

BINDING COMMITMENTS RECEIVED FOR A\$0.540 MILLION UNDER SHARE PLACEMENT

HIGHLIGHTS

- NGS has secured commitments of A\$0.540 million under a Share Placement.
- Under the Share Placement, 18.0 million Placement Shares will be issued at A\$0.03 each within NGS's Listing Rule 7.1 and 7.1A placement capacity.
- The Share Placement was supported by Australian sophisticated and professional investors.
- Funds raised from the Share Placement will be used to invest in sales and marketing initiatives to boost brand awareness and market share in the USA, expand production to increase distribution and grow the product portfolio, and scale operations to enhance efficiencies.

Nutritional Growth Solutions Limited (ASX:NGS) ("NGS" or "the Company"), is pleased to announce that it has received binding commitments for the issue of 18.0 million ordinary shares (**Placement Shares**), to be issued at \$0.03 each (**Share Placement**).

The offer of the Placement Shares was made to sophisticated and professional investors in Australia and successfully closed, achieving binding commitments of A\$0.540 million.

Stephen Turner, NGS CEO and Managing Director, commented on the Share Placement: "We are pleased to have secured strong support from sophisticated and professional investors for this capital raise, which positions NGS to accelerate its growth strategy in the U.S. market. The funds raised will enable us to expand our sales and marketing efforts, scale production to meet growing demand, and invest in operational efficiencies to drive profitability. With our focus on the largely untapped pediatric nutrition market, and the addition of the Healthy Chef® brand in 2025, we are excited about the future growth opportunities for NGS. I'd like to extend my sincere thanks to all investors for their continued support as we work towards building long-term value for our shareholders."

The 18.0 million Placement Shares to be issued under the Share Placement will be issued within the placement capacity of the Company under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.

USE OF PROCEEDS

The net proceeds from the issue of the Placement Shares are planned to be invested in the following areas:

| Item | Amount (AUD) |
|---|------------------|
| Sales and marketing for growth | \$135,000 |
| Inventory build to service portfolio and distribution expansion | \$324,000 |
| General corporate expenses and transaction costs | \$81,000 |
| Total proceeds from Share Placement | \$540,000 |

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LEAD MANAGER OPTIONS

The Company engaged Taurus Capital Group Pty Ltd AFSL 221938 to act as lead manager for the Share Placement (**Lead Manager**).

Under the terms of the mandate with the Lead Manager, the Lead Manager will be issued with 9.0 million unlisted options (**Options**). The Options will be exercisable on a 1:1 basis into ordinary shares at an exercise price of \$0.04 per Option. The Options will expire 3 years following their issue.

5.0 million of the 9.0 million Options will be issued within NGS's ASX Listing Rule 7.1 placement capacity. The balance 4.0 million of the 9.0 million Options will be issued solely subject to Shareholder approval at the next general meeting to be convened by NGS.

The proposed terms of issue of the Options are appended to this ASX Announcement in **Schedule 1**.

INDICATIVE TIMETABLE

| Event | Time and Date |
|--|----------------------------|
| ASX Announcement and recommencement of trading | Wednesday, 23 October 2024 |
| Settlement of the Share Placement | Friday, 25 October 2024 |
| Allotment of Placement Shares and Options | Monday, 28 October 2024 |
| Normal trading of Placement Shares | Tuesday, 29 October 2024 |

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

This announcement has been authorised for release by the Board.

For further information, please contact:

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 Managing Director and CEO
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About Nutritional Growth Solutions

Nutritional Growth Solutions is a U.S.-based health, nutrition, and wellness company. NGS develops, produces and sells clinically tested nutritional supplement formula for children following 20 years of medical research into pediatric nutrition. The nutritional supplements market has experienced tremendous growth in recent years, but most attention has been focused on adult users and children under three years of age. The three to twelve-year-old consumers represent a larger market opportunity and NGS is highly differentiated from its competitors with clinically tested products and an expanding product portfolio to capture this market opportunity.

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

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Disclaimer

Forward looking statements

This document contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this document are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of NGS, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of NGS's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of NGS, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this document. The forward-looking statements are based on information available to NGS as at the date of this document. Except as required by law or regulation (including the ASX Listing Rules), none of NGS, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

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

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

SCHEDULE 1

Lead Manager Options - Terms

- (a) **Entitlement:** Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one (1) ordinary share (**Share**) upon payment of the Exercise Price.
- (b) **Exercise Price:** The Exercise Price for the Option is A\$0.04 per Share.
- (c) **Expiry Date:** The Option will expire at 5:00pm (Sydney time) on the date that is 3 years following their issue date. An Option not exercised before that expiry date will automatically lapse on that Expiry Date.
- (d) **Exercise period:** The Option is exercisable at any time from the date of its issue until 5:00pm on the Expiry Date.
- (e) **Exercise Notice:** The Option may be exercised during the exercise period specified in these conditions by forwarding to the Company the Exercise Notice together with payment (in cleared funds) of the Exercise Price for the number of Shares to which the Exercise Notice relates.
- (f) **Partial exercise:** The Option may be exercised in full or in parcels of at least 500,000 Options (or such lesser amount in the event the holding of Options by an Optionholder is less than 500,000 Options).
- (g) **Timing of issue of Shares on exercise:** Within ten (10) Business Days after the Exercise Notice is received, the Company will:
- i. allot and issue the number of Shares as specified in the Exercise Notice and for which the Exercise Price has been received by the Company in cleared funds; and
 - ii. apply for official quotation on the ASX for the Shares issued pursuant to the exercise of the Option.
- (h) **Participation in new issues:** The Option does not confer any right on the Optionholder to participate in a new issue of securities without exercising the Option.
- (i) **Shares issued on exercise:** Shares issued as a result of the exercise of the Option will rank pari passu in all respects with all other ordinary shares then on issue.
- (j) **Dividend:** The Option does not confer any rights to dividends. Shares issued upon the exercise of the Option will only carry an entitlement to receive a dividend if they were issued on or before the Record Date for the dividend.
- (k) **Adjustment for pro rata issue:** In the event of a pro rata issue of Shares by the Company (except a bonus issue), the Exercise Price for the Option will not be adjusted in accordance with ASX Listing Rule 6.22.2.
- (l) **Adjustment for bonus issue:** If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the Record Date for the bonus issue.
- (m) **Adjustment for reorganisation of capital:** If the Company reorganises its capital, the rights of the Optionholder (and the Exercise Price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital, at the time of the reorganisation.
- (n) **Not quoted:** The Company will not apply for quotation of the Option on the ASX.
- (o) **Transferability:** Each Option is only transferable up until it lapses, with the Company's prior written consent.