due relating to Awards granted to Participants or Underlying Shares issued upon the exercise therefore, the Company and/or Affiliate has the right to demand from the Participant such amount sufficient to satisfy any withholding tax requirement.</li> <li>• Whenever Shares or non-cash assets are delivered pursuant to an exercise of an Award, the Company and/or an Affiliate shall have the right to require the Participant to remit an amount in cash sufficient to satisfy any applicable withholding tax requirement.</li> <li>• If a Participant fails to remit such amount in a timely manner, the Company and/or Affiliate shall have the right to withhold or set-off (subject to applicable law) such Shares or any other non-cash assets pending payment by the Participant of such amounts.</li> </ul>
<b>Rights attaching to Awards</b>	<p>Participants shall have no rights as a Shareholder in respect to Underlying Shares issued under this Plan until such time as the Shares underlying these Underlying Shares are issued and registered in the name of the Participant in the Company's register of Shareholders.</p>
<b>No employment rights</b>	<p>The Plan does not confer any right on a Participant to continue employment or service to the Company or Affiliate.</p>
<b>Transfer Restrictions</b>	<ul style="list-style-type: none"> <li>• Options issued under the Plan may not be sold, transferred pledged, hypothecated or otherwise disposed of, except by will or the laws of descent.</li> <li>• No transfer of Underlying Shares shall be effective unless in compliance with the Company's Amended and Restated Articles of Association.</li> </ul>

	<ul style="list-style-type: none"> <li>• Restricted Shares cannot be sold, transferred or hypothecated except by will or laws of descent until such Restricted Shares have vested.</li> </ul>
<b>M&amp;A Transactions</b>	<p>On the occurrence of:</p> <ul style="list-style-type: none"> <li>• any merger, re-organisation or consolidation of the Company with or into another incorporated body, or acquisition of the Company by another person by means of any transaction or series of related transactions, except any such merger, re-organisation or consolidation in which the issued Shares are exchanged or converted in shares in the capital or the surviving entity or acquirer; or</li> <li>• a sale or other disposition of all or substantially all of the shares or assets of the Company,</li> </ul> <p>(each a <b>M&amp;A Transaction</b>),</p> <p>the outstanding portion of each Award shall be assumed or substituted for an equivalent Award or right to receive consideration for outstanding Awards, If the successor entity or any affiliate does not provide for such assumption or substitution of such Awards, then the Administrator has sole discretion to determine the effect of the M&amp;A Transaction.</p>
<b>Restricted Shares</b>	<ul style="list-style-type: none"> <li>• If the Participant which holds Restricted Shares ceases their employment or engagement with the Company or Affiliate before the vesting of the Restricted Shares, all unvested Restricted Shares shall be forfeited and immediately transferred to the Company, subject to applicable law.</li> <li>• The Participant which holds the Restricted Shares shall retain the right to vote and receive dividends with respect to such shares.</li> <li>• All securities received by the Participant with respect to Restricted Shares as a result of any stock split, stock dividend, or other similar transactions shall be subject to restrictions applicable to the original Award.</li> </ul>
<b>Restricted Share Units</b>	<ul style="list-style-type: none"> <li>• A restricted share unit is an Award covering a number of Shares that is settled, if vested and (if applicable) is exercised, by the issuance of those Shares (<b>Restricted Share Units</b>).</li> <li>• No Exercise Price is required for Restricted Share Units.</li> <li>• Participants which hold Restricted Share Units have no ownership rights in the Shares.</li> <li>• Shares shall be issued to the Participant after the vesting date determined by the Administrator, provided that the Participant is still engaged by the Company on the applicable vesting date.</li> <li>• Settlement of Restricted Share Units must be in the form of Shares.</li> </ul>
<b>US Appendix</b>	The Plan includes an appendix which allows Participants subject to US income tax to participate in Awards under the Plan.
<b>Australian Addendum</b>	The Plan includes an addendum under which Participants who are subject to Australian tax laws or resident in Australia are able to participate in Awards under the Plan.

## SCHEDULE 3 – PRO FORMA BALANCE SHEET

Proforma Balance Sheet – Presented in \$USD<sup>[1]</sup>

BALANCE SHEET	NGS BALANCE SHEET AS AT 31 DECEMBER 2025	SPROUT BALANCE SHEET AS AT 31 DEC 2025	PROJECTED INCREASE DUE TO PROPOSED ACQUISITION	PROJECTED INCREASE DUE TO PLACEMENT	PRO FORMA POST-PROPOSED TRANSACTION
<b>Assets</b>					
<b>Current assets</b>					
Cash & cash equivalents	516,860	108,016	162,434	1,625,000 <sup>[2]</sup>	2,412,310
Trade receivables	68,083	308,017	-	-	376,100
Other accounts receivable	886,138	101,684	(792,434)	-	195,388
Inventory	312,659	186,814	-	-	499,473
<b>Non-current assets</b>					
Intangible assets	-	37,093	6,720,338	-	6,757,431
Nca interco loans	-	-	-	-	-
Right of asset, net	-	-	-	-	-
Property, plant and equipment, net	-	93,430	-	-	93,430
<b>Total assets</b>	<b>1,783,740</b>	<b>835,054</b>	<b>6,090,338</b>	<b>1,625,000</b>	<b>10,334,132</b>
<b>Liabilities</b>					
<b>Current liabilities</b>					
Trade payables	769,025	612,651	-	-	1,381,676
Other payables	260,931	47,741	-	-	308,672
CI - loans	126,951	-	-	-	126,951
CI – derivative financial liability	338,309	-	-	-	338,309

BALANCE SHEET	NGS BALANCE SHEET AS AT 31 DECEMBER 2025	SPROUT BALANCE SHEET AS AT 31 DEC 2025	PROJECTED INCREASE DUE TO PROPOSED ACQUISITION	PROJECTED INCREASE DUE TO PLACEMENT	PRO FORMA POST-PROPOSED TRANSACTION
CL – Convertible bond	-	-	-	-	-
<b>Long-term liabilities</b>					
Lease liability	-	-	-	-	-
Grants liability	-	-	-	-	-
Ncl interco loans	-	-	-	-	-
Ncl - loans	-	1,102,796	(1,102,796)	-	-
Contract liabilities	-	-	-	-	-
NCL - Convertible note	-	175,000	(175,000)	-	-
<b>Total liabilities</b>	<b>1,495,216</b>	<b>1,938,188</b>	<b>(1,277,796)</b>	<b>0</b>	<b>2,155,608</b>
<b>Net assets</b>	<b>288,524</b>	<b>(1,103,134)</b>	<b>7,368,134</b>	<b>1,625,000</b>	<b>8,178,524</b>
<b>Equity</b>					
Share Capital and Premium	20,752,357	1,273,755	5,376,245	1,625,000	29,027,357
Foreign Currency Translation Reserve	243,364	927	(927)	-	243,364
Accumulated deficit	(19,014,582)	(2,184,692)	2,184,692	-	(19,014,582)
Net profit (loss)	(1,692,615)	(193,124)	(191,876)	-	(2,077,615)
<b>Total equity</b>	<b>288,524</b>	<b>(1,103,134)</b>	<b>7,368,134</b>	<b>1,625,000</b>	<b>8,178,524</b>

**Notes:**

1. Sprout items have been converted from AUD to USD at an assumed exchange rate of AUD\$1.00 = USD\$0.70
2. The Projected Increase Due to Placement reflects the net cash proceeds of the Placement after deducting estimated transaction costs of USD\$125,000 (being the difference between the gross proceeds of USD\$1,750,000 and the net amount of USD\$1,625,000). The transaction costs comprise placement fees, legal, regulatory and other costs associated with the Placement.

## SCHEDULE 4 – TERMS AND CONDITIONS OF CLASS A INCENTIVE OPTIONS AND LEAD MANAGER OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.025 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AEST) on the date that is three years after the date of issue ( <b>Expiry Date</b> ). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) 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 (c) 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 7(b) 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.
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital

		offered to Shareholders during the currency of the Options without exercising the Options.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	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.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13.	<b>Quotation of the Options</b>	The Company will not apply for Official Quotation of the Options on the ASX.

**S C H E D U L E 5 – VALUATION REPORT FOR CLASS A AND B INCENTIVE OPTIONS**



15 June 2026

Nutritional Growth Solutions Ltd.  
 2 Nexus Court  
 Suite 301  
 Mulgrave, VIC 3170  
**Attention: Adam Gallagher**

**RE: Valuation of Nutritional Growth Solutions Ltd. incentive options**

Dear Adam,

**1. Introduction**

You have requested that we determine the fair market value of two tranches of incentive options (the **Options**) in accordance with AASB 2 – Share Based Payment (the **Engagement**). The Options are proposed to be granted by Nutritional Growth Solutions Ltd. (the **Company**) to directors of the Company following shareholder approval at the Company’s next General Meeting. As a result, we undertook the valuation as at 12 June 2026 (**Valuation Date**), being the most recently concluded market day prior to the date of this report.

**2. Summary of the Options**

The tranches comprising the Options are summarised below and further detailed in Annexure 1.

Tranche	Type	#	Exercise Price	Term	Summary of vesting conditions
Tranche 1	Class A	30,000,000	\$0.025	3.00 yrs	None
Tranche 2	Class B	15,000,000	\$0.040	3.00 yrs	None

**3. Valuation Methodologies**

We have used the Black-Scholes Option Pricing (**BSOP**) methodology, which utilises the Black-Scholes-Merton model, to estimate the fair value of the Options. Our valuation of the Options takes into consideration:

- (1) The material terms of the Options ..... Annexure 1
- (2) Methodology and key inputs of the BSOP ..... Annexure 2
- (3) Other considerations ..... Annexure 3
- (4) Key relevant accounting standards ..... Annexure 4

4. Valuation Conclusion

Based on the inputs and assumptions discussed in this letter (including annexures), the resulting fair value for the Options is summarised in Table 1 below.

Table 1: Valuation Conclusion				
Tranche	# of equity instruments	NMBVC Expected Vesting	Fair Value per Option	Concluded value
	(a)	(b)	(c)	(d) = (a)*(b)*(c)
Tranche 1 (Class A)	30,000,000	n/a	\$0.0124	\$372,000
Tranche 2 (Class B)	15,000,000	n/a	\$0.0106	\$159,000
<b>Total</b>	<b>45,000,000</b>			<b>\$531,000</b>

Should you have any questions regarding anything contained in this letter please do not hesitate to contact me. Yours faithfully



Oliver Schweizer, CFA  
Director

VALUERS' CERTIFICATION

I certify that, to the best of my knowledge and belief:

- The statements of fact contained in this letter are true and correct.
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are our personal, unbiased professional analyses, opinion, and conclusion.
- Our compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.
- No one provided significant professional assistance to the persons signing this certification other than other employees of 22 Corporate Advisory Pty Ltd.

## SCHEDULE 6 – TERMS AND CONDITIONS OF CLASS B INCENTIVE OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.04 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AEST) on the date that is three years after the date of issue ( <b>Expiry Date</b> ). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) 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</li> <li>(c) 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.</li> </ul> <p>If a notice delivered under 7(b) 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.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital

		offered to Shareholders during the currency of the Options without exercising the Options.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	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.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13.	<b>Quotation of the Options</b>	The Company will not apply for Official Quotation of the Options on the ASX.

Nutritional Growth Solutions Ltd | ARBN 642 861 774

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## <<HolderNumber>>

**HolderNumber:**  
<<HolderNumber>>

Your proxy voting instruction must be received by **11:00am (AEST) on Saturday, 08 August 2026**, 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 Key Management Personnel.

### 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://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> 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](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

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





All Registry communications to:  
Automic Group  
GPO Box 5193  
Sydney NSW 2001  
Telephone (free call within Australia): 1300 288 664  
ASX Code: NGS  
Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

### Upcoming Annual General Meeting of Shareholders

Dear Shareholder,


Nutritional Growth Solutions Limited ARBN: 642 861 774 (ASX: **NGS** or “the **Company**”), advises that the Company’s Annual General Meeting will be held as a virtual meeting starting at 11.00 am (AEST) on Monday, 10 August 2026 (**Meeting**).

#### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://ngsolutions.co/> or the Company’s ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: NGS).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

<p><b>Online</b> scan the QR code below using your smartphone</p> 	<p>Lodge the Proxy Form online at <a href="https://singleholding.automic.com.au/login">https://singleholding.automic.com.au/login</a> by following the instructions:</p> <ol style="list-style-type: none"><li>1. Login to the Automic website using the holding details as shown on your holding statement.</li><li>2. Click on ‘View Meetings’ – ‘Vote’.</li></ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact the Local Agent with any questions prior to the meeting via email at [adam@acgpartners.au](mailto:adam@acgpartners.au).

Copies of all Meeting related material, including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Local Agent.