



Announcement Summary

Entity name

NUTRITIONAL GROWTH SOLUTIONS LTD

Date of this announcement

Wednesday February 14, 2024

The +securities the subject of this notification are:

+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX

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	400,000	14/02/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

NUTRITIONAL GROWTH SOLUTIONS LTD

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

642861774

1.3 ASX issuer code

NGS

1.4 The announcement is

New announcement

1.5 Date of this announcement

14/2/2024



Part 2 - Issue details

2.1 The +securities the subject of this notification are:
+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX

Previous Appendix 3B details:

Announcement Date and Time	Announcement Title	Selected Appendix 3B to submit quotation request
31-Jan-2024 11:11	New - Proposed issue of securities - NGS	A placement or other type of issue

2.3a.2 Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?
No



Part 3A - number and type of +securities the subject of this notification (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Placement Details

ASX +security code and description
new unquoted class of security
Date the +securities the subject of this notification were issued
14/2/2024
Any other information the entity wishes to provide about the +securities the subject of this notification
If any conversion of the Convertible Notes results in an aggregate issue of more 37,454,109 shares (being the capacity under ASX Listing Rule 7.1 at the time the Company agreed to issue the notes), the conversion will be subject to shareholder approval.

Issue details

Number of +securities	
400,000	
Were the +securities issued for a cash consideration?	
Yes	
In what currency was the cash consideration being paid?	What was the issue price per +security?
AUD - Australian Dollar	AUD 1.00000000



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

ASX +security code

New class - code to be confirmed

+Security description

Convertible Notes

+Security type

+Convertible debt securities

ISIN code

Date the +securities the subject of this notification were issued

14/2/2024

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.

A summary of the material terms of the notes are set out the announcement dated 31 January 2024(<https://announcements.asx.com.au/asxpdf/20240131/pdf/05zxrw8xy1x88r.pdf>)

+Convertible debt securities Details

Type of +security

Convertible note or bond

+Security currency

AUD - Australian Dollar

Face value

AUD 1.00000000

Interest rate type

Fixed rate

Frequency of coupon/interest payments per year

Annual

First interest payment date

14/2/2025

Interest rate per annum

12.00 %

Is the interest rate per annum estimated at this time?

No

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

s128F exemption status unknown

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

No

Maturity date

14/2/2027

Select other feature(s) applicable to the +security

Convertible

Redeemable

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

NGS : ORDINARY FULLY PAID

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

If any conversion of the Convertible Notes results in an aggregate issue of more 37,454,109 shares (being the capacity under ASX Listing Rule 7.1 at the time the Company agreed to issue the notes), the conversion will be subject to shareholder approval.

Issue details

Number of +securities

400,000

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
NGSOA : OPTION EXPIRING 31-AUG-2026	80,000,000
NGS : ORDINARY FULLY PAID	251,227,397

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
NGSAN : EMP OPTIONS EX VARIOUS DATES EX VARIOUS PRICES	7,204,169
NGSAH : OPTION EXPIRING 23-OCT-2025 EX \$0.20	20,000,000
NGSAJ : OPTION EXPIRING 31-DEC-2025 EX \$0.01	5,571,430
NGSAR : OPTION EXPIRING 26-JAN-2023 EX \$0.2747	250,000
NGSAS : OPTION EXPIRING 25-FEB-2023 EX \$0.2731	250,000
New class - code to be confirmed : Convertible Notes	400,000