
Notice under section 708A(5)(e) of the *Corporations Act 2001* (Cth)

This notice is given by **Nutritional Growth Solutions Limited (ASX: NGS)** ("**NGS**" or "**the Company**") under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the **Act**). On 1 October 2026, the Company issued 476,728,128 fully paid ordinary shares (**Shares**), comprising;

- 401,228,887 Shares at a deemed issue price of \$0.02 per Share to the shareholders of Sprout Organic Pty Ltd (Sprout) (the **Sprout Shareholders**), as consideration for the acquisition of 100% of the issued capital of Sprout, pursuant to the Share Sale Agreement, in accordance with Shareholder approval received at the Annual General Meeting held on 12 August 2026 (Resolution 4);
- 45,771,114 Shares at a deemed issue price of \$0.02 per Share to the creditors of Sprout (the **Sprout Creditors**) in satisfaction of Sprout loans assumed by the Company, pursuant to the Share Sale Agreement, in accordance with Shareholder approval received at the Annual General Meeting held on 12 August 2026 (Resolution 5);
- 13,888,889 Shares at a deemed issue price of \$0.018 per Share to Refresh Wild Pty Ltd (the **Noteholder**) on conversion of the outstanding tranche 1 Sprout convertible notes assumed by the Company, pursuant to the Share Sale Agreement, in accordance with Shareholder approval received at the Annual General Meeting held on 12 August 2026 (Resolution 6); and
- 15,839,238 Shares at a deemed issue price of \$0.018 per Share to Refresh Wild Pty Ltd (the **Noteholder**) on conversion of the outstanding tranche 2 Sprout convertible notes assumed by the Company, including accrued interest on tranche 1 and tranche 2.

Further details are set out in the Explanatory Statement to the Notice of Meeting released on 2 July 2026 and the announcement titled "Completion of Sprout Organic Acquisition and CEO Appointment" released today.

In accordance with Sections 708A(5)(e) and 708A(6) of the Act, the following information is provided:

1. the Shares were issued without disclosure to the Sprout Shareholders, the Sprout Creditors, and the Noteholder, under Part 6D.2 of the Act.
2. this notice is given under section 708A(5)(e) of the Act.
3. as at the date of this notice, the Company has complied with:
 - a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - b) sections 674 and 674A of the Act.
4. as at the date of this notice, there is no information that is "excluded information" (within the meaning of sections 708A(7) and 708A(8) of the Act) which is required to be disclosed by the Company under section 708A(6)(e) of the Act.

On behalf of the Board of Directors of Nutritional Growth Solutions Limited.

Adam Gallagher
Company Secretary