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# NSX Limited

(ACN 089 447 058)

## Entitlement Offer Booklet

**Pro-rata Non-Renounceable Entitlement Offer of 1 New Share  
for every 2 Existing Shares  
at an issue price of \$0.025 per New Share  
to raise up to \$5 million.**

**The Entitlement Offer opens on 12 February 2024 and closes  
5.00 pm (Sydney time) on 1 March 2024.**

**This document is important and requires your immediate attention.**

You should read this document and the accompanying Entitlement and Acceptance Form in their entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer Booklet is not a prospectus under the *Corporations Act 2001* (Cth) and has not been lodged with ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered under this Offer.

**Not for distribution or release in the United States.**



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## Corporate Directory

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### **Issuer**

NSX Limited  
 Level 3, 1 Bligh Street  
 Sydney NSW 2000  
 Telephone: + 61 2 9233 0100  
 Website: [www.nsx.com.au](http://www.nsx.com.au)  
 ASX Code: NSX

### **Company Secretary**

Mr Scott Evans

### **Directors**

Mr Michael Aitken  
 Mr Barnaby Egerton-Warburton  
 Mr Tim Hart (Chair)  
 Ms Kelly Humphreys  
 Mr Tod McGrouther (Acting Managing Director)

### **Share Registry**

Boardroom Pty Limited  
 GPO Box 3993  
 SYDNEY NSW 2001  
 Telephone: 1300 737 760  
 Website: [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

## Important Information

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This Offer Booklet is dated 1 February 2024. This Offer Booklet has been prepared by NSX Limited (NSX).

### **This Offer Booklet is not a prospectus**

The Offer is made under section 708AA of the Corporations Act. This Offer Booklet is not a prospectus and it does not contain all of the information that an investor would find in a prospectus or which may be required to make an informed investment decision regarding, or about the rights attaching

to, the New Shares offered by this Offer Booklet. It has not been and will not be lodged with ASIC. Neither ASIC, ASX nor their respective officers take any responsibility for the content of this Offer Booklet or for the merits of the investment to which this Offer relates.

**As an Eligible Shareholder of NSX, this Offer Booklet is important and requires your immediate attention.**

You should read the entire Offer Booklet before deciding whether to invest in the New Shares. Please carefully read the instructions on the accompanying Entitlement and Acceptance Form regarding the acceptance of the Offer. If you have any questions regarding your Entitlement or the Offer, please contact your legal, investment or other professional adviser.

**No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw the application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

**Professional advice**

The information in this Offer Booklet is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. NSX is not licensed to provide financial product advice in respect of the New Shares. It is important that you read this Offer Booklet in its entirety before deciding whether to apply for New Shares. In particular, you should consider the risk factors that could affect the performance of NSX, some of which are outlined in Section 7. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to apply for New Shares. If you have any questions you should seek professional advice from your legal, investment or other professional adviser.

**Foreign jurisdictions**

This Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia, Cyprus, Hong Kong and New Zealand.

The distribution of this Offer in jurisdictions outside Australia, Hong Kong, Cyprus or New Zealand may be restricted by law and persons who come into possession of this Offer outside Australia, Hong Kong, Cyprus or New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Offer does not constitute an offer or invitation in any place outside Australia or New Zealand where, or to any person to whom, it would be unlawful to make such an offer or invitation. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of the New Shares outside Australia and New Zealand.

**New Zealand**

The Entitlements and the New Shares being offered under this Offer Booklet are not being offered or sold to the public in New Zealand other than to Shareholders with registered addresses in New Zealand in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Offer Booklet is not an investment statement or prospectus under New Zealand law, and may not contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

**Hong Kong and Cyprus**

Warning: The contents of this Offer Booklet have not been reviewed by any Hong Kong or Cyprus regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any of the contents of the Offer Booklet, you should obtain professional advice.

**United States**

This document may not be released or distributed in the United States of America. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States.

**No guarantee**

Neither NSX nor any other party makes any representation or gives any guarantee or assurance:

- a) as to the performance or success of NSX;
- b) as to the rate of income or capital growth from NSX; or
- c) that there will be no capital loss or particular taxation consequence of investing in NSX.

An investment in NSX does not represent a deposit or any other type of liability of the above parties. An investment in NSX is subject to investment risk. These risks are discussed in Section 7.

Investors should note that the past share price and investment performance of NSX provides no guidance as to its future share price and investment performance.

**No representations other than in this Offer Booklet**

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation not contained in this Offer Booklet may not be relied on as having been authorised by NSX.

**Future performance**

Except as required by law, and only to the extent so required, neither NSX nor any other person warrants or guarantees the future performance of NSX or any return on any investment made pursuant to this Offer Booklet.

## Important Information (Cont.)

### Privacy

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing information to NSX (directly and/or via the Share Registry) that may constitute personal information for the purposes of the Privacy Act 1988(Cth). NSX (and the Share Registry on its behalf) collects, holds and uses personal information provided on an Entitlement and Acceptance Form in order to assess your application and administer your holding of Shares.

If you do not provide the information requested in the Entitlement and Acceptance Form, NSX and the Share Registry may not be able to process or accept the form.

Access to your personal information may be provided to other companies within the NSX group and to NSX's agents and service providers on the basis that they deal with such

information in accordance with this privacy disclosure statement. You have a right to request access to the personal information that NSX holds about you subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to NSX's share registrar:

Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

### Defined terms and conditions

Certain terms and abbreviations used in this Offer Booklet are defined in the Glossary. References to Australian dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Offer Booklet are due to rounding. All times and dates are a reference to Sydney time.

## Key dates

Event	Date
<b>Announcement of the Entitlement Offer</b> <b>Lodgement of Appendix 3B – prior to commencement of trading</b> <b>Lodgement of Entitlement Offer Booklet and sample acceptance form</b> <b>Lodgement of Cleansing Notice</b>	Thursday 1 February 2024
<b>Ex Date – The date on which Existing Shares commence trading without the Entitlement to participate in the Offer</b>	Tuesday 6 February 2024
<b>Record Date – The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7:00pm Sydney time)</b>	Wednesday 7 February 2024
<b>Despatch of Offer Document completed and announced – Entitlement Offer Opens</b>	Monday 12 February 2024
<b>Last day to extend the offer closing date</b>	Friday 27 February 2024
<b>Offer closes (5:00pm Sydney time)<sup>1</sup></b>	Friday 1 March 2024
<b>Securities quoted on a deferred settlement basis from market open</b>	Monday 4 March 2024
<b>Notification to ASX of results of Entitlement Offer lodgement of Appendix 2A</b>	Wednesday 6 March 2024
<b>Issue Date – Issue of New Shares under the Offer completed and announced</b>	Friday 8 March 2024
<b>Expected commencement of normal trading in New Shares on ASX</b>	Monday 11 March 2024

The timetable above is indicative and may change. NSX may amend any of these dates and times without notice, subject to the Corporations Act and the ASX Listing Rules. In particular, NSX reserves the right to extend the Closing

<sup>1</sup> Eligible shareholders who wish to take up all or part of their Entitlement must complete and return their personalised Entitlement and Acceptance Form with the requisite Application Monies via by following the instructions set out on the personalised Entitlement and Acceptance Form, so that they are received by the Share Registry no later than 5.00 pm (Sydney Time) on 1 March 2024.

Date of the Entitlement Offer and to withdraw the Entitlement Offer without prior notice. Any extension of the Closing Date will have a subsequent effect on the issue date of New Shares.

The commencement of quotation of New Shares is subject to confirmation from ASX. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted. Eligible Shareholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens to ensure their application is received by the Share Registry in time.

## 1.1 Enquiries

If you have any questions please contact the Share Registry on 1300 737 760 (within Australia). If you have any further questions, you should consult your stockbroker or professional adviser.

### Key Offer Statistics

Issue Price per New Share	\$0.025
Total shares on issue	401,420,283
Total number of New Shares available under the Offer	200,710,142 <sup>2</sup>
Maximum total Shares on issue following the Offer	602,130,425 <sup>3</sup>
Maximum gross proceeds of the Entitlement Offer (before expenses of the Offer)	\$5,017,754

<sup>2</sup> The total number of New Shares that will be issued under the Entitlement Offer may be higher due to rounding up of Entitlements.

<sup>3</sup> The maximum total number of Shares that will be on issue following the Entitlement Offer may be higher due to rounding up of Entitlements. The total excludes any conversion of Performance Rights, Options or Party Paid Shares that are currently on issue.

## Letter from the Chair

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**1 February 2024**

Dear Shareholder,

On behalf of NSX, we are pleased to offer you the opportunity to participate in the Entitlement Offer.

NSX is undertaking a non-renounceable Entitlement Offer of 1 New Share for every 2 Existing Shares held. The issue price of each New Share is \$0.025 which is a 4% discount over the last traded price on 31 January 2024.

If fully subscribed, the Entitlement Offer will result in the issue of 200,710,142 New Shares (subject to rounding) raising up to \$5,017,754 before expenses of the Entitlement Offer.

NSX has agreed terms for convertible loan facility with ISX Group (“ISX”) for up to \$1 million. The loan is to provide working capital until the entitlement offer is finalised. The conversion of the loan will be at \$0.025 (the same price as the Entitlement Offer) and New Shares will be issued out<sup>4</sup> of the entitlement of ISX and subject to the Corporations Act and any shareholder approvals that may be required. The interest rate on the loan is 10% per annum pro-rata.

The net proceeds from the Entitlement Offer will be used by NSX for working capital and business development activities. NSXA successfully released its upgrade to the NETS trading system on 30 October 2023. NSXA continues with the development of its operational rule enhancements including Exchange Traded Products and business development to attract new issuers to the market.

The Entitlement Offer provides Eligible Shareholders with an opportunity to benefit from the future growth of NSX.

Eligible Shareholders may apply for all or part of their Entitlement under the Entitlement Offer (provided that such allocation does not breach the Listing Rules or any applicable law). Entitlements are non-renounceable, which means that Eligible Shareholders may not sell or transfer their Entitlements.

Eligible Shareholders wishing to subscribe to more shares have the ability to use the Top Up facility and subscribe for more shares than their entitlement. If you do not take up your entitlement your shareholding will be diluted. The Board will have the ability, at their discretion, to place the shortfall with other investors at the same Offer Price.

The Board of Directors support the raising and recommend to Shareholders that they fully participate in the Entitlement Offer.

The Offer closes at 5:00pm (Sydney time) on 5.00 PM Friday 1 March 2024. To participate, you need to ensure that you have lodged your Entitlement and Acceptance Form with your Application Monies so that they are received before this time.

The Board urges you to read this Offer Booklet carefully before making a decision in respect to your Entitlement. You should consult your stockbroker, accountant or other professional adviser for advice in relation to the Entitlement Offer.

We commend this Offer to you and thank you for your continued support of NSX.

Yours sincerely

**Mr Tim Hart**  
Chair  
NSX Limited

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<sup>4</sup> ISX currently holds 23.071% of the NSX issued capital. ISX’s entitlement is 46,163,332 New Shares or \$1,154,083.

## 2 Frequently asked questions

Question	Answer	Where to find more information
<b>Who is the issuer?</b>	NSX Limited (“NSXL”) NSXL main operating entity is the National Stock Exchange of Australia Limited.	Section 4.1
<b>What is the Offer?</b>	A pro rata non-renounceable Entitlement Offer to raise up to \$5,017,754 (before expenses of the Entitlement Offer). Eligible Shareholders may apply for all or part of their Entitlement under the Entitlement Offer.	Section 4.2
<b>What are the terms of the Entitlement Offer?</b>	1 New Share for each 2 Existing Shares at an issue price of \$0.025 per New Share.  As the issue is non-renounceable, Eligible Shareholders do not have the right to sell their Entitlements. Eligible Shareholders have the opportunity to subscribe for all, part or none of their Entitlement to New Shares.	Section 4.2 and 4.3
<b>Who can invest?</b>	Eligible Shareholders of NSX as at 7:00 pm (Sydney time) on the Record Date (7 February 2024).	Section 4.4
<b>Is the Entitlement Offer underwritten?</b>	No. The Entitlement Offer is not underwritten.	Section 4.5
<b>Oversubscriptions and Shortfall allocations. “Top-Up Facility”</b>	You may subscribe to more shares than your Entitlement as part of the Top-Up Facility. NSX reserves the right to scale back any over-subscriptions on an equal basis and such allocation to be allocated out of the shortfall.	Section 4.10
<b>What are the rights of New Shares?</b>	New Shares rank equally in all respects with Existing Shares from their date of issue.	Section 4.6
<b>How will the proceeds be applied?</b>	The purpose of the Entitlement Offer is to raise up to \$5,017,754 (before expenses of the Entitlement Offer).  The funds raised from the Entitlement Offer will be used to further enhance market connectivity, accelerate business development, obtain the required licences for new business opportunities, continue operational enhancements, satisfy regulatory capital and working capital requirements.	Section 6.2
<b>What are the potential significant risks?</b>	Eligible Shareholders of NSX are exposed to a number of risks in acquiring and holding Shares. Key risks specific to NSX include: a) working capital risk, b) compliance risk, c) reliance on technology and systems, d) regulatory risk, e) concentration of revenue, f) credit risk and market risk, g) claims by participants or their clients; and h) key service providers.	Section 7
<b>What are the expenses payable by NSX?</b>	The total expenses of the Entitlement Offer are expected to be approximately \$250,000 (exclusive of GST) if the Entitlement Offer is fully subscribed.	Section 8.1

Question	Answer	Where to find more information
<b>What are my alternatives?</b>	<p>You may either:</p> <ul style="list-style-type: none"> <li>a) take up all of your entitlement and also subscribe in the Top-Up facility; or</li> <li>b) take up part of your Entitlement; or</li> <li>c) do nothing and allow the rights to acquire all of the New Shares representing your Entitlement to lapse.</li> </ul> <p>You should note that if you do not take up all of your Entitlement, your percentage shareholding in NSX will be diluted.</p> <p>The Directors will also be able to place the shortfall at their discretion at the same price.</p>	Section 3
<b>How can further information be obtained?</b>	<p>If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.</p>	Section 4.17



### 3 Summary of options available to you

If you are an Eligible Shareholder, you may take any of the following actions:

1. Take up all of your Entitlement and, if you do so you may also apply for additional New Shares under the Top-Up Facility; or
2. Take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for the lapsed part of your Entitlement; or
3. Do nothing and let your Entitlement lapse and you will receive no value for the lapsed Entitlement. Your current holding will be diluted.

Options available to you	Key considerations
<p><b>1. Take up all of your Entitlement</b></p>	<ul style="list-style-type: none"> <li>- If you wish to take up all of your Entitlement, you may elect to purchase all of the New Shares at the Offer Price specified in your personalised Entitlement and Acceptance Form (see section 5.5 for instructions on how to take up you Entitlement).</li> <li>- The New Shares will rank equally in all respects with existing Shares.</li> <li>- <b>The Entitlement Offer closes at 5.00 pm (Sydney Time) on 1 March 2024.</b></li> <li>- Eligible Shareholders who take up their Entitlement in full can also apply for Additional Shares under a Top-Up facility established for that purpose (<b>Top-Up Facility</b>). Details of the Top-Up facility are included in Section 4.10. There is no guarantee that you will be allocated any additional New Shares under the Shortfall or Top-Up Facility.</li> </ul>
<p><b>2. Take up part of your Entitlement</b></p>	<ul style="list-style-type: none"> <li>- If you wish to take up only part of your Entitlement, you may elect to purchase a lesser number of New Shares, at the Offer Price, than the number of New Shares specified in your personalized Entitlement and Acceptance Form (See Section 5.5 for instructions on how to take up your entitlement).</li> <li>- The New Shares will rank equally in all respects with existing Shares.</li> <li>- <b>The Entitlement Offer closes at 5.00 pm (Sydney Time) on 1 March 2024</b></li> <li>- If you only take up part of your Entitlement, the part of your Entitlement not taken up will lapse and you will not receive any payment or value for that part of your Entitlement. If you do not take up your Entitlement in full, you will have your percentage shareholding in NSX reduced as a result of dilution by the New Shares issued under the Entitlement Offer. Lapsed Entitlements will be offered for subscription under the Shortfall Top-Up facility and, at the discretion of the Board, to any persons following the close of the Entitlement Offer.</li> </ul>

Options available to you	Key considerations
<b>3. Do nothing and let your Entitlement lapse</b>	<ul style="list-style-type: none"> <li>- If you do nothing with respect to all of your Entitlement, you will not be allocated any New Shares and your Entitlement will lapse.</li> <li>- Your entitlement to participate in the Entitlement Offer is non-renounceable, which means that it is not transferrable and cannot be sold, traded on ASX other any other exchange or venue, nor cannot it be privately transferred.</li> <li>- These Entitlements will be offered for subscription under the Shortfall Top-Up Facility and, at the discretion of the Board, to any persons following the close of the Entitlement Offer.</li> <li>- By allowing your Entitlement to lapse, you will forgo any exposure to increase or decreases in the value of the New Shares had you take up the Entitlement and you will not receive any value for your Entitlement.</li> <li>- You will continue to own the same number of NSX shares, but your percentage shareholding in NSX will be diluted.</li> </ul>
<b>4. Convert your options and take up the resulting additional Entitlement</b>	<ul style="list-style-type: none"> <li>- If you are an option holder you have no entitlement in the Entitlement Offer unless you choose to convert some or all of the options that you hold before the Entitlement Offer closes.</li> </ul>

## 4 Details of the Offer

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### 4.1 Description of the issuer

NSX Limited (ASX:NSX) is the issuer of New Shares under this Offer Booklet.

### 4.2 Description of the Offer

The Entitlement Offer consists of a total of 200,710,142 New Shares to be offered by NSX by way of a pro rata non-renounceable Entitlement Offer to raise up to \$5,017,754 (before expenses of the Offer).<sup>5</sup> This takes the form of a 1 for 2 Entitlement Offer.

The Offer is explained in more detail in this Section 3.

### 4.3 Entitlement Offer

If you are an Eligible Shareholder, you are being offered an Entitlement to acquire 1 New Share for every 2 Existing Shares held as at the Record Date.

The Issue Price per New Share is \$0.025.

The Entitlements are non-renounceable, meaning you do not have the right to sell your Entitlement. Eligible Shareholders have the opportunity to subscribe for all, part or none of their Entitlement to New Shares, provided that the issue of such New Shares will not result in a breach of the ASX Listing Rules or any applicable law. New Shares will be issued on a fully paid basis and will rank equally with Existing Shares on issue.

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form. If the result is not a whole number your Entitlement will be rounded up to the nearest whole number. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each holding.

### 4.4 Eligible Shareholders

Eligible Shareholders are those Shareholders who:

- are registered as a holder of Shares as at the Record Date, being 7:00pm (Sydney time) on 7 February 2024;
- as at the Record Date, have a registered address in Australia, Cyprus, Hong Kong or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive an offer under the Offer without any requirement for a prospectus or offer document to be lodged or registered.

Nominees and custodians which hold Shares on behalf of other persons will have received or will shortly receive, a letter from NSX. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Offer is only being made to Eligible Shareholders and that when they are holding Shares on behalf of persons in a jurisdiction outside Australia, Cyprus, Hong Kong and New Zealand they may participate on behalf of that person if that person is otherwise eligible under applicable securities laws to receive an offer, and be issued New Shares, under the Offer without any requirement for a prospectus or offer document to be lodged or registered. Nominees and custodians should refer to "Foreign Jurisdictions" contained in the "Important Information" Section of this Offer Booklet. Eligible Shareholders who are nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

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<sup>5</sup> The total number of New Shares that will be issued under the Entitlement Offer may be higher due to rounding up of Entitlements.

## 4.5 Offer not underwritten

The Entitlement Offer is not underwritten.

The Directors reserve the right to place the shortfall not taken up under the Entitlement Offer at their discretion within 3 months after the close of the Entitlement Offer. Under exception 3 of ASX Listing Rule 7.2, any New Securities so issued by NSX within 3 months after close of the Entitlement Offer will not require Shareholder approval under ASX Listing Rule 7.1 and will not reduce the 15% per annum capacity allowed by ASX Listing Rule 7.1 or the 10% additional approved shares approved by Shareholders at the last AGM according to ASX Listing Rule 7.1A for NSX to issue securities without Shareholders approval.

## 4.6 Ranking of New Shares

The New Shares will be fully paid and rank equally in all respects with Existing Shares from their date of issue.

## 4.7 Allotment and ASX quotation

NSX expects to allot all New Shares on 8 March 2024. Subject to approval being granted, quotation of the New Shares is expected to commence on a normal basis on 11 March 2024.

Holding statements will be despatched in accordance with the Listing Rules. It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving confirmation of their holding in the form of a holding statement will do so at their own risk. NSX disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by NSX or the Share Registry or otherwise.

## 4.8 Application Monies

Until the time of allotment of New Shares, NSX will hold all Application Monies in relation to those New Shares in a purpose specific bank account. Interest earned on any Application Monies (whether or not allotment takes place) will remain the property of NSX.

An application has been made to ASX for quotation of the New Shares to be issued under the Offer. If quotation of the New Shares is not granted by ASX within 3 months of the date of this Offer, any allotment of New Shares in response to an application made under this Offer will be void, and all Application Monies received will be returned without interest.

## 4.9 No minimum subscription

There is no minimum subscription for the Offer.

## 4.10 Issue of additional New Shares under the Top-Up Facility

Any New Shares not taken up by the Closing Date may be made available to those Eligible Shareholders who took up their full Entitlement and applied for additional New Shares under the Shortfall Top-Up Facility at the same Offer Price (**Eligible Top-Up Facility Participants**). An Eligible Top-Up Facility Participant can apply for additional New Shares under the Top-Up Facility by completing the relevant section of their personalised Entitlement and Acceptance Form Section B Application for Additional New Shares.

There is no guarantee that those Eligible Top-Up Facility Participants will receive the number of New Shares applied for under the Top-Up Facility. If Eligible Top-Up Facility Participants apply for more New Shares than are available under the Top-Up Facility, the Directors propose that New Shares available under the Top-Up Facility be allocated to Eligible Top-Up Facility Participants on a pro-rata basis. However, Directors reserve the final right to allocate New Shares at their absolute discretion.

If you apply for additional New Shares under the Top-Up Facility and your application is successful (in whole or in part) your New Shares will be issued at the same time that other New Shares are issued under the Entitlement Offer. There is no guarantee that you will receive any New Shares under the Top-Up Facility.

Refund amounts, if any, will be paid in Australian Dollars. You will be paid either by cheque sent by ordinary post to your address as recorded by the NSX Shares Registry (the registered address of the first names in the case of joint-holders), or by direct credit to the Nominated Bank account as noted on the share register as at the close date of the Entitlement Offer. If you wish to advise or change your banking instructions with the NSX Share Registry you may do so by going to [boardroomlimited.com.au/investor-forms](http://boardroomlimited.com.au/investor-forms) and select the appropriate form.

#### 4.11 Placement of Shortfall Shares outside of the Top-Up Facility

Any Shortfall Shares from the Entitlement Offer may be issued under the Top-Up Facility as described in Section 4.10. The Directors reserve the right to issue any remaining Shortfall Shares, following allocation to Eligible Shareholders under the Top-Up facility, at their discretion to any persons following the close of the Entitlement Offer. Any placement of Shortfall Shares outside of the Top-Up facility will be made within three months after the close of the Entitlement Offer. The issue price of any Shortfall Shares placed outside of the Top-Up Facility will not be less than the Offer price under the entitlement Offer.

Unless otherwise determined by the Directors, if there are any Shortfall Shares, NSX will allocate the Shortfall Shares according to the following priority:

- a) Shortfall Shares may be allocated to any Eligible Shareholders who applied for additional New Shares under the Top-Up Facility, at the absolute discretion of the Directors.
- b) If following the allocation in paragraph a) there remains any Shortfall Shares, to those who apply for Shortfall Shares following the invitation from NSX.
- c) If following the allocation in paragraphs a) and b) there remains any Shortfall Shares, the Directors reserve the right to issue the remaining Shortfall Shares at their absolute discretion, subject to compliance with the Corporations Act and ASX Listing Rules.

Shortfall Shares will not be allocated or issued to an applicant if, in the view of the Directors, to do so would increase the applicants' voting power in NSX above 19.9% except where the Directors are satisfied that the issue of additional Shortfall Shares would not contravene section 606(1) of the Corporations Act or otherwise result in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law but is allowed under the exemptions in 611 of the Corporations Act.

#### 4.12 Dilution and effect on control

Eligible Shareholders should note that if they do not participate in the Entitlement Offer and the Entitlement Offer is fully subscribed, their holdings will be diluted to the extent of the number of New Shares taken up under the entitlement Offer and Top-Up Facility.

NSX have been advised that the ISX Financial EU Ltd which currently owns 23.071% of the Company wishes to at least preserve their percentage holding and would participate in any Placement, Entitlement, Shortfall or Top-Up facility which may see their holding go beyond this percentage. This is subject to Corporations Act Section 606(1) and the exceptions provided by Sections 611(9) and 611(10).

#### 4.13 Ineligible Shareholders

All Shareholders who are not Eligible Shareholders are ineligible Shareholders (**Ineligible Shareholders**). Ineligible Shareholders will not be entitled to participate in the Offer.

NSX is of the view that it is unreasonable to make the Offer to the Ineligible Shareholders having regard to:

- a) the number of Ineligible Shareholders;
- b) the number and value of New Shares that would be offered to Ineligible Shareholders; and

c) the cost of complying with overseas legal requirements.

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. NSX is not required to make offers under this Offer to Ineligible Shareholders. Where this Offer has been despatched to Shareholders with a registered address outside Australia, Hong Kong, Cyprus or New Zealand, this Offer is provided for information purposes only.

Shareholders with a registered address in Australia, Hong Kong, Cyprus or New Zealand who are holding Shares on behalf of persons who are resident overseas are responsible for ensuring that applying for New Shares under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by NSX to constitute a representation that there has been no breach of such regulations.

#### 4.14 Taxation

The taxation consequences of investing in the New Shares will depend on your particular circumstances. It is your responsibility, as a potential investor, to make your own enquiries concerning the taxation consequences of an investment in NSX. If you are in doubt as to the consequences of an investment, you should consult with your taxation or other professional adviser before investing.

#### 4.15 Your investment objectives

The Entitlement Offer is being made in accordance with the Corporations Act which allows entitlement offers to be made without a prospectus. This Offer Booklet does not contain all of the information which may be required in order to make an informed decision regarding an application for New Shares offered under the Entitlement Offer. As a result, it is important for you to read carefully and understand the information on NSX and the Entitlement Offer made publicly available, prior to deciding whether to take up all or part of your Entitlement or do nothing in respect of your Entitlement.

NSX releases publicly available information on its website at [nsx.com.au](http://nsx.com.au) and also as announcements on [asx.com.au](http://asx.com.au).

If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.

You should also consult the “**Key Risks**” outlined in Section 7.

#### 4.16 Payment

You may pay in the following ways:

- BPAY®; or
- By cheque.

Cash payments cannot be accepted and receipts for payment will not be issued. NSX will deem that you are applying for as many New Shares as your payment will pay for in full rounded up to the nearest whole share.

Any Application Monies received for more than your final allocation of New Shares (including the Top-Up Facility allocation) will be refunded on a pro-rata basis as soon as practicable after the close of the Entitlement Offer if the Entitlement Offer is over subscribed. No interest will be paid to applicants on any Application Monies received or refunded.

#### 4.17 Enquiries

If you require advice as to whether to accept your Entitlement, you should seek professional advice from your legal, investment or other professional adviser.

## 5 Action required by Eligible Shareholders

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### 5.1 Your Entitlement

Your entitlement is shown on the accompanying Entitlement and Acceptance Form. Before taking any action in relation to the Offer, you should read this Offer Booklet in its entirety and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser.

You may:

- a) take up all of your Entitlement and possibly apply for additional New Shares under the Top-Up Facility; or
- b) take up part of your Entitlement and let the remainder lapse; or
- c) do nothing and allow the rights to acquire all of the New Shares representing your Entitlement to lapse.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in NSX diluted.

### 5.2 What happens if I accept my full Entitlement?

If you take up your full Entitlement under the Entitlement Offer, you will not have your shareholding in NSX diluted by the Offer. For further details on how to accept all or part of your Entitlement, see section 5.4.

### 5.3 What happens if I do not accept my full Entitlement?

If you do not take up your full Entitlement, your proportional shareholding in NSX may be diluted.

As the Entitlements are non-renounceable, if you decide not to take up all or part of your Entitlement, it will lapse on the Closing Date to the extent not taken up.

### 5.4 How do I accept all, or part, of my Entitlement?

You may accept your Entitlement following the despatch of this Offer Booklet (expected to be between **12 February 2024** and **15 February 2024**). NSX will accept applications until the Closing Date (5:00pm on **1 March 2024**), unless extended.

If you decide to take up all or part of your Entitlement, or apply for additional New Shares, please complete and return the Entitlement and Acceptance Form with the requisite Application Monies or pay your Application Monies via BPAY® by following the instructions set out on the Entitlement and Acceptance Form. NSX will treat you as applying for as many New Shares as your payment will pay for in full.

If you are paying by cheque, the relevant Entitlement and Acceptance Form must be accompanied by cheque or bank draft in Australian dollars drawn on an Australian branch of an Australian bank for the Issue Price of the New Shares for which application is made. All cheques must be made payable to "NSX Limited" and crossed "Not Negotiable". Do not forward cash. Receipts for Application Monies will not be issued.

Completed Entitlement and Acceptance Forms and accompanying cheques must be returned to the following address and received no later than 5:00 pm (Sydney time) on **1 March 2024** (unless extended).

**Mailing Address:**

NSX Limited

C/- Boardroom Pty Limited

GPO Box 3993

SYDNEY NSW 2001

**Hand Delivery:**

NSX Limited  
C/- Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000

(Please do not use the hand delivery address for mailing purposes to NSX)

A reply paid envelope is enclosed for your convenience. If mailed in Australia, no postage stamp is required.

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY®:

- a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations set out in Section 5.7 and the declarations on that Entitlement and Acceptance Form; and
- b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00pm (Sydney time) on the **Closing Date**. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any Application Monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded as soon as practicable following the Closing Date. No interest will be paid on any Application Monies received or refunded.

You should read this Offer Booklet in its entirety before deciding to take up your Entitlement.

## 5.5 Acceptance of applications under the Offer

Completing and lodging an Entitlement and Acceptance Form for the Offer or using the BPAY® facility referred to in the Entitlement and Acceptance Form for the Offer is an offer by you to NSX to subscribe for the number of New Shares specified in the Entitlement and Acceptance Form, or the number of New Shares equal to the amount paid using the BPAY® facility divided by the Issue Price, at the Issue Price on the terms and conditions set out in this Offer and the Entitlement and Acceptance Form.

An application for New Shares may be accepted in respect of the full amount applied for, or any amount less than that amount, without further notice to the relevant Eligible Shareholder. Acceptance of an application will give rise to a binding contract with acceptance to take place after the quotation of the New Shares on ASX.

## 5.6 No duty, brokerage or commission

No stamp duty, brokerage or commission is payable by applicants.



## 5.7 Effect of participating in the Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, or otherwise applying to participate in the Offer, you will be deemed to have represented to NSX that you are an Eligible Shareholder and:

- (a) declare that:
  - a. all details and statements made in the personalised Entitlement and Acceptance Form are complete and accurate;
  - b. you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Offer;
  - c. you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the **Record Date**;
- (b) acknowledge that:
  - a. once NSX receives the Entitlement and Acceptance Form with the requisite Application Monies or payment by BPAY®, you may not withdraw it except as allowed by law;
  - b. you have read and understood this Offer Booklet and the personalised Entitlement and Acceptance Form in their entirety;
  - c. the information contained in this Offer Booklet is not investment advice or a recommendation that the New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
  - d. you have read the statement of risks in the “Risk Factors” section that is included in Section 7 of this Offer Booklet;
  - e. investments in NSX are subject to risks.
- (c) agree to:
  - a. apply for, and be issued with up to, the number of New Shares that you apply for at the Issue Price of \$0.025 per New Share; and
  - b. be bound by the terms of this Offer Booklet and the provisions of NSX's Constitution.
- (d) authorise NSX to register you as the holder of New Shares and authorise NSX and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instruction of NSX's Share Registry by using the contact details set out in the personalised Entitlement and Acceptance Form;
- (e) authorise NSX to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (f) represent and warrant that the law of any place (other than Australia, Hong Kong, Cyprus and New Zealand) does not prohibit you from being given this Offer Booklet or making an application for New Shares;
- (g) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia, Hong Kong, Cyprus or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Offer to any such person; and
- (h) will be treated as having represented and warranted:
  - (i) that you are not in the United States and are not applying for New Shares on behalf of, or for the account or benefit of, a person in the United States;
  - (j) that you and each person on whose account you are acting are not engaged in the business of distributing securities;

- (k) that you and each person on whose account you are acting have not and will not send any materials relating to the Offer, including this Offer Booklet and the Entitlement and Acceptance Form, to any person that is in the United States or that is acting for the account or benefit of a person in the United States; and
- (l) on your own behalf and on behalf of each person on whose account you are acting that (i) neither the Entitlements nor the New Shares offered in the Offer have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia, Hong Kong, Cyprus or New Zealand, (ii) the Entitlements may not be taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account of benefit of a person in the United States), and (iii) the New Shares to be offered and sold in the Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

## 6 Purpose and effect of the Offer

### 6.1 Overview

If the Offer is fully subscribed:

- a) the New Shares issued pursuant to the Offer will constitute approximately 33% of the total number of issued Shares immediately after the allotment of the New Shares; and
- b) the total number of Shares on issue after the allotment will be 602,130,425.<sup>6</sup>

The Offer will provide NSX with net proceeds of up to approximately \$5,017,754 after issue expenses of approximately \$250,000 (or approximately 5% of the amount final amount raised as part of the Entitlement Offer and Placement). Please refer to Section 6.4 for further information regarding the effect of the Offer on the capital structure.

### 6.2 Use of funds

The net proceeds from the Entitlement Offer will be used by NSX to continue with business development activity and working capital.

### 6.3 Pro forma balance sheet

Set out below is a pro forma balance sheet of NSX on successful completion of the Offer. It is based upon NSX's balance sheet as at 31 December 2023. The proforma balance sheet is unaudited.

The balance sheet has been prepared in accordance with the Corporations Act, the Corporations Regulations 2001, Accounting Standards and other mandatory financial reporting requirements in Australia.

The pro forma balance sheet reflects the impact of the Offer and all transaction costs as if they had occurred on 31 December 2023.

	31-12-2023 \$'000	Proforma <sup>7</sup> \$2.5m raised	Proforma \$5.0m raised
Cash	858,773	3,358,773	5,858,773
Financial Assets	363,593	363,593	363,593
Other Assets	2,599,734	2,599,734	2,599,734
<b>Total Assets</b>	<b>3,822,100</b>	<b>6,322,100</b>	<b>8,822,100</b>
Payables	(2,064,043)	(2,064,043)	(2,064,043)
Provisions	(269,081)	(269,081)	(269,081)
Lease Liabilities	(1,448,118)	(1,448,118)	(1,448,118)
<b>Total Liabilities</b>	<b>(3,781,242)</b>	<b>(3,781,242)</b>	<b>(3,781,242)</b>
<b>Shareholder equity</b>	<b>40,858</b>	<b>2,540,858</b>	<b>5,040,858</b>

Note: 31 December figures are unaudited.

### 6.4 Impact on capital structure

<sup>6</sup> The total number of New Shares that will be issued under the Entitlement Offer may be higher due to rounding up of Entitlements.

<sup>7</sup> Fees for \$2.5m raised under the entitlement offer are estimated at \$125,000 and if \$5m raised under the entitlement offer then fees are estimated at \$250,000.

The table below shows the capital structure of NSX on completion of the Offer (assuming the Offer is fully subscribed):

	Number of Shares	Percentage of post- Offer Shares
Shares on issue as at 31 December 2023	401,420,283	
New Shares from Entitlement Offer <sup>8</sup>	200,710,142	33%
Total immediately after Entitlement Offer <sup>9</sup>	602,130,425	

#### 6.4.1 Other securities, options and rights on issue

Unquoted securities	ASX Code	Number of Securities
Performance Rights	NSXAAB	3,566,003
Ordinary partly paid to 1 cent, 99 cents unpaid	NSXAU	1,500,000
Options expiring 3 January 2027 price \$0.0675	NSXAAD	7,500,000

<sup>8</sup> The total number of New Shares that will be issued under the Entitlement Offer may be higher due to rounding up of Entitlements.

<sup>9</sup> Assuming all entitlements are taken up. The total number of Shares that will be on issue following the Entitlement Offer may be higher due to rounding up of Entitlements.

## 7 Risk factors

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### 7.1 Overview

There are a number of factors, both specific to NSX and of a general nature, which may affect the future performance of NSX and the outcome of an investment in NSX. There can be no guarantees that NSX will achieve its stated objectives, that forecasts will be met or that forward looking statements will be realised.

This Section 7 describes certain, but not all, risks associated with an investment in NSX. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Offer or of which they are otherwise aware. Directors emphasise that the risk factors set out in this Section are not the only risk factors that could affect the operations of NSX, its financial position and the value of Shares.

Nothing in this Offer Booklet is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances. You should also consider consulting your financial or legal adviser so as to ensure you understand fully the terms of the Offer and the inherent risks associated with NSX and the listed investment company industry before applying for New Shares.

### 7.2 Risks associated with your holding of Shares

The risks associated with a holding of Shares include the following:

#### 7.2.1 Working Capital Risk

As the NSX is not profitable and notwithstanding the equity raising, the absence of sourcing additional funding will adversely affect NSX's ability to operate in the future.

#### 7.2.2 Compliance Risk

If National Stock Exchange of Australia Limited fails to comply with the general obligations of its Australian Markets licence or the specific conditions of its licence, this could result in the suspension or cancellation of its licence which enables it to operate its business. This, in turn, would have a material adverse impact on NSX's financial performance.

#### 7.2.3 Reliance on Technology & Systems

The ability of NSX to conduct its operations is heavily reliant upon the capacity and reliability of the trading system which are licensed to the company by NASDAQ and the ASX Settlement CHES and ACH systems which are contracted to the Company by ASX Settlement Pty Ltd.

A significant and sustained failure of those systems would have a materially detrimental effect on NSX's short-term results, which in turn could undermine the longer-term confidence in the NSX.

#### 7.2.4 Regulatory Risk

NSX is exposed to changes in the regulatory conditions under which it operates. Such regulatory changes can include, for example, changes in corporations law, taxation law, and policies, accounting standards, environmental laws and regulations, employment laws and regulations, and laws and regulations relating to occupational health and safety. The pace of regulatory change in the financial industry with market integrity rules changes, the need to address a multitude of consultation documents all pose regulatory risks to the NSX that the NSX must adapt to.

#### 7.2.5 Concentration of Revenue

Revenue is predominately derived from listing fees for equities listings, broker and adviser fees. Small numbers of customers means that NSX may not have a sufficiently divergent revenue base and could be adversely affected if significant numbers of customers withdraw. Corporate activity such as mergers and acquisitions and capital raisings from which NSX may derive additional revenue are largely out of its control.

### 7.2.6 Credit Risk and Market Risk

In broad terms these risks are associated with default or error in trading by market participants or default by listed Companies in paying fees. NSX mitigates these risks utilising a registration regime, monitoring trading and settlement on its markets, providing compensation regimes for claims, and monitoring participant and listed company's compliance with operating rules.

### 7.2.7 Claims by participants or their clients

While the NSX makes all reasonable efforts to operate the markets and its trading and settlement business in an appropriate manner, there is always potential risk that NSX will be subject to claims (spurious or valid) by Participants or their clients for participant or client loss. NSX mitigates these risks utilising a registration regime for participant applicants, maintaining relevant policies and procedures in the event of claims, monitoring trading and settlement on its markets, providing compensation regimes for claims, and monitoring participant compliance with operating rules.

### 7.2.8 Key service providers

NSX is dependent in all of its businesses on key service providers such as brokers, advisers, systems suppliers and developers. NSX would be at risk if these suppliers were no longer able to provide these systems or upgrade them.

## 7.3 General risk factors

### 7.3.1 Share market conditions

The market price of NSX shares may rise or fall between the date that the Offer opens and the date that the shares are issued to you under the Offer. This means that the Issue Price that you pay for the New Shares under the Offer may be either higher or lower than the Share price at the time you apply for the New Shares under the Offer or at the time the New Shares are issued to you pursuant to the Offer. There can be no guarantee that the price of the New Shares will increase.

The price at which the New Shares trade on ASX may be affected by the financial performance of NSX and by external factors over which NSX have no control. NSX does not warrant the future performance of New Shares or any return on investments in those securities.

### 7.3.2 Economic conditions

The performance of NSX is influenced by a variety of general economic and business conditions including the level of inflation, international share markets, interest rates and exchange rates, government fiscal, monetary and regulatory policies and factors peculiar to the investment industry. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have a material adverse impact on NSX's performance.

### 7.3.3 Dilution risks

You should note that if you do not take up all of the Shares offered to you under the Entitlement Offer, then your percentage shareholding in NSX will be diluted. By not participating to the full extent in the Entitlement Offer you will not be exposed to future increases or decreases in NSX's share price in respect of those New Shares which would have been issued to you had you taken up all of your Entitlement.

## 8 Additional information

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### 8.1 Expenses of the Offer

Expenses connected with the Offer are being borne by NSX. The approximate expenses of the Offer including lead manager, legal fees, registry fees, printing fees and other general costs are estimated to be \$250,000 (exclusive of GST) if fully subscribed.

### 8.2 Disclosure

This Offer Booklet contains an Offer to subscribe for continuously quoted securities (as defined in the Corporations Act) of NSX and the Offer has been made in accordance with Section 708AA of the Corporations Act.

In broad terms, section 708AA relates to rights issues by certain listed companies that do not require the provision of a prospectus or other disclosure document to investors under Part 6D.2 of the Corporations Act. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus. This document does not contain, or purport to contain, all of the information that a prospective investor may require in evaluating an investment in NSX. It does not contain all the information which would be required to be disclosed in a prospectus. Eligible Shareholders should therefore rely upon their own knowledge of NSX, refer to disclosures already made by it to ASX, and refer to their professional adviser before deciding to accept the Offer.

Neither this Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC.

This Offer Booklet does not contain financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. NSX is not licensed to provide financial product advice in respect of the New Shares. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the Offer Booklet, you have any questions about the Offer, you should contact your stockbroker, accountant or other independent professional adviser.

### 8.3 Continuous disclosure and documents available for inspection

NSX is a disclosing entity within the meaning of the Corporations Act and is, and has for the past twelve months been, subject to regular reporting and disclosure obligations.

NSX believes that it has fully complied with the general and specific requirements as set forth by the ASIC and ASX in relation to continuous disclosure, which includes the provisions of Chapter 2M of the Corporations Act as they apply to NSX and section 674 of the Corporations Act.

Copies of documents lodged with ASIC in relation to NSX may be obtained from, or inspected at, an office of the ASIC.

### 8.4 Taxation

Set out below is a summary of the Australian tax implications of the Offer for Eligible Shareholders who are residents of Australia for tax purposes and who hold their Shares as capital assets.

The summary below also does not take account of any individual circumstances of any particular Eligible Shareholder. **Eligible Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers.**

The summary below does not necessarily apply to Eligible Shareholders who hold their Shares as assets used in carrying on a business or who may carry on the business of security trading, banking or investment. The summary below does not necessarily apply to Eligible Shareholders whose Shares are held as revenue assets or trading stock. The summary below is based on the law in effect as at the date of this Offer Booklet.

#### 8.4.1 Issue of Entitlements

Subject to the qualifications noted above, the issue of the Entitlements will not itself result in any amount being included in the assessable income of an Eligible Shareholder.

#### 8.4.2 Exercise of Entitlements

Eligible Shareholders who exercise their Entitlements and subscribe for New Shares will acquire those shares with a cost base for capital gains tax (CGT) purposes equal to the Issue Price payable by them for those shares plus any non-deductible incidental costs they incur in acquiring those shares, but will not make any capital gain or loss, or assessable income, from exercising the Entitlements or subscribing for the New Shares.

#### 8.4.3 New Shares

Eligible Shareholders who exercise their Entitlements will acquire New Shares. Any future dividends made in respect of those New Shares will be subject to the same taxation treatment as dividends made on Shares held in the same circumstances.

On any future disposal of New Shares, Eligible Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of the New Shares. The cost base of those shares is described above.

New Shares will be treated for the purposes of the CGT discount as having been acquired when the Eligible Shareholder exercised the Entitlement to subscribe for them. Accordingly, in order to benefit from the CGT discount in respect of a disposal, the New Shares must have been held for at least 12 months from the date the Entitlements are exercised.

#### 8.4.4 Other Australian taxes

No Australian Goods and Services Tax (GST) or stamp duty is payable in respect of the grant or exercise of the Entitlements or the acquisition of New Shares.

### 8.5 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Offer that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by NSX or any of their related bodies corporate in connection with the Offer. Except as required by law, and only to the extent so required, none of NSX or any other person, warrants or guarantees the future performance of NSX or any return on any investment made pursuant to this Offer Booklet.

### 8.6 Withdrawal of Offer

NSX reserves the right to withdraw all or part of the Offer and this Offer Booklet at any time, subject to applicable laws, in which case NSX will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to NSX will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to NSX.

### 8.7 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.



## 8.8 Governing law

This Offer Booklet, the Offer and the contracts formed on acceptance of the Offer pursuant to the personalised Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## 9 Glossary

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<b>Application</b>	a valid application by way of an Entitlement and Acceptance Form made to subscribe for a specified number of New Shares under the Offer
<b>Application Monies</b>	the monies received from applicants for New Shares in accordance with this Offer Booklet
<b>ASIC</b>	the Australian Securities and Investments Commission
<b>ASX</b>	the ASX Limited (ABN 98 008 624 691)
<b>ASX Listing Rules</b>	the listing rules of ASX
<b>Board</b>	the board of directors of NSX
<b>Business Day</b>	a day on which ASX is open for trading
<b>Closing Date</b>	5:00pm (Sydney time) on <b>1 March 2024</b>
<b>Constitution</b>	the constitution of NSX as amended from time to time
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth)
<b>Directors</b>	the directors of NSX
<b>Eligible Shareholder</b>	a person who is eligible to participate in the Offer and satisfies the requirements set out in Section 4.4.
<b>Entitlement</b>	the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being <b>1 New Share for every 2 Existing Shares</b> held at the Record Date
<b>Entitlement Offer</b>	the pro rata non-renounceable entitlement offer of <b>1 New Share for every 2 Existing Shares</b> held at the Record Date at the Issue Price
<b>Entitlement and Acceptance Form</b>	the personalised form attached to or accompanying this Offer Booklet
<b>Existing Shares</b>	Shares on issue immediately before the Record Date
<b>GST</b>	goods and services tax
<b>Indicative Timetable</b>	the indicative timetable on page 4 of this Offer Document
<b>Ineligible Shareholder</b>	a Shareholder who is not an Eligible Shareholder
<b>Issue Price</b>	the issue price of <b>\$0.025</b> per New Share

<b>New Shares</b>	the Shares offered under this Offer Booklet
<b>NSX</b>	NSX Limited (ACN 089 447 058)
<b>Offer</b>	the Entitlement Offer
<b>Offer Booklet</b>	this document and any supplementary or replacement Offer Booklet in relation to this document
<b>Record Date</b>	the date for determining Entitlements under the Entitlement Offer, being 7:00pm (Sydney time) on <b>7 February 2024</b>
<b>Section</b>	a section of the Offer
<b>Shareholder</b>	a registered holder of Shares
<b>Share Registry</b>	Boardroom Pty Limited
<b>Share</b>	a fully paid ordinary share in NSX
<b>Shortfall Shares</b>	Means the New Shares not applied for under the entitlement Offer
<b>Top-Up Facility</b>	Has the meaning as per section 4.10

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