

## ASX ANNOUNCEMENT

Melbourne, Australia, 8 August 2023: The Sustainable Nutrition Group (**ASX:TSN**) (“**TSN**” or the “**Company**”), is pleased to announce that a copy of the orders of the Federal Court of Australia approving the scheme of arrangement in relation to the proposed acquisition by Elixinol Wellness Limited ACN 621 479 794 (**EXL**) pursuant to which EXL will acquire 100% of the TSN ordinary shares under TSN’s Board-recommended Scheme of Arrangement (**Scheme**) has been lodged with the Australian Securities and Investments Commission (**ASIC**) today.

As a result of this lodgement, the Scheme is now legally effective. A copy of the Court Orders is attached to this announcement.

As at the close of trading today, TSN's shares will be suspended from official quotation on the ASX.

## Timetable and next steps

The timetable for implementation of the Scheme is as follows:

TSN Shares cease trading on ASX at close of trading	8 August 2023
Scheme Record Date for determining participants in the Scheme and entitlements to Scheme Consideration	10 August 2023 7pm (AEST)
Implementation Date – Scheme Shares transferred to EXL and Scheme Consideration provided to Scheme Participants	17 August 2023

## Scheme Consideration

On the Implementation Date, TSN Scheme Participants will receive 1.1225 EXL Shares for each TSN Share held on the Scheme Record Date.

Terms not defined in this announcement have the meaning given to them in the Scheme Booklet, which was attached to TSN’s announcement dated 29 June 2023.

## For further information, please contact:

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Interim Non-Executive Chair  
The Sustainable Nutrition Group Ltd  
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**Authorised for release by the TSN Board of Directors**



MT. ELEPHANT™



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NATIVE INGREDIENT  
— SPECIALISTS —



Australian  
Primary Hemp™

## About TSN

The Sustainable Nutrition Group Ltd (ASX:TSN) is a vertically integrated business which produces, manufactures, and distributes a range of sustainable and plant-based nutrition brands, including hemp products under the Mt Elephant, Australian Primary Hemp, Field Day and The Australian Superfood Company brands to retail, wholesale, e-commerce and white label customers in Australia. TSN engages across the value chain encompassing seed selection, farming, processing, packaging, distribution and sales of bulk, food service and retail products.

## About EXL

Elixinol Wellness Limited (ASX:EXL) is a global leader in the hemp industry, innovating, marketing and selling hemp derived nutraceutical and food products. The Company's simplified business model is focusing on:

- In the Americas, innovating, marketing and selling high quality Elixinol branded hemp derived nutraceutical and skincare products based in Colorado, USA
- In Australia, Hemp Foods Australia is a leading hemp food wholesaler, retailer, manufacturer and exporter of bulk and branded raw materials, and finished products
- In the United Kingdom, South Africa, Japan, Brazil, Mexico and Malaysia (pending approvals), Elixinol branded products are available to consumers via exclusive Distribution and/or Trademark and Know-How Licensing Agreements
- Across the Rest of World, expanding distribution of branded hemp derived products through reputable distributors as key markets open.

See more at [www.elixinolwellness.com](http://www.elixinolwellness.com)



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ASX Code: TSN

THE SUSTAINABLE NUTRITION GROUP LTD

[www.sustainablenutrition.com.au](http://www.sustainablenutrition.com.au)

Level 4, 100 Albert Road, South Melbourne VIC 3205



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID339/2023

**IN THE MATTER OF THE SUSTAINABLE NUTRITION GROUP LTD  
(ACN 071 666 334)**

**THE SUSTAINABLE NUTRITION GROUP LTD (ACN 071 666 334)**  
Plaintiff

**ORDER**

**JUDGE:** JUSTICE MCELWAIN

**DATE OF ORDER:** 07 August 2023

**WHERE MADE:** Melbourne

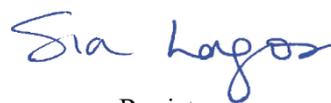
**OTHER MATTERS:**

- A. The proceeding concerns a scheme of arrangement between the plaintiff and the holders of ordinary shares in the plaintiff, the terms of which are set out at pages 424 to 446 of Exhibit AMG-2 to the affidavit of Andrew Michael Gaffney dated 27 June 2023 (the **Scheme**).
- B. There has been produced to the Court a statement in writing by the Australian Securities and Investments Commission (**ASIC**) in accordance with s 411(17)(b) of the *Corporations Act 2001* (Cth) (**the Act**) stating that ASIC has no objection to the Scheme.

**THE COURT ORDERS THAT:**

1. Under s 411(4)(b) of the Act, the Scheme is approved.
2. Under s 411(12) of the Act, the plaintiff is exempted from compliance with s 411(11) of the Act in respect of the Scheme.

Date that entry is stamped: 7 August 2023

  
Registrar