

Notice of Annual General Meeting and related documents

Nutritional Growth Solutions Limited (ASX: NGS) (“NGS” or the “Company”) advises that the following documents, in relation to its Annual General Meeting, were dispatched to Shareholders today in accordance with their communication preference:

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

-ENDS-

This announcement has been authorised for release by the Board of Directors of Nutritional Growth Solutions Ltd.

For further information, please contact:

Stephen Turner
Managing Director and CEO
steve@ngsolutions.co | steve@healthyheights.com

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>

Dear Shareholder,

Annual General Meeting – Letter to Shareholders

Nutritional Growth Solutions Limited (ASX: NGS) (“NGS” or the “Company”) advises that an Annual General Meeting of Shareholders will be held at 3.00pm (AEST) on Monday, 30 June 2025 as a **virtual meeting (Meeting)**.

In accordance with article 81 of the Company’s Articles of Association and Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**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 at the following link: <https://ngsolutions.co/investor-centre/>.

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: NGS).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at <https://ngsolutions.co/investor-centre/>.

Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in the virtual 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 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.

Further instructions on how to access the virtual meeting are included in the Notice of Meeting.

Your vote is important

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into 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 (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Guy Khavia
Chairman

Nutritional Growth Solutions Ltd.

3 Hanechoshet Street

Tel Aviv 6423806 Israel

ARBN: 642 861 774

www.ngsolutions.co



Nutritional Growth Solutions Limited

ARBN 642 861 774

Notice of 2025 Annual General Meeting

Explanatory Statement | Proxy Form

Monday, 30 June 2025

3:00PM AEST

To be conducted as a virtual meeting. Shareholders participating virtually will be able to listen, vote and ask questions online during the Annual General Meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

For personal use only

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Proxy Form	Attached

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held virtually at 3:00pm (AEST) on Monday, 30 June 2025.

The company is pleased to provide shareholders with the opportunity to attend and participate in the Annual General Meeting virtually through an online meeting platform powered by Automic.

Shareholders participating virtually 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 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 virtual meeting on the day:

1. Open your internet browser and go to 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 access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

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 virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the **Local Agent** at Patricia.Vanni@automicgroup.com.au at least five Business Days before the AGM (that is, by 3.00pm (AEST) on 23 June 2025).

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in relation to the formal items of business as well as general questions in relation to the Company and its business.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

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

Voting by proxy

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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 (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure 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 this has previously been provided to the Share Registry.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Local Agent by emailing patricia.vanni@automicgroup.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 3:00pm (AEST) on Monday, 23 June 2025.

Questions will be collated, and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Nutritional Growth Solutions Ltd ARBN 642 861 774 will be held at 3:00pm (AEST) on Monday 30 June 2025 as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to article 23 of the Company's Amended and Restated Articles of Association that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 3:00pm (AEST) on Thursday, 26 June 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2024 consisting of the Independent Auditors' Statement, consolidated financial statements and notes to the consolidated financial statements."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, the Annual Financial Report during consideration of this item.

Resolutions

Ordinary Resolutions

Re-election of Director

1. **Resolution 1** – Re-election of Mr Guy Khavia as Director and Chairman and approval of Terms of Office

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

"That Mr Guy Khavia be re-elected with immediate effect as a Director of the Company and Chairman of the Board for the purposes of article 51.4 of the Amended and Restated Articles of Association of the Company and ASX Listing Rule 14.5, and that Shareholders approve Mr Guy Khavia's terms of office as set out in the Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting."

Short Explanation: This Resolution is required as article 51.4 of the Company's Amended and Restated Articles of Association provides that at least one (1) Director, excluding the Managing Director, must stand for election or re-election at each annual general meeting. In addition, ASX Listing Rule 14.5 provides that an entity that is admitted to the official list of ASX must hold an election of directors at each annual general meeting even if it is not

having a new director stand for election and no director is due to stand for re-election under ASX Listing Rule 14.4 (which states that a director must not hold office (without re-election) past (the longer of) the third annual general meeting following the director's appointment or 3 years). Accordingly, Mr Guy Khavia is standing for re-election for the purposes of ASX Listing Rule 14.5.

2. **Resolution 2 – Ratification of prior issue of shares to Molo Capital Pty Ltd**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 2,727,273 fully paid ordinary shares to Molo Capital Pty Ltd (ACN 612 279 231) on 9 September 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Molo Capital Pty Ltd (ACN 612 279 231) (**Molo Capital**) or an Associate of Molo Capital.

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

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

3. **Resolution 3 – Ratification of prior issue of placement shares**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 18,000,000 fully paid ordinary shares to the Placement Holders on 29 October 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Holders or an Associate of the Placement Holders.

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

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

4. **Resolution 4** – Ratification of prior issue of options to Taurus Capital Group Pty Ltd

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 5,000,000 Lead Manager Options (as defined in the Explanatory Statement) to Taurus Capital Group Pty Ltd (ACN 622 499 834) on 30 October 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Taurus Capital Group Pty Ltd (ACN 622 499 834) (**Taurus Capital**) or an Associate of Taurus Capital.

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

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

5. **Resolution 5** - Approval to issue options to Taurus Capital Group Pty Ltd under ASX Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue and allot 4,000,000 Lead Manager Options (as defined in the Explanatory Statement) to Taurus Capital Group Pty Ltd (ACN 622 499 834) (or its nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting."

Short Explanation: The Company will (subject to Shareholder approval of this Resolution) issue 4,000,000 Lead Manager Options to Taurus Capital Group Pty Ltd (ACN 622 499 834) (**Taurus Capital**) (or its nominee(s)). The Lead Manager Options will be exercisable on a 1:1 basis into fully paid ordinary shares in the Company at an exercise price of \$0.04 per Lead Manager Option. The Lead Manager Options will expire 3 years following their issue date if they have not been exercised during that 3 year period.

ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities and subject to specified exceptions, issue or agree to issue more equity securities (which includes options) during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Placement Capacity**).

Approval under ASX Listing Rule 7.1 is being sought as the number of options proposed to be issued to Taurus Capital (or its nominee(s)) will exceed the 15% Placement Capacity.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) 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
- (b) an Associate of that person or persons.

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

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

6. **Resolution 6** – Approval to issue shares on conversion of Convertible Notes under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 40,000,000 fully paid ordinary shares in the Company at an issue price of \$0.025 per share to the Convertible Note Investors on conversion of 1,000,000 Convertible Notes on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting.”

Short Explanation: The Company will (subject to Shareholder approval of this Resolution) issue 40,000,000 fully paid ordinary shares in the Company to holders of 1,000,000 Convertible Notes (being the Convertible Note Investors) at a price of \$0.025 per share.

ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities and subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Placement Capacity**).

Approval under ASX Listing Rule 7.1 is being sought as the number of shares proposed to be issued to holders of Convertible Notes on conversion of those Convertible Notes will exceed the 15% Placement Capacity.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) 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
- (b) an Associate of that person or persons.

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

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

7. **Resolution 7** – Approval to issue the Free-Attaching Options under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue 40,000,000 Free-Attaching Options (as defined in the Explanatory Statement) to the Convertible Note Investors, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting.”

Short Explanation: The Company will (subject to Shareholder approval of this Resolution) issue 40,000,000 Free-Attaching Options to the Convertible Note Investors. The Convertible Note Investors will be issued 1 Free-Attaching Option for every 1 fully paid ordinary share issued on conversion of the Convertible Notes. The Free-Attaching Options will have an exercise price of \$0.04 per option and will expire 3 years from their date of issue.

ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities and subject to specified exceptions, issue or agree to issue more equity securities (which includes options) during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Placement Capacity**).

Approval under ASX Listing Rule 7.1 is being sought as the number of options proposed to be issued to the Convertible Note Investors will exceed the 15% Placement Capacity

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (c) 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
- (d) an Associate of that person or persons.

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

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

8. **Resolution 8** – Approval to issue the GBA Capital Options to GBA Capital under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company the issue and allotment of 12,000,000 GBA Capital Options (as defined in the Explanatory Statement) to GBA Capital Pty Ltd (ACN 643 039 123) (or its nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting.”

Short Explanation: The Company will (subject to Shareholder approval of this Resolution) issue 12,000,000 GBA Capital Options to GBA Capital Pty Ltd (ACN 643 039 123) **GBA Capital** (or its nominee(s)). The GBA Capital Options will be exercisable on a 1:1 basis into fully paid ordinary shares in the Company at an exercise price of \$0.04 per GBA Capital Option. The GBA Capital Options will expire 3 years following their issue date if they have not been exercised during that 3-year period.

ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities and subject to specified exceptions, issue or agree to issue more equity securities (which includes options) during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Placement Capacity**).

Approval under ASX Listing Rule 7.1 is being sought as the number of options proposed to be issued to GBA Capital (or its nominee(s)) will exceed the 15% Placement Capacity

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (c) 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
- (d) an Associate of that person or persons.

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

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

Special Resolution

9. **Resolution 9** – Approval of future issue of equity securities in accordance with 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, the Shareholders approve the issue of equity securities 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 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) 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
- (b) an Associate of that person or those persons.

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

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

BY ORDER OF THE BOARD

Guy Khavia
Chairman

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm (AEST) on Monday, 30 June 2025 as a **virtual meeting**.

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

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

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 2024 consisting of the Independent Auditors' Statement, consolidated financial statements and notes to the consolidated financial statements (together the **2024 Financial Report**).

Whilst the Company will not provide a hard copy of the 2024 Financial Report unless specifically requested to do so, Shareholders may view the 2024 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:

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

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 2024 Financial Report by the Company's auditor, please send your question to the Company's Local Agent at Patricia.Vanni@automicgroup.com.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 3:00pm on 23 June 2025.

Resolutions

Ordinary Resolutions

Resolution 1 – Re-election of Mr Guy Khavia as Director and Chairman and approval of Terms of Office

Article 51.4 of the Company's Amended and Restated Articles of Association requires that at least one (1) Director, excluding the managing director, must stand for election or re-election at each annual general meeting.

In addition, ASX Listing Rule 14.5 provides that an entity that is admitted to the official list of ASX must hold an election of directors at each annual general meeting even if it is not having a new director stand for election and no director is due to stand for re-election under ASX Listing Rule 14.4 (which states that a director must not hold office (without re-election) past (the longer of) the third annual general meeting following the director's appointment or 3 years). Accordingly, Mr Guy Khavia is standing for re-election for the purposes of ASX Listing Rule 14.5.

Mr. Khavia is an experienced CFO with a strong background in financial, strategic, and operational leadership across public and private sectors. He has extensive experience in management, finance, and legal functions, including capital raising, mergers & acquisitions, and stock exchange compliance. His recent roles include CFO and Director at ASX listed company Dotz Nano Limited and Regional CFO at Amplifon, where he led financial teams, implemented ERP systems, and managed complex financial transactions. In addition, Mr. Khavia has served as CFO for various other public companies in Israel.

Mr. Khavia is a certified CPA and holds a B.A and M.B.A. in FINANCES from The College of Management in Israel.

Shareholders are requested to approve the following terms of office of Mr. Guy Khavia, in connection with his position as an outside Director and Chairman of the Company, and taking into account that he is qualified to be considered as a director with accounting and financial expertise: monthly fee of two thousand (2,000) US\$.

Recommendation and voting requirements

The Directors (excluding Mr Khavia) recommend that Shareholders approve this Resolution.

This Resolution is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair intends to vote all available undirected proxies in favour of this Resolution.

Resolution 2 – Ratification of prior issue of shares to Molo Capital Pty Ltd

The Company issued 2,727,273 fully paid ordinary shares (**Advisor Shares**) to Molo Capital Pty Ltd (ACN 612 279 231) (**Molo Capital**) on 9 September 2024 (the **Issue Date**) in consideration for

corporate advisory services provided by Molo Capital utilising its existing issuance capacity under ASX Listing Rule 7.1.

Resolution 2 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the Advisor Shares to Molo Capital on the Issue Date.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number 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.

The issue of the Advisor Shares did not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made. If they do, the issue is taken to have been made with approval under ASX Listing Rule 7.1 and so does not reduce the Company's issuance capacity in the 12 month period following the Issue Date.

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.

To this end, this Resolution seeks Shareholder approval of the prior issue of 2,727,273 fully paid ordinary shares to Molo Capital for the purposes of ASX Listing Rule 7.4.

If this Resolution is passed, the Advisor Shares that have been issued will no longer count toward the Company's 15% equity securities issuance capacity limit under ASX Listing Rule 7.1.

If this Resolution is not passed, the Advisor Shares that have been issued will count toward the Company's 15% equity securities issuance capacity limit under ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Advisor Shares is provided as follows:

The names of the persons to whom the Company issued the securities:	The Advisor Shares were issued to Molo Capital Capital Pty Ltd (ACN 612 279 231) (Molo Capital).
The number and class of securities that were issued:	The Company issued 2,727,273 fully paid ordinary shares (Advisor Shares).
The date on which the securities were issued:	The Company issued the Advisor Shares on 9 September 2024.
The issue price:	The Advisor Shares were issued at an issue price of \$0.0275 per share.

The purpose of the issue or intended use of the funds raised from the issue:	The shares were issued in consideration for corporate advisory services provided by Molo Capital.
The terms of the securities:	The Advisor Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	The Advisor Shares were issued under the terms of the engagement letter between Molo Capital and the Company.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 2.

Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 2.

Resolution 2 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair intends to vote all available undirected proxies in favour of this Resolution.

Background to Resolutions 3, 4 and 5

Background

On 29 October 2024, the Company announced that it had completed a placement to sophisticated and professional investors by way of the issue of 18,000,000 fully paid ordinary shares (**Placement Shares**) at an issue price of A\$0.03 per Placement Share (the **Placement**).

The Company issued the Placement Shares on 29 October 2024 by utilising its placement capacity under ASX Listing Rules 7.1 and 7.1A.

The Lead Manager for the Placement was Taurus Capital Group Pty Ltd (ACN 622 499 834) (**Taurus Capital**) who, as part consideration for their services, was to be issued with 9,000,000 unlisted options (**Lead Manager Options**). The Lead Manager Options will be exercisable on a 1:1 basis into ordinary shares at an exercise price of \$0.04 per Lead Manager Option. The Lead Manager Options will expire 3 years following their issue date.

5,000,000 of the 9,000,000 Lead Manager Options were issued within NGS's ASX Listing Rule 7.1 placement capacity and the Company is seeking to issue the remaining 4,000,000 Lead Manager Options with Shareholder approval.

Accordingly, shareholder approval of the following resolutions is being sought at this AGM:

- Resolution 3: Ratification of prior issue of Placement Shares under ASX Listing Rule 7.4;
- Resolution 4: Ratification of prior issue of 5,000,000 Lead Manager Options under ASX Listing Rule 7.4; and

- Resolution 5: Approval to issue 4,000,000 Lead Manager Options to Taurus Capital or its nominee(s) under ASX Listing Rule 7.1.

Resolution 3 – Ratification of prior issue of placement shares

Resolution 3 seeks Shareholder ratification and approval pursuant to ASX Listing Rule 7.4 (and for all other purposes) of the issue of 18,000,000 fully paid shares (which were issued under the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A) on 29 October 2024 (the **Placement Share Issue Date**) to the Placement Holders.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number 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 (**15% Placement Capacity**).

In addition to its 15% Placement Capacity, the Company has obtained Shareholder approval pursuant to ASX Listing Rule 7.1A at its 2024 Annual General Meeting to issue equity securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2024 Annual General Meeting, without needing prior shareholder approval (**10% Placement Capacity**).

ASX Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of equity securities made pursuant to ASX Listing Rules 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rules 7.1 or 7.1A) those equity securities will be treated as having been made with Shareholder approval for the purpose of ASX Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future up to the 15% Placement Capacity set out in ASX Listing Rule 7.1 and the 10% Placement Capacity set out in ASX Listing Rule 7.1A without having to obtain Shareholder approval for such issues.

If Resolution 3 is passed, the Placement Shares that have been issued will not count toward the Company's 15% Placement Capacity under ASX Listing Rule 7.1 and the Company's 10% Placement Capacity under Listing Rule 7.1A, respectively, effectively increasing the number of equity securities it can issue without Shareholder approval in the 12 month period following the Placement Share Issue Date.

If Resolution 3 is not passed, the Placement Shares that have been issued will count toward the Company's 15% Placement Capacity under ASX Listing Rule 7.1 and the company's 10% Placement Capacity under Listing Rule 7.1A, respectively, effectively decreasing the number of equity securities it can issue without Shareholder approval in the 12 month period following the Placement Share Issue Date.

Technical Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Placement Shares is provided as follows:

The names of the persons to whom the Company issued the securities:

The Placement Shares were issued to new and existing sophisticated and professional investors, identified by Taurus Capital, being the Placement Holders.

The number and class of securities that were issued:	The Company issued 18,000,000 fully paid ordinary shares (Placement Shares).
The date on which the securities were issued:	The Company issued the Placement Shares on 29 October 2024.
The issue price:	The Placement Shares were issued at an issue price of \$0.03 per share.
The purpose of the issue or intended use of the funds raised from the issue:	The funds raised from the Placement will be used to invest in sales and marketing initiatives to boost brand awareness and market share of the Company's products in the USA, expand production to increase distribution and grow the product portfolio, and scale operations to enhance efficiencies.
The terms of the securities:	The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	The Placement Shares were issued under subscription agreements between the Company and the Placement Holders.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 3.

Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolution 3.

Resolution 3 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

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

Resolutions 4 and 5 – Ratification of prior issue of 5,000,000 options to Taurus Capital Group Pty Ltd and approval of issue of 4,000,000 options to Taurus Capital Group Pty Ltd (or its nominee(s))

Resolution 4 seeks Shareholder ratification and approval pursuant to ASX Listing Rule 7.4 (and for all other purposes) of the issue of 5,000,000 Lead Manager Options (which were issued under the Company's placement capacity under ASX Listing Rule 7.1) to Taurus Capital on 30 October 2024.

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 (and for all other purposes) of the issue of 4,000,000 Lead Manager Options to Taurus Capital (or its nominee(s)).

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number 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 (**15% Placement Capacity**).

ASX Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of equity securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those equity securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future up to the 15% Placement Capacity set out in ASX Listing Rule 7.1 without having to obtain Shareholder approval for such issues.

If Resolutions 4 and 5 are passed, the issue of 9,000,000 Lead Manager Options will not count toward the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following their respective issue dates.

If Resolution 4 is not passed, the issue of 5,000,000 Lead Manager Options will count toward the Company's 15% Placement Capacity under ASX Listing Rule 7.1 effectively decreasing the number of equity securities it can issue without Shareholder approval in the 12 month period following the issue date of those options.

If Resolution 5 is not passed, the issue of 4,000,000 Lead Manager Options can only take place once the Company has sufficient capacity to issue equity securities under its 15% Placement Capacity under ASX Listing Rule 7.1.

Technical Information required by ASX Listing Rules 7.3 and 7.5

For the purposes of ASX Listing Rules 7.3 and 7.5, information regarding the issue of the Lead Manager Options is provided as follows:

The names of the persons to whom the Company issued or will issue the securities:	5,000,000 Lead Manager Options were issued to Taurus Capital and 4,000,000 Lead Manager Options will be issued to Taurus Capital or its nominee(s).
The number and class of securities that were issued or will be issued:	<p>The Lead Manager Options were or will be issued as follows:</p> <p>(a) 5,000,000 Lead Manager Options were issued pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1, ratification of which is sought pursuant to Resolution 4; and</p> <p>(b) 4,000,000 Lead Manager Options will be issued pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1, of which Shareholder approval is sought pursuant to Resolution 5.</p>

The date on which the securities were issued or will be issued:	(a) 5,000,000 Lead Manager Options were issued on 30 October 2024. (b) 4,000,000 Lead Manager Options 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).
The issue price:	The Lead Manager Options will be issued for nil cash consideration.
The purpose of the issue or intended use of the funds raised from the issue:	The Lead Manager Options were issued or will be issued in consideration for services provided by Taurus Capital.
The terms of the securities:	The material terms of the Lead Manager Options are set out in Annexure A of this Notice of Meeting.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	The Lead Manager Options were issued under the terms of the engagement letter between Taurus Capital and the Company.
Voting exclusion statement:	Voting exclusion statements are contained in Resolutions 4 and 5.

Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolutions 4 and 5.

Resolutions 4 and 5 are ordinary resolutions and so require the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolutions. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair intends to vote all available undirected proxies in favour of Resolution 4 and 5.

Background to Resolutions 6, 7 and 8

Background

On 7 May 2025, the Company announced that it had successfully completed a placement of 1,000,000 Convertible Notes (**Convertible Notes**) to sophisticated and professional investors at an issue price of A\$1.00 per Convertible Note (the **Convertible Note Placement**) to raise \$1,000,000 (the **Convertible Note Amount**) before costs.

Under the terms of the Convertible Notes, the conversion of the 1,000,000 Convertible Notes into ordinary shares in the Company at an issue price of A\$0.025 per ordinary share (that is 40,000,000 fully paid ordinary shares in the Company (the **Convertible Note Shares**) is to occur within 10

business days of the Company's shareholders approving the issue of ordinary shares on conversion of the Convertible Notes for the purposes of ASX Listing Rule 7.1.

Under the Convertible Note Placement, subscribers for Convertible Notes are entitled to be issued with 40,000,000 free-attaching options which each have an exercise price of A\$0.04 per option and an expiry date that is 3 years after their issue date (**Free-Attaching Options**) provided Shareholder approval under ASX Listing Rule 7.1 is obtained,

The lead manager for the Convertible Note Placement was GBA Capital Pty Ltd (ACN 643 039 123) (**GBA Capital**) who, as part the consideration for their services, is entitled to receive 12,000,000 options which have the same terms as the Free Attaching Options (**GBA Capital Options**) provided Shareholder approval under ASX Listing Rule 7.1 is obtained.

Together, the Free Attaching Options and GBA Capital Options shall be referred to as the **Convertible Note Options**. Subject to meeting the requirements of the ASX Listing Rules, the Company intends to seek Official Quotation of the Convertible Note Options.

Accordingly, Shareholder approval of the following resolutions is being sought at this AGM:

- Resolution 6: Approval to issue the Convertible Note Shares under ASX Listing Rule 7.1;
- Resolution 7: Approval to issue the Free-Attaching Options under ASX Listing Rule 7.1; and
- Resolution 8: Approval to issue the GBA Capital Options under ASX Listing Rule 7.1.

Resolution 6 – Approval to issue shares on conversion of the Convertible Notes under ASX Listing Rule 7.1

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 (and for all other purposes) of the issue of 40,000,000 fully paid ordinary shares in the Company on conversion of 1,000,000 Convertible Notes to the Convertible Note Investors.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a listed company can issue without 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 (**15% Placement Capacity**).

The proposed issue of 40,000,000 fully paid ordinary shares in the Company on conversion of 1,000,000 Convertible Notes does not fall within any of the exceptions listed in ASX Listing Rule 7.2 and will exceed the Company's 15% Placement Capacity. The Company is therefore seeking the approval of the Company's Shareholders under ASX Listing Rule 7.1 to enable the issue of 40,000,000 fully paid ordinary shares in the Company on conversion of 1,000,000 Convertible Notes for the purposes of ASX Listing Rule 7.1.

If this Resolution passed, the Company will be able to proceed with the issue of 40,000,000 fully paid ordinary shares in the Company on conversion of 1,000,000 Convertible Notes. In addition, the issue of those shares will not count toward the Company's 15% equity securities issuance capacity limit under ASX Listing Rule 7.1. If this Resolution is not passed, the Company will not be able to proceed with the issue of those shares and instead, the Convertible Note Amount will be a debt payable by the Company.

Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the fully paid ordinary shares on conversion of the Convertible Notes is provided as follows:

The names of the persons to whom the Company will issue the securities:	The fully paid ordinary shares to be issued on conversion of the Convertible Notes will be issued to the Convertible Note Investors (who are all non-Related Parties of the Company).	
The number and class of securities that will be issued:	40,000,000 fully paid ordinary shares in the Company (the Convertible Note Shares) will be issued.	
The date on which the securities are proposed to be issued:	The Company intends to issue the Convertible Note Shares within 10 business days of the passing of this Resolution 6.	
The issue price:	The Convertible Note Shares will be issued at an issue price of A\$0.025 per ordinary share.	
The purpose of the issue or intended use of the funds raised from the issue:	The Convertible Note Shares are proposed to be issued in reduction of the Convertible Note Amount repayable by the Company to the holders of the Convertible Notes.	
The terms of the securities:	The Convertible Note Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.	
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	The Convertible Note Shares are proposed to be issued under the terms of the Convertible Notes. A summary of the Convertible Note terms is provided below:	
	Item	Detail
	Number of Convertible Notes issued	1,000,000
	Face Value of each Convertible Note	\$1.00
	Interest rate	15% per annum, payable in Shares
	Event of default	If an insolvency event has occurred in respect of the Company, the holders of Convertible Notes may give notice to the Company that

		the Face Value of the Convertible Notes is due and payable to the holder of Convertible Notes.
	Redemption	If the Convertible Notes have not been already Converted, the Convertible Notes must be redeemed for its Face Value on 12 May 2027.
	Conversion (subject to Shareholder approval)	At this Annual General Meeting, Shareholders will be asked to approve the issue of fully paid ordinary shares in the Company on Conversion of the Convertible Notes such that the Face Value of the Convertible Notes will be repaid and applied in subscription for such number of ordinary shares in NGS determined by dividing the Face Value by \$0.025 per share.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 6.	

Recommendation and voting requirements

The Directors recommend that Shareholders approve this Resolution.

This Resolution is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair intends to vote all available undirected proxies in favour of this Resolution.

Resolutions 7 and 8 – Approval to issue the Free-Attaching Options and the GBA Capital Options under ASX Listing Rule 7.1

Resolution 7 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 (and for all other purposes) of the issue of 40,000,000 Free-Attaching Options to the holders of the Convertible Notes and Resolution 8 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 (and for all other purposes) of the issue of 12,000,000 GBA Capital Options to GBA Capital.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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 Listing Rule 7.1.

To this end, Resolution 7 seeks approval to issue 40,000,000 Free-Attaching Options and Resolution 8 seeks approval to issue 12,000,000 GBA Capital Options for the purposes of ASX Listing Rule 7.1.

If Resolutions 7 and 8 are passed, the issue of the 52,000,000 Convertible Note Options will not count toward the Company's 15% equity securities issuance capacity limit under ASX Listing Rule 7.1.

If either, or both, of Resolutions 7 and 8 are not passed, the Company may choose to proceed with the issue of that number of Convertible Note Options that it will have capacity to issue under ASX Listing Rule 7.1. The number of Convertible Note Options issued under these circumstances would count toward the Company's 15% equity securities issuance capacity limit under ASX Listing Rule 7.1 for the 12 months period following the date on which the Convertible Note Options are issued.

Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Convertible Note Options is provided as follows:

The names of the persons to whom the Company will issue the securities:	<p>The Free-Attaching Options referred to in Resolution 7 will be issued to the Convertible Note Investors.</p> <p>The GBA Capital Options referred to in Resolution 8 will be issued to GBA Capital Pty Ltd (ACN 643 039 123) (GBA Capital).</p>
The number and class of securities that will be issued:	<p>40,000,000 options with terms set out in Annexure B will be issued to the Convertible Note Investors.</p> <p>12,000,000 options with terms set out in Annexure B will be issued to GBA Capital.</p>
The date on which the securities are proposed to be issued:	It is anticipated that the Convertible Note Options will be issued within 10 business days following this Resolution being approved.
The issue price:	The Convertible Note Options will be issued for nil cash consideration.
The purpose of the issue or intended use of the funds raised from the issue:	<p>Funds will not be raised from the issue of these Convertible Note Options as:</p> <p>(a) Resolution 7: the Free-Attaching Options are being issued on a 1 Free-Attaching Option for every 1 Convertible Note Share issued to the Convertible Note Investors; and</p> <p>(b) Resolution 8: the GBA Capital Options are being issued as part consideration for the services provided by GBA Capital in relation to the Convertible Note Placement.</p>

The terms of the securities:	The material terms of the Convertible Note Options are set out in Annexure B of this Notice of Meeting.
If the securities are being issued under an agreement, a summary of the material terms of the agreement:	The Free-Attaching Options are to be issued under a note subscription agreement with each Convertible Note Investor. The GBA Capital Options are to be issued under a mandate letter agreement between the Company and GBA Capital.
Voting exclusion statement:	A voting exclusion statement is contained in Resolutions 7 and 8.

Recommendation and voting requirements

The Directors recommend that Shareholders approve Resolutions 7 and 8.

Resolutions 7 and 8 are ordinary resolutions and so require the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolutions. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair intends to vote all available undirected proxies in favour of Resolutions 7 and 8.

Resolution 9 – Approval of future issue of equity securities in accordance with ASX Listing Rule 7.1A

General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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 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 add an additional 10% equity securities issuance capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$3.38 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval for the period referred to below.

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

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity

to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

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

Period for which the approval will be valid

An approval under this 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 Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under 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 which 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 the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

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

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under 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) to purchase inventory for retail expansion in CVS and Wakefern;
- (b) working capital; and
- (c) corporate expenses.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under 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 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 Listing Rule 7.1A.

The table below shows the potential dilution of existing securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in Listing Rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.013 50% decrease in issue price	\$0.026 issue price ^(b)	\$0.052 100% increase in issue price
"A" is the number of shares on issue, being 135,482,824 Shares ^(a)	10% voting dilution ^(c)	13,548,282	13,548,282	13,548,282
	Funds raised	\$176,128	\$352,255	\$704,510
"A" is a 50% increase in number of shares on issue, being 203,224,236 Shares	10% voting dilution ^(c)	20,322,423	20,322,423	20,322,423
	Funds raised	\$264,191	\$528,383	\$1,056,766
"A" is a 100% increase in number of shares on issue, being 270,965,648 Shares	10% voting dilution ^(c)	27,096,564	27,096,564	27,096,564
	Funds raised	\$352,255	\$704,511	\$1,409,022

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 16 May 2025.
- (b) Based on the closing price of the Company's Shares on ASX as at 16 May 2025.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under 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 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 Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under 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 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 Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities 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 Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time

of any issue of equity securities under 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 Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under 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 Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
10,767,210 fully paid ordinary shares	Fully paid ordinary shares	16.7% discount to last closing market price before agreement to issue	\$0.03 per share	The Placement Holders

Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to AGM ("A")	10,767,210 fully paid ordinary shares
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)	9.7%

Recommendation and voting requirements

The Directors recommend that Shareholders approve this Resolution.

This Resolution is a special resolution and so at least 75% of the votes validly cast on the Resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

The Chair intends to vote all available undirected proxies in favour of this Resolution.

Glossary

A\$ or \$ means the lawful currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales, Australia.

Amended and Restated Articles of Association means the Company's constituent document.

Annual General Meeting, AGM or Meeting means the meeting of Shareholders convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or Listing Rules means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the financial market operated by ASX.

Chair means the person chairing the Meeting.

Convertible Notes means the 1,000,000 convertible notes on issue in the Company.

Convertible Note Amount means the aggregate face value of the Convertible Notes plus accrued interest.

Convertible Note Investors means Piccolo Terremoto Pty Ltd, Boutique Capital Pty Ltd, T Mitchell Pty Ltd, Alissa Bella Pty Ltd, Syracuse Capital Pty Ltd, Non Correlated Capital Pty Ltd, Andrew Broadhurst, Ruthie Pty Ltd, Orca Capital GMBH, Toronga Pty Ltd, Riya Investments Pty Ltd, Breakout Star Holdings Pty Ltd, Alexander Michael Lewit, JEJM Pty Ltd.

Convertible Note Shares means the Shares to be issued on conversion of the Convertible Notes.

Company or NGS means Nutritional Growth Solutions Limited ARBN 642 861 774.

Companies Law means the Israel Companies Law 5759-1999 (as amended).

Corporations Act means the *Corporations Act 2001* (Cth) for the time being in force together with the *Corporations Regulations 2001* (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice or Notice of Meeting means this notice of Annual General Meeting, Explanatory Statement, the annexures and the Proxy Form.

Official Quotation means the quotation of the relevant securities on the financial market operated by ASX.

Ordinary Resolution means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

Placement Holders means Visha Holdings Pty Ltd, T Mitchell Pty Ltd, Toronga Pty Ltd and MGL Corp Pty Ltd.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in the ASX Listing Rules.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of one or more Shares.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

USD or **US\$** means the lawful currency of the United States of America.

For personal use only

Annexure A – Material Terms of the Lead Manager Options

The material terms and conditions of the Lead Manager Options are as follows:

(a) Entitlement

Each Lead Manager Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.

(b) Exercise Price and Expiry Date

Each Lead Manager Option has an exercise price of \$0.04 and will expire 3 years from their date of issue (**Expiry Date**).

(c) Exercise Period

The Lead Manager Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) Quotation of the Options

The Company will not apply for Official Quotation of the Lead Manager Options.

(e) Transferability of the Options

The Lead Manager Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

(f) Notice of Exercise

The Lead Manager Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (Notice of Exercise) and payment of the Exercise Price for each Lead Manager Option being exercised in Australian currency by cheque or electronic funds transfer.

Any Notice of Exercise of a Lead Manager Option received by the Company will be deemed to be a notice of the exercise of that Lead Manager Option as at the date of receipt.

(g) Participation in New Issues

There are no participation rights or entitlements inherent in the Lead Manager Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options.

(h) Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares, the number of Shares which must be issued on the exercise of a Lead Manager Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Lead Manager Option before the record date for the bonus issue.

(i) Adjustments for Reorganisation

If the Company reorganises its capital, the rights of the Optionholders (and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.

Annexure B – Material Terms of the Convertible Note Options

The terms and conditions of the Convertible Note Options are as follows:

(a) Entitlement

Each Convertible Note Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.

(b) Exercise Price and Expiry Date

Each Convertible Note Option has an exercise price of \$0.04 and will expire 3 years from their date of issue (**Expiry Date**).

(c) Exercise Period

The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(d) Quotation of the Options

The Company will apply for Official Quotation of the Options.

(e) Transferability of the Options

The Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

(f) Notice of Exercise

The Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(g) Partial Exercise

If an Optionholder wishes to exercise any Options, the Optionholder must either exercise all of the Options held by that Optionholder (if the Optionholder holds less than 500,000 Options) or exercise at least 500,000 Options.

(h) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

(i) Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares, the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue.

(j) Adjustments for Reorganisation

If the Company reorganises its capital, the rights of the Optionholders (and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.

Your proxy voting instruction must be received by **3.00pm (AEST) on Saturday, 28 June 2025**, 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://investor.automic.com.au/#/loginsah> 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

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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Nutritional Growth Solutions Ltd, to be held virtually at **3.00pm (AEST) on Monday, 30 June 2025** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **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**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Re-election of Mr Guy Khavia as Director and Chairman and approval of Terms of Office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of shares to Molo Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of placement shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of options to Taurus Capital Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue options to Taurus Capital Group Pty Ltd under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue shares on conversion of Convertible Notes under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue the Free-Attaching Options under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to issue the GBA Capital Options to GBA Capital under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of future issue of securities in accordance with ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).