



Announcement Summary

Entity name

NIGHTINGALE INTELLIGENT SYSTEMS INC

Date of this announcement

Monday June 10, 2024

The +securities the subject of this notification are:

Other

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Convertible Notes having a face value of USD\$1.00 per note	250,000	15/05/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

NIGHTINGALE INTELLIGENT SYSTEMS INC

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ARBN

Registration number

659369221

1.3 ASX issuer code

NGL

1.4 The announcement is

New announcement

1.5 Date of this announcement

10/6/2024



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

Other

Please specify

Convertible Notes (May 2024)

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class)

New +securities

ASX +security code

New class - code to be confirmed

+Security description

Convertible Notes having a face value of USD\$1.00 per note

+Security type

+Convertible debt securities

ISIN code

Date the +securities the subject of this notification were issued

15/5/2024

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

+Convertible debt securities Details

Type of +security

Convertible note or bond

+Security currency

USD - US Dollar

Face value

USD 1.00000000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Other

s128F of the Income Tax Assessment Act status applicable to the +security

Not applicable

Is the +security perpetual (i.e. no maturity)?

No

Maturity date

15/11/2024

Select other feature(s) applicable to the +security

Convertible

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

No

Details of the existing class of +security that will be issued if the securities are converted, transformed or exchanged

NGL : CDI 1:1 US PERSON PROHIBITED EXCLUDING QIB

**Any other information the entity wishes to provide about the +securities the subject of this notification**

Six month term; unlisted; unsecured; interest rate of 15% p.a.; principal and interest paid on maturity; conversion into CDIs at the higher of USD\$0.03/CDI or a rate equal to 80% of the VWAP of CDIs for the 10-day trading period immediately preceding conversion; the holder will also receive 75,000 fully paid CDIs and 750,000 unlisted options over CDIs with an exercise price of USD\$0.08 and a 10 year term (NGLAV).

Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

N/A

Issue details**Number of +securities**

250,000

Were the +securities issued for a cash consideration?

Yes

In what currency was the cash consideration being paid?

USD - US Dollar

What was the issue price per +security?

USD 1.00000000

Purpose of the issue

To raise additional working capital





Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this notification, the +securities of the entity will comprise:

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

4.1 Quoted +securities (Total number of each +class of +securities issued and quoted on ASX)

ASX +security code and description	Total number of +securities on issue
NGL : CDI 1:1 US PERSON PROHIBITED EXCLUDING QIB	107,433,826
NGLO : OPTION EXPIRING 16-SEP-2025 US PROHIBITED	11,363,610

4.2 Unquoted +securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
NGLAV : OPTION EXPIRING 28-APR-2034 EX USD 0.08	150,000
NGLAU : CONVERTIBLE NOTES	50,000
NGLAR : OPTION EXPIRING 29-AUG-2033 EX USD 0.029	206,596
NGLAT : OPTION EXPIRING 31-MAR-2034 EX \$0.064	155,927
NGLAH : WARRANTS EXPIRING 04-APR-2028 EX USD \$0.47	20,464
NGLAI : OPTION EXPIRING 12-SEP-2031 EX USD \$0.07	490,000
NGLAK : OPTION EXPIRING 18-OCT-2032 EX USD \$0.15	400,000
NGLAN : OPTION EXPIRING 26-APR-2033 EX USD 0.057	396,347
NGLAM : OPTION EXPIRING 27-MAR-2033 EX USD 0.057	397,265
NGLAJ : OPTION EXPIRING 03-OCT-2031 EX USD \$0.03	345,000
NGLAC : ORDINARY FULLY PAID RESTRICTED	25,789,028
NGLAD : OPTION EXPIRING 12-SEP-2031 RESTRICTED	255,927
NGLAE : OPTION EXPIRING 03-OCT-2031 RESTRICTED	4,400,000
NGLAF : SHARE UNITS RESTRICTED	3,500,000



NGLAG : OPTION EXPIRING 02-FEB-2028 EX USD \$0.47	122,000
NGLAQ : OPTION EXPIRING 28-JUL-2033 EX USD 0.034	383,515
NGLAO : OPTION EXPIRING 26-MAY-2033 EX USD 0.47	383,515
NGLAS : CONVERTIBLE NOTES	250,000
NGLAP : OPTION EXPIRING 26-JUN-2033 EX USD 0.04	383,515
New class - code to be confirmed : Convertible Notes having a face value of USD\$1.00 per note	250,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

8,333,333

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No