



NSX Limited
1 Bligh Street, Sydney NSW 2000
ABN 33 089 447 058

T +61 2 9233 0100
E info@nsx.com.au
W nsx.com.au

NSX Limited

ACN 089 447 058

Notice of Annual General Meeting 2024

All Directors¹ recommend that NSX SecurityHolders
Vote In Favour of all resolutions

The Independent Expert has concluded that the proposed transaction under Resolution 6 is **not fair but reasonable** for NSX Securityholders.

The Independent Expert has concluded that the proposed transaction under Resolution 7 is **fair and reasonable** for NSX Securityholders.

Thursday 21 November 2024, 11.00am (AEDT)

To be held at the NSX registered office by Virtual Conference Link.



¹ All Directors are considered independent for the purposes of Resolutions 6 and 7.

NOTICE OF ANNUAL GENERAL MEETING 2024 AND EXPLANATORY NOTES

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read the whole of this document before you decide whether and how to vote on the Resolutions in the Notice of Annual General Meeting.

IMPORTANT NOTICES

The Explanatory Notes in this document are intended to provide Securityholders with information to assess the merits of the proposed Resolutions contained in this Notice of Annual General Meeting and are to be read in conjunction with the Notice of Annual General Meeting.

Defined terms

Terms used in the Notice of Annual General Meeting and the Explanatory Notes are defined in the Glossary at the end of the Explanatory Notes.

Read this document

The Notice of Annual General Meeting and the Explanatory Notes are important. You should read each document in its entirety before deciding how to vote on the Resolutions. If you have any doubt regarding what you should do, you should consult your investment, financial or other professional advisers.

Forward-looking statements

Certain statements in the Explanatory Notes may constitute "forward-looking statements" for the purposes of applicable securities law. You should be aware that there are a number of risks (known and unknown), uncertainties and assumptions and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements, express or implied, by such statements. Factors that could cause or contribute to such differences include the general trading and economic conditions affecting the Company. The past performance of the Company is not necessarily representative of future performance.

None of the Company or their respective directors, officers and advisers, or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in the Explanatory Notes will actually occur. Securityholders are cautioned not to place undue reliance on these forward-looking statements.

All subsequent written and oral forward-looking statements attributable to the Company or any person acting on their behalf are qualified by the above cautionary statement.

NOTICE OF ANNUAL GENERAL MEETING 2024

NSX Limited ACN 089 447 058 ("NSX" or "the Company") will hold its 24th Annual General Meeting at **11:00 AM** (AEDT) on **Thursday 21 November 2024**, SecurityHolder and Board attendance and registration will be via weblink only which will be provided up to **11:00 AM** (AEDT) on Tuesday 19 November 2024 to the meeting by sending an emailed request to the Company Secretary at cosec@nsx.com.au and including your registered Security Holder Name and Address. Questions by Securityholders should be submitted to the Board at the same time.

ORDINARY BUSINESS

Receipt and tabling of financial statements and reports

To receive, consider and discuss the:

- a) Director's Report;
- b) Remuneration Report;
- c) Financial Report; and
- d) Auditor's Report.

for the Company and its controlled entities for the year ended 30 June 2024.

Note: Reports are tabled at the meeting. Securityholders are not required to vote on this item except for the Remuneration Report listed as Resolution 1. Sufficient time will be allowed at the meeting to discuss the reports and to ask questions of the Directors and the Company auditor (PKF).

Resolution 1 – Approval of the adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

"That the Remuneration Report for the financial year ended 30 June 2024, being part of the Directors' Report is adopted."

Voting Exclusion Statement:

- a) *The vote on this item is advisory only and does not bind the Directors or the Company.*
- b) *However, the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.*
- c) *Key Management Personnel and Closely Related Parties of the Key Management Personnel are excluded from voting on this Resolution.*
- d) *However, a person described in paragraph (c) above may cast a vote on this Resolution if:*
 - a. *the person does so as a proxy that specifies how the proxy is to vote on the Resolution; or*
 - b. *the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the Resolution; and*
 - c. *in either case, the vote is not cast on behalf of a person described in (c) above.*

Resolution 2 – Approval of the re-election of Mr Tim Hart as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That Mr Tim Hart, being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company."

Resolution 3 – Approval of the re-election of Mr Tod McGrouther as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That Mr Tod McGrouther, being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company.”

Resolution 4 – Approval of the re-election of Mr Michael Aitken as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That Mr Michael Aitken, being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company.”

Resolution 5 – Grant of Performance Rights and Approval of Performance Rights Plan for Max Cunningham.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules 7.2 and 10.14, and for all other purposes, approve the issue of Performance Rights and approval of the Performance Incentive Plan for Max Cunningham, or their nominee, under ASX Listing Rule 10.14 on the terms and conditions as described within the Explanatory Notes 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:

- a) Mr Cunningham (and his nominee/s); 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:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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 this Resolution; and
 - b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval for the sale of ClearPay JV shareholding.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary resolution:

“That for the purposes of ASX Listing Rule 10.1, and all other purposes, Securityholders approve of the sale of the NSX ClearPay ownership amounting to 41% of the issued capital in ClearPay to ISX Financial EU PLC (the only other shareholder) for the cash consideration of \$500,000.”

More information on this resolution is available in the Explanatory Memorandum and the attached Independent Experts Report (IER). Securityholders should carefully consider the Report prepared by Moore Australia (VIC) Pty Ltd prepared for the purposes of Securityholder approval. The Report comments on the fairness and reasonableness of the transaction the subject of this resolution to the non-associated Securityholders in the Company. The Independent Expert has determined that the transaction, the subject of this Resolution 6, **not fair but reasonable** to the non-associated Securityholders. All directors recommend that SecurityHolders vote for this resolution due to the financial benefits afforded to the Company.

Voting Exclusion Statement:

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

- a) ISX Financial EU PLC (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (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:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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 this Resolution; and
 - b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval for an increase in the relevant interest in NSX Shares by ISXFEU.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary resolution:

“That for the purposes of ASX Listing Rules 10.11 and 10.12 and the Corporations Act Section 611 item 7, and for all other purposes, that Securityholders approve the increase in relevant interest in NSX Shares by ISXFEU from 30.4% to 41.6% by way of the conversion of the \$2.2 million Convertible Loan into 88,000,000 fully paid ordinary shares of the Company.”

More information on this resolution is available in the Explanatory Memorandum and the attached Independent Experts Report (IER). Securityholders should carefully consider the Report prepared by Moore Australia (VIC) Pty Ltd prepared for the purposes of Securityholder approval. The Report comments on the fairness and reasonableness of the transaction the subject of this resolution to the non-associated Securityholders in the Company. The Independent Expert has determined that the transaction, the subject of this Resolution 7, **fair and reasonable** to the non-associated Securityholders. All directors recommend that Securityholders vote for this resolution due to the financial benefits afforded to the Company.

Voting Exclusion Statement:

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

- a) ISX Financial EU PLC (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (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:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. 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 this Resolution; and
 - b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of an increase in share placement capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company’s share capital (at the time of issue) calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement and Notes:

At this point in time, there is no potential allottee to whom securities may be issued under this resolution, so a voting exclusion statement has not been included at this time.

Resolution 9 – Issue of Performance Rights to Scott Evans

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“Approve the issue of 400,000 Performance Rights to Scott Evans, or their nominee, on the terms and conditions as described within the Explanatory Notes 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:

- a) *Mr Evans (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (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:

- a) *a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- b) *the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or*
- c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - a. *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 this Resolution; and*
 - b. *the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Resolution 10 – Approval of Securities Issuance under the Performance Rights Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the Company to adopt and issue securities under a renewed employee incentive scheme, titled Performance Rights Plan, on the terms set out in the Explanatory Notes.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of persons who are eligible or may be eligible to participate in the employee incentive scheme, or an associate of that person or those persons. However, the Company need not disregard a vote if it is cast by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with the directions given to the proxy or attorney to vote on Resolution 10 in that way; or*
- *the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the chair to vote on Resolution 10 as the chair decides; or*
- *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 the person excluded from voting, on Resolution 10; and*
 - *the holder votes on Resolution 10 in accordance with the directions given by the beneficiary to the holder to vote in that way.*

Voting Prohibition Statement on Resolution 10:

In accordance with section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by a person appointed as a proxy as the basis of that appointment, where that person is either a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person as the basis of that appointment if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- *the appointment specifies how the proxy is to vote; or*
- *the person appointed as proxy is the person chairing the Meeting and the appointment does not specify how the chair is to vote but expressly authorises the chair to exercise the proxy even if Resolution 10 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

Securityholders are asked to read the accompanying Explanatory Memorandum for each resolution.

The Board recommends that Securityholders vote in favour of all resolutions.

Authorised by order of the Board

Scott Evans

Company Secretary

21 October 2024

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Notes have the same meaning when used in this Notice of Annual General Meeting.

RECORD DATE

The Board has determined that, for the purposes of the meeting, Shares will be taken to be held by the persons who are registered as a Securityholder as at **7.00pm (AEDT) on Tuesday 19 November 2024**. Accordingly Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.

POLL

Subject to any voting exclusions, on a poll, Securityholders will have one vote for every Share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a Securityholder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

Note: The Chair will call a poll on all resolutions.

REPRESENTATIVES

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Securityholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

PROXIES

A proxy form accompanies this Notice of Annual General Meeting.

If you are entitled to attend and cast a vote at the meeting, you may appoint a person as your proxy to attend and vote for you at the meeting and that appointment may specify the proportion or number of votes that the proxy may exercise. If you are entitled to cast 2 or more votes at the meeting, you may appoint up to 2 proxies. If you appoint 2 proxies but do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes. A proxy does not need to be a Securityholder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the meeting, unless you have previously sent the power of attorney to the Company.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions by marking either "**For**", "**Against**" or "**Abstain**" on the proxy form for that Resolution.

To appoint a proxy (or proxies) you must complete the attached proxy form and lodge it so that it is received by the Company not less than 48 hours before the meeting (i.e. by **11:00 AM (AEDT) on Tuesday 19 November 2024**) at the following address, fax number or vote online (see methods of voting on the next page).

METHODS OF VOTING

BY MAIL -	Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
BY FAX -	+ 61 2 9290 9655
IN PERSON -	Share Registry – Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia
LODGE PROXY ONLINE –	https://www.votingonline.com.au/nsxagm2024

ATTENDING THE MEETING

Attendance is only available by weblink to registered Security Holders and the Board.

You must lodge your vote or proxy in advance of the meeting by **11:00 am Tuesday 19 November 2024**.

If you have lodged an online proxy, you are still entitled to attend the Meeting by weblink. You must register your interest to attend the meeting by weblink on or before **11:00 am Tuesday 19 November 2024** by sending an email to the Company Secretary at cosec@nsx.com.au and include your registered Security Holder Name and Address details in the email request.

SUBMITTING QUESTIONS

It is preferred that if you have any questions of the Board that they be submitted in writing to the Company Secretary by email at cosec@nsx.com.au on or before **11:00 am Tuesday 19 November 2024**.

APPOINTMENT OF THE CHAIR OR OTHER KEY MANAGEMENT PERSONNEL AS YOUR PROXY

Due to the voting exclusions and requirements referred to in the Notice of Annual General Meeting, if you intend to appoint any Director or other Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you should direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business. If you do not direct

such a proxy how to vote on that Resolution, they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the Remuneration Report of a member of the Company's Key Management Personnel. Instructions are provided in the proxy form distributed with the Notice of Annual General Meeting.

If you appoint the Chair of the Meeting as your proxy and you wish to vote differently to how the Chair of the Meeting intends to vote on any of the items you must mark either of the boxes "For", "Against" or "Abstain" on the proxy form for the relevant Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of all the Resolutions.

NON-CHAIR DIRECTED PROXIES

Non-Chair proxy holders are required to cast all of their directed proxies on all Resolutions as directed on a poll if they vote. If a nominated proxy does not vote on a poll, the proxy will automatically default to the Chair, who has a duty to vote all directed proxies on a poll (sections 250BB and 250BC of the *Corporations Act*).

EXPLANATORY MEMORANDUM

These Explanatory Notes have been prepared for the Securityholders to provide information about the items of business to be considered at the Annual General Meeting of the Company to be held at **11:00 AM (AEDT) on Thursday 21 November 2024**.

The Company recommends that Securityholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolution.

Overview of Explanatory Notes

Sections 1 through 11 of these Explanatory Notes provides information relating to the Ordinary Business described in the Notice of Annual General Meeting, including Resolutions 1 through 4, relevant disclosures and annexures.

Resolutions 1 through 7 are Ordinary Resolutions. Resolution 8 is a Special resolution.

Section 12 sets out the glossary of terms used in these Explanatory Notes.

The information contained in these Explanatory Notes is important and should be read carefully by all Securityholders.

1. FINANCIAL STATEMENTS AND REPORTS

1.1 Securityholder questions and comments

The *Corporations Act* requires that the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the Company for the year ended 30 June 2024 be laid before the meeting.

There is no requirement in the *Corporations Act* or the Company's Constitution for Securityholders to approve those reports.

The Chair will allow a reasonable opportunity for Securityholders to ask questions or make comments about those reports and the business and operations of the Company.

Securityholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

1.2 How to obtain a copy of the Annual Report to Securityholders 2024

Securityholders are able to access an electronic version of the Company's 2024 Annual Report on the NSX website at <https://www.nsx.com.au/about/investor-relations/financial-reporting/>

Alternatively, a hardcopy of the Company's 2024 Annual report can be requested by contacting the Company Secretary via email at cosec@nsx.com.au during business hours.

2. REMUNERATION REPORT

2.1 Resolution 1 – Adoption of the Remuneration Report

Securityholders are required to vote on the Remuneration Report.

The Remuneration Report is contained within the Directors' Report of the Annual Report, including the required presentation of the remuneration tables referred to in the report and set out in the notes of the financial statements.

The vote on this item is advisory only and does not bind the Directors or the Company. However, the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.

In addition, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be required to vote at the second of those AGMs on a resolution (a "Spill" Resolution) to determine whether another meeting should be held within 90 days at which all the Directors (other than the Managing Director) must present themselves for re-election. Securityholders are not required to vote on a spill resolution at this Meeting.

The Company encourages all Securityholders to cast their votes on this Resolution.

2.2 What majority of votes is required for Resolution 1 to be passed?

An Ordinary Resolution is required for Resolution 1 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

2.3 Who can vote on Resolution 1 (Voting Exclusions)?

Subject to the Constitution and *Corporations Act*, all Securityholders can vote on Resolution 1 except Key Management Personnel and their Closely Related Parties.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

2.4 Undirected proxies

The Chair of the meeting will exercise any undirected proxies for this Resolution and any subsequent “Spill” resolution even though the Resolution is directly or indirectly connected with the remuneration of a member of the Key Management Personnel. Any undirected proxies held by other Key Management Personnel or any of their Closely Related Parties will not be voted on this Resolution.

2.5 Directors' recommendation

The Directors unanimously recommend that the Securityholders pass Resolution 1.

3. RE-ELECTION OF DIRECTOR

3.1 Resolution 2 – Re-election of Tim Hart as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company’s Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director’s appointment or three years whichever is longer and one-third of the existing Directors (rounded down) must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Tim Hart, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

3.2 Information about Mr Tim Hart

Positions held: Non-Executive Director and Chair NSX Limited
Non-executive Director National Stock Exchange of Australia Limited
Member Audit & Risk Committee

Qualifications: Postgraduate Diplomas from Said Business School, The University of Oxford (Strategy & Innovation and Organisational Leadership) and holds a number of degrees from University of Melbourne- Bachelor of Science, Master of Management and Master of Marketing and Master of Education.

Appointed: 26 February 2020

Directorships held in other listed entities Nil

Interests in NSX Limited shares: 937,500 Fully Paid Ordinary Shares

Experience:

Highly experienced company director of both listed and non-listed companies His varied experience covers, general management, capital markets, banking, marketing, sales, supply chain/logistics, operations/manufacturing, commodities, hedging, capital project management, business information systems, finance, online identification, and fraud prevention governance, general management, finance, regtech, strategic marketing, sales, and logistics.

Former Managing Director and CEO of Ridley Corporation Limited (ASX: RIC) and before joining Ridley, Timothy was CEO of Sugar Australia for eight years, after a long career in fast-moving consumer goods industry with SCA and in packaging with Carter Holt Harvey, ACI and Amcor. Mr Hart is a fellow of the Australian Institute of Company Directors and of the Institute of Managers and Leaders (Australia and New Zealand).

3.3 What majority of votes is required for Resolution 2 to be passed?

An Ordinary Resolution is required for Resolution 2 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

3.4 Who can vote on Resolution 2?

Subject to the Constitution, all Securityholders can vote on Resolution 2. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 2 by marking either “For”, “Against” or “Abstain” on the proxy form for that Resolution.

3.5 Director’s recommendation on Resolution 2

The Directors unanimously recommend that Securityholders vote in favour of Resolution 2.

4. RE-ELECTION OF DIRECTOR

4.1 Resolution 3 – Re-election of Tod McGrouther as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company’s Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director’s appointment or three years whichever is longer and one-third of the existing Directors (rounded down) must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Tod McGrouther, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

4.2 Information about Tod McGrouther

Positions held:	Non-Executive Director NSX Limited Chair, National Stock Exchange of Australia Limited Member Audit & Risk Committee
Qualifications:	Bachelor of Law (First Class Honours and University Medal) University of Sydney and Bachelor of Commerce (First Class Honours) and University Medal from University of New South Wales, Diploma of Finance Securities Institute of Australia.
Appointed:	18 February 2020
Directorships held in other listed entities	Love Group Global Limited (ASX: LVE), European Cannabis Corporation Limited
Interests in NSX Limited shares:	Nil
Experience:	

Mr McGrouther has worked in the Australian corporate advisory industry and equity capital markets since 1986 commencing as Associate Director of Bankers Trust Australia and advising a large number of corporate advisory assignments including the State Bank of Victoria, the South Australian Government, the Bank of New Zealand, the State Bank of New South Wales, the Commonwealth Bank and Qantas.

Between 1994 and 1998 Tod was Director of the Corporate Finance Department of Prudential Bache Securities Limited. During this time, he completed a number of equity capital raising assignments specialising in the resources sector for the clients including Anaconda Nickel Limited, Australian Goldfields Limited, Sipa Resources Limited and Legend Mining Limited. He also completed a large number of industrial sector initial public offerings including the demutualising and listing of Namoi Cotton Limited.

4.3 What majority of votes is required for Resolution 3 to be passed?

An Ordinary Resolution is required for Resolution 3 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

4.4 Who can vote on Resolution 3?

Subject to the Constitution, all Securityholders can vote on Resolution 3. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

4.5 Director’s recommendation on Resolution 3

The Directors unanimously recommend that Securityholders vote in favour of Resolution 3.

5. RE-ELECTION OF DIRECTOR

5.1 Resolution 4 – Re-election of Michael Aitken, AM as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company’s Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director’s appointment or three years whichever is longer and one-third of the existing Directors (rounded down) must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Michael Aitken, AM, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

5.2 Information about Michael Aitken, AM

Positions held:	Non-Executive Director NSX Limited Non-Executive Director, National Stock Exchange of Australia Limited
Qualifications:	PhD in security market design from the Australian Graduate School of Management at the University of New South Wales.
Appointed:	20 October 2020
Directorships held in other listed entities	Nil
Interests in NSX Limited shares:	Nil
Experience:	

Dr Aitken has had a long and distinguished career introducing postgraduate students to entrepreneurial endeavour through establishing start-up businesses. Much of this work was conducted under the auspices of Capital Markets Cooperative Research Centre – CMCRC where he was CEO and Chief Scientist.

He is perhaps best known for his work establishing SMARTS, a real-time fraud detection system for financial markets which he sold to Nasdaq in 2008. Taking advantage of SMARTS he is also a respected expert witness in cases involving insider trading, market manipulation having worked on more than 50 cases in the United Kingdom, Singapore, New Zealand, Malaysia, the UAE and Australia.

5.3 What majority of votes is required for Resolution 4 to be passed?

An Ordinary Resolution is required for Resolution 4 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

5.4 Who can vote on Resolution 4?

Subject to the Constitution, all Securityholders can vote on Resolution 4. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 4 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

5.5 Director’s recommendation on Resolution 4

The Directors unanimously recommend that Securityholders vote in favour of Resolution 4.

6. RESOLUTION 5: APPROVAL TO ISSUE PERFORMANCE RIGHTS AND PERFORMANCE RIGHTS PLAN FOR MAX CUNNINGHAM UNDER ASX LISTING RULE 10.14

6.1 Resolution 5 – Grant of Performance Rights and Performance Rights Plan for Max Cunningham

The Board is seeking approval for the grant of the following Performance Rights and the approval of the Performance Rights Plan to the CEO/Managing Director, Max Cunningham as required by ASX Listing Rules 7.2 and 10.14, and for all other purposes.

Max does not currently own or have beneficial rights to any Performance Rights, Ordinary Shares, Partly Paid Shares or Options in the Company.

6.2 The terms of Mr Cunningham's employment agreement that are subject to SecurityHolder approval are as follows:

The Company has agreed, subject to obtaining SecurityHolder approval, to issue Performance Rights (**CEO Performance Rights**) to Mr Max Cunningham, the Chief Executive Officer/Managing Director (or his nominee) pursuant to the terms and conditions set out below.

Employment retention incentive, initial and ongoing performance rights:

Max has been invited to participate in NSX's performance rights plan (**PRP**). Max's level of participation and the terms and conditions of the participation in the PRP will be set out in any invitation letter and the plan rules of the PRP. Ordinarily, any invitation letter will be issued at or around the commencement of each financial year in respect of Max's participation for that financial year. Subject to Max remaining employed for the financial year in respect of which each invitation is issued, it is expected that Max will be invited to participate at a level represented by rights valued in the sum of AUD \$150,000 for each financial year. All performance rights will be subject to Board and Shareholder approval where applicable as per the terms of the invitation letter.

- (a) 3,000,000 (being the equivalent of \$75,000 of Performance Rights granted at 2.5 cents each) (**Employment Tranche A**). Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the date that is 6 months after the Commencement Date (**Employment Condition A**).
- (b) 3,000,000 (being the equivalent of \$75,000 of Performance Rights granted at 2.5 cents each) (**Employment Tranche B**). Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the date that is 12 months after the Commencement Date (**Employment Condition B**).
- (c) Such number of Performance Rights with an equivalent value of \$75,000 calculated based on the 30 day volume weighted average price of the Company's ordinary shares (**Shares**) on ASX up to and including the applicable Vesting Date (**Continuous Employment Tranches**). Each of the following conditions are satisfied:
 - 1) Employment Condition B has been satisfied;
 - 2) Thereafter, for every six (6) month period that Max remains continuously employed or engaged by a member of the Group;
 - 3) Subject to Board, shareholder and regulatory approvals that may be required each year. (**Continuous Employment Conditions**)

Short term performance incentive (STI) performance rights:

At the discretion of the Board and subject to SecurityHolder approval, the Board has agreed to the following performance incentive:

Such number of Performance Rights with an equivalent value of \$350,000 calculated based on the 30 day volume weighted average price of the Company's ordinary shares (**Shares**) on ASX up to and including the applicable Vesting Date (**Performance Tranche 1**)

Each of the following conditions are satisfied:

- a) the National Stock Exchange of Australia (**NSX**) has at least 75 entities officially admitted to its exchange (excluding any entities that have applied for a de-listing) (**Tranche 1 Listing Condition**). *As at the date of this notice there are 48 listed entities. To meet this condition then at least 27 additional entities have to be listed exclusive of any entities that have applied to delist or are delisted;*
- b) at the time the Tranche 1 Listing Condition is satisfied (**Tranche 1 Listing Condition Date**), the Company's ordinary share price on ASX is at least 7.5 cents per share; and

- c) Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the Tranche 1 Listing Condition Date.
(together, the **Tranche 1 Vesting Conditions**).

Long term performance incentive (LTI) performance rights:

At the discretion of the Board and subject to shareholder approval, the Board has agreed to the following performance incentive:

Such number of Performance Rights with an equivalent value of \$350,000 calculated based on the 30 day volume weighted average price of the Company's Shares on ASX up to and including the applicable Vesting Date (**Performance Tranche 2**).

Each of the following conditions are satisfied:

- a) the NSX has at least 100 entities officially admitted to its exchange (excluding any entities that have applied for a de-listing) and the NSX is *operationally*² cash flow positive (**Tranche 2 Listing Condition**). *To meet this condition then at least 25 additional entities have to be listed exclusive of any entities that have applied to delist or are delisted over the 75 given in the Tranche 1 Listing Condition.*
- b) at the time the Tranche 2 Listing Condition is satisfied (**Tranche 2 Listing Condition Date**), the Company's ordinary share price on ASX is at least 15 cents per share; and
- c) Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the Tranche 2 Listing Condition Date.
(together, the **Tranche 2 Vesting Conditions**).

Issue and Vesting Dates

- a) Employment Condition A rights: Vesting December 2024 (issued November 2024 after approval by SecurityHolders)
- b) Employment Condition B rights: Vesting July 2025 (issued January 2025)
- c) Ongoing Employment rights: From December 2025 and then in July and December each year until shareholder approval is required again in 3 years time (November 2027). Issued 6 months prior to expected vesting date.
- d) STI Tranche 1: Vesting December 2025 (approximately depending on if the conditions have been met). To be issued January 2025
- e) LTI Tranche 2: Vesting December 2026 (approximately depending on if the conditions have been met). To be issued January 2026.

Expiry Date:

3 years from the Commencement Date (November 2027), but subject to any earlier lapse and forfeiture in accordance with the rules of the Performance Rights Plan.

Dealing restrictions:

Max may not Deal in the Performance Rights prior to exercise of the Performance Rights. Following exercise of the Performance Right you are free to Deal with any Shares issued on exercise (subject to compliance at all times with the Company's Securities Trading Policy).

Other terms:

The rights and obligations that apply to the Performance Rights, including in relation to Vesting and subsequent exercise, disposal and forfeiture, are set out in the PRP, which you should review carefully.

² Where operationally cash flow positive is defined as cash flows from operating activities is positive (exclusive of financing and investment activities cash flows).

6.3 Outline of terms of the Performance Rights Plan

A summary of the key terms and conditions of the Performance Incentive Plan for Max Cunningham is set out below to be effective once approved by shareholders.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (including Directors on shareholder approval), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan.

Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognisant of general SecurityHolder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the Eligible Employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

Eligible Participants: The eligible participant under this Performance Rights Plan is Max Cunningham, Managing Director and Chief Operating Officer (“**Eligible Employee**”).

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Vesting: Subject to any earlier lapse and forfeiture of Performance Rights under the terms of the PRP, and subject to satisfaction of the Vesting Conditions, the Performance Rights vest on the applicable Vesting Date set out above. If the Performance Rights Vest, the Company will issue the underlying Shares to which the Performance Rights relate as soon as practicable following Vesting, but subject to compliance by the Company with all applicable laws or Company policies.

Limits on Entitlements: The Company may issue such number of Performance Rights, where the number of Shares that may be acquired on conversion of those Performance Rights when added to the total number of Shares or Performance Rights that have already been issued pursuant to the Performance Rights Plan or other incentive scheme in the previous three years, will not exceed 22,889,049 Shares of the total number of issued Shares at the time of the issue.

If relying on an ASIC class order to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order.

Individual Limits: The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (Offer) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy or Death: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its discretion, whether those Performance Rights which have not satisfied the performance condition but have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- a) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation
- b) with any other company or companies and the SecurityHolders of the Company approve the proposed compromise or arrangement at such meeting;
- c) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in more than 50% of the shares in the Company; or placement
- d) any person acquires a relevant interest in 50.1% or more of the shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's SecurityHolders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's SecurityHolders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

Financial advice and tax: The PRP is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act). The application to participate in the PRP and to be granted Performance Rights will have taxation or other financial consequences for the participant. Any financial or tax advice given by or on behalf of the Company in connection with this Invitation is general advice only. Each Eligible Participant's circumstances and objectives (financial or otherwise) is different. The participant is strongly recommended to obtain their own financial and tax advice from their own independent professional adviser with respect to participating in the PRP by accepting a grant of Performance Rights.

General rights in relation to Performance Rights: Prior to exercise, the Performance Rights do not entitle the holder to vote at any general meetings of the Company, to receive any dividends in the Company that may be paid, or to share in the assets of the Company or a return of capital on a winding up.

6.4 Technical information required by ASX Listing 7.2

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 6.3.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule.	Nil performance rights have been issued to Mr Cunningham (or associates).
The maximum number of equity securities proposed to be issued under the scheme following the approval.	<p>The aggregate maximum number of equity securities proposed to be issued under the Performance Rights Plan is as follows:</p> <p><u>Year 1:</u> Employment conditions A & B: 6,000,000 Performance Rights</p> <p><u>Year 2:</u> Employment conditions ongoing: Approximately 2,000,000 Performance Rights (dependent on 30 day VWAP estimated if 7.5 cents). Issue may be more or less if VWAP is more or less to the value of \$75,000. STI Tranche 1: Approximately 4,666,667 (dependent on minimum VWAP of 7.5 cents). Issue may be less if VWAP is more. Approximate Total 6,666,667 performance rights</p> <p><u>Year 3</u> Employment condition: Approximately 1,000,000 Performance Rights (dependent on 30 day VWAP estimated if 15 cents). Issue may be more or less if VWAP is more or less to the value of \$75,000. LTI Tranche 2: Approximately 2,333,333 Performance Rights (dependent on min VWAP of 15 cents). Issue may be less if VWAP is more. Approximate Total 3,333,333 performance rights.</p>
A voting exclusion statement.	A voting exclusion statement is included in Resolution 5 of this Notice.

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 6.3.
Vesting date	Various dependent on date of issue of Condition and Tranche and satisfaction of Tranche conditions.
Conversion	Each Performance Right is convertible on a one-to-one basis into one Share.

6.5 Technical information required by ASX Listing 10.15

As outlined in the following table, the Managing Director and CEO, Max Cunningham, has not previously been issued with Performance Rights.

Max Cunningham's total remuneration package for the year ended 30 June 2024 comprised the following:

Rule	Rule Description	Information
10.15.1	Name of the person	Max Cunningham
10.15.2	Rule 10.14 category	Mr Cunningham falls in the category of ASX Listing Rule 10.14.1 as he is an executive director employed under the title of CEO and Managing Director of the Company.
10.15.3	The number and class of securities proposed to be issued	<p><u>Employment Retention Incentive:</u></p> <p>Employment Condition A: 3,000,000 Shares</p> <p>Employment Condition B: 3,000,000 Shares</p> <p>On going every 6 months (after Employment Condition B has been met): The equivalent of the value of \$75,000 in Performance Rights at an issue price of the 30 day VWAP. For example at an issue price of 2.5 cents this would be 3,000,000 Shares every six months or 6,000,000 Shares per annum.</p> <p><u>Short Term Incentive (STI):</u></p> <p>Performance Tranche 1 (if conditions are met): \$350,000 value in performance rights. For example, if issued at a share price of minimum 30 day VWAP of 7.5 cents then 4,666,667 performance rights.</p> <p><u>Long Term Incentive (LTI):</u></p> <p>Performance Tranche 2 (if conditions are met): \$350,000 value in performance rights. For example, if issued at a share price of minimum 30 day VWAP of 15.0 cents then 2,333,333 performance rights.</p> <p>For further details of conditions to be met refer to section 6.2</p> <p>For estimates of total performance rights issued see section 6.4</p>
10.15.4	Director total current remuneration	<p>Mr Cunningham commenced employment on 3 June 2024. Full details of actual remuneration paid up to 30 June 2024 can be found in the NSX Annual Report 2024 in the Remuneration Report.</p> <p><u>In a full financial year Mr Cunningham's remuneration is as follows:</u></p> <p>Fixed remuneration is AUD \$350,000 per annum exclusive of superannuation and inclusive of tax. Participation in the Performance Rights Plan as per this resolution.</p>
10.15.6	Summary of securities to be issued	<p>a) Material Terms: refer to sections 6.2 and 6.3 above</p> <p>b) Performance Rights are used as they are the most cost effective instrument for the Company in which to incentivise the employee.</p> <p>The Company has chosen to issue the Performance Rights to Max Cunningham for the following reasons:</p> <ol style="list-style-type: none"> 1. Provide short term and long term incentivisation to reward the CEO/MD in his success in his business development activities on behalf of the Company; 2. To drive increased new business for the Company; 3. To provide an at risk component to his remuneration package;

Rule	Rule Description	Information
		<p>4. To align Mr Cunningham's reward with SecurityHolder's outcomes by payment in equity;</p> <p>5. The Performance Rights Plan provides a key element in the Company's employee and management retention strategy;</p> <p>6. To preserve cash resources of the company as rights and subsequently Shares would be issued rather than a cash payment.</p> <p>By virtue of the above the Board considers that Max Cunningham's participation in the Performance Rights Plan is a critical mechanism by which to incentivise performance in line with SecurityHolder interests. The fair value of the Performance Rights proposed to be issued to Max Cunningham will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Mr Cunningham is deemed to have received his offer to participate in the Performance Rights Plan.</p> <p>c) Value of the performance rights: Employment Condition A & B rights: \$150,000 (once off) Ongoing rights: \$150,000 per annum STI Tranche 1 rights: \$350,000 (once off) LTI Tranche 2 rights: \$350,000 (once off) The valuation basis is due to the value applied in order to calculate the number of rights to issue.</p>
10.15.7	Dates of Issue	<p>a) Employment Condition A rights: December 2024</p> <p>b) Employment Condition B rights: July 2025</p> <p>c) Ongoing Employment rights: From December 2025 and then in July and December each year until shareholder approval is required again in 3 years time (November 2027).</p> <p>d) STI Tranche 1: December 2025 (approximately depending on if the conditions have been met)</p> <p>e) LTI Tranche 2: December 2026 (approximately depending on if the conditions have been met)</p>
10.15.8	Issue Prices	<p>a) Employment Condition A rights: 2.5 cents</p> <p>b) Employment Condition B rights: 2.5 cents</p> <p>c) Ongoing Employment rights: 30 day VWAP.</p> <p>d) STI Tranche 1 rights: 30 day VWAP with a minimum of 7.5 cents</p> <p>e) LTI Tranche 2 rights: 30 day VWAP with a minimum of 15.0 cents</p>
10.15.9	Summary of material terms	Refer to sections 6.2 and 6.3 above
10.15.10	Summary of material terms of any loan	Not applicable – No loans.
10.15.11	Annual Report disclosure	Details of any securities issued under the scheme will be published in the annual report of the Company to the period in which they are issued, along with a statement that approval of the issue was obtained under ASX Listing Rule 10.14.
10.15.12	Voting exclusion statement	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <p>a) Mr Cunningham (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or</p> <p>b) an associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <p>a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the</p>

Rule	Rule Description	Information
		<p>chair to vote on this Resolution as the chair decides; or</p> <p>c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> a. 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 this Resolution; and b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6.6 What majority of votes is required for Resolution 5 to be passed?

An Ordinary Resolution is required for Resolution 5 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll. If Resolution 5 is not passed, Mr Cunningham will not receive the Performance Rights.

6.7 Who can vote on Resolution 5? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 5 except for Mr Cunningham (please refer to the full exclusion statement). If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 5 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

6.8 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 5.

7. RESOLUTION 6: Sale of ClearPay shares

7.1 Resolution 6 sale of ClearPay JV shares held by NSX to ISX

"That for the purposes of ASX Listing Rule 10.1, and all other purposes, Securityholders approve of the sale of the NSX ClearPay ownership amounting to 41% of the issued capital in ClearPay to ISX Financial EU PLC (the only other shareholder) for the cash consideration of \$500,000."

7.2 Purpose and consideration of the sale and financial benefit

ISX Financial EU PLC (the only other shareholder in the ClearPay JV) wishes to purchase NSX's 41% holding in ClearPay. As at the date of this Notice the agreed purchase consideration is \$500,000.

The purpose of the sale is to generate funds from disposal of the company's holding in the ClearPay joint venture. The Company will use the proceeds to retire debt (specifically debt to ISXFEU) which will provide a financial benefit back to the Company as described in this section

7.3 About ClearPay JV

The purpose of the ClearPay JV was to develop a Delivery versus Payment (DvP) platform, which was planned to supersede the current (T+ various days delayed for the clearing and settlement) process offered by current incumbent domestic and global stock exchanges. The system was to be initially utilised alongside with the National Stock Exchange of Australia's (NSXA) current post-trade arrangements where appropriate.

As announced in August 2022, the Board of directors, after discussion with the Company auditors resolved to fully write down the carrying value of the ClearPay JV due to the delay in the estimate economic returns that may accrue to NSX. It was intended to persist with developing the relationship, however the Board of Directors have determined that the Company no longer has the capacity mainly in financial and human resource terms to continue with the project. The Board of Directors would prefer to direct the Company's resources instead to progress the business development plans of the newly appointed CEO/MD Max Cunningham.

NSX owns 41% of the issued capital of the ClearPay joint venture and it is these shares that the Company wishes to sell to ISXFEU.

ISXFEU is the only other joint venture partner of ClearPay who holds 59% of the issued capital of the ClearPay joint venture. ISXFEU has offered to purchase the shares from NSX, that it does not already own.

Further details about the convertible loan and Securityholder approval requirements to complete the sale are given below.

7.4 Why is Securityholder approval required

ASX Listing Rule 10.1 govern the disposal of a significant asset by a listed entity. Although the ClearPay asset is fully written down in the accounts of the company with a zero carrying value, ISXFEU have offered a significantly attractive purchase price for NSX's 41% holding in the ClearPay JV.

As ISXFEU also holds more than 10% (that is 30.35%) of the issued capital of NSX Listing Rule 10.1.3 means that ISXFEU is a related party for the purposes of the transaction. Further, the ASX Listing Rule 10.2 defines a significant asset where the consideration being proposed as being in ASX's opinion 5% or more of the equity interests of the Company. As at 30 June 2024 NSX Net Equity Interests were \$(909,229). Therefore, the consideration is more than 5%.

The Board of Directors do not believe that, at the date of this Notice, there is another potential purchaser of NSX's holding in ClearPay.

In any case Securityholder approval would be required. Securityholder approval for this transaction is being sought by the Company as Resolution 6.

The Company has also commissioned an Independent Expert's Report to provide an opinion on the fairness and reasonableness of the transaction.

7.5 Retirement of a Convertible Loan of \$500,000

As at the date of this Notice of Meeting ISXFEU has provided NSX \$500,000 in debt funding by way of \$500,000 Convertible Loan on substantially similar terms to a separate larger \$2.2m loan (see Resolution 7 for details of the \$2.2m loan). In both cases the interest rate on the loan is 10% per annum commencing at 4 months after the date of the announcement (i.e. from 27 November 2024), and can result in conversion to ordinary shares if there is not repayment of the principal sum. This funding replaced similar funding that had been sourced from another subsidiary of ISXFEU, and it allowed those funds to be returned to that subsidiary.

The Board of Directors wishes to use the proceeds from the sale of the ClearPay asset to retire this \$500,000 loan. Resolution 6 deals with the Sale and \$500,000 Convertible Loan only.

7.6 Technical requirements of ASX Listing Rule 10.5

The following information is provided to satisfy the requirements of ASX Listing Rule 10.5 and provide Securityholders further information concerning the disposal of the ClearPay shares under Resolution 6.

Rule Number	Rule	Commentary
10.5.1	Name of person	ISX Financial EU Plc ("ISXFEU")
10.5.2	Which category in the rules 10.1.1 to 10.1.5 the person falls into and why	10.1.3 – A person who is, or was at any time in the 6 months before the transaction or agreement a substantial (10%+) holder in the entity. ISXFEU currently holds 30.35% of the issued capital.
10.5.3	Details of the asset being acquired or disposed of	Disposal of NSX's holding in the ClearPay Joint Venture amounting to 41% of ClearPay's issued capital.
10.5.4	The consideration for the acquisition or disposal	\$500,000
10.5.5	In the case of an acquisition the intended source of funds	Not applicable. Transaction is a disposal.
10.5.6	In the case of a disposal the intended use of the funds (if any) received for the disposal	The Company intends to retire debt being a Convertible Loan of \$500,000.
10.5.7	The timetable for completing the disposal	Within 1 month of the approval given by Securityholders.
10.5.8	If the disposal is occurring under an agreement, a summary of any other material terms	Other than the consideration and transfer of ClearPay shares there are no other material terms not elsewhere stated in this Notice.
10.5.9	Voting exclusion statement	The Company will disregard any votes cast in favour of this Resolution by or on behalf of: a) ISX Financial EU Plc (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

Rule Number	Rule	Commentary
		<p>b) an associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <p>a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or</p> <p>c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>a. 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 this Resolution; and</p> <p>b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
10.5.10	<p>A report on the transaction from an independent expert. The report must state the expert's opinion as to whether the transaction is fair and reasonable to the holders of the entity's ordinary securities whose votes in favour of the transaction are not disregarded under rule 14.11.</p> <p>The expert's opinion as to whether the transaction is fair and reasonable must be displayed prominently in the notice of meeting and on the covering page of the notice of meeting any accompanying documents</p>	<p>An Independent Expert, Moore Australia, opinion has been sought by the Company on the fairness and reasonableness of the transaction. The Independent Expert's Report (IER) is attached to this notice of meeting.</p> <p>The summary of the opinion is that the transaction is Not Fair but Reasonable to Securityholders.</p> <p>Directors recommend that Securityholders vote in favour of the resolution.</p> <p>Refer to section 7.8 for further summary information.</p>

7.7 Advantages of approving Resolution 6

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Securityholder's decision on how to vote on the proposed Resolution 6:

- (a) The sale would facilitate full repayment of an existing loan by disposal of a zero value asset and therefore preserve the working capital in the Company;
- (b) The Company has stated above that it is not prepared to put further resources into the venture and would prefer to follow other business development and customer acquisitions strategies to concentrate on its listings business.
- (c) The NSX business modelling for the ClearPay joint venture means that it would see significantly delayed economic benefits in the future. This was the basis for the full written down value in the 30 June 2024 accounts.
- (d) The Company would no longer need to expend resources monitoring and accounting for the joint venture.
- (e) The Company would be free to investigate and pursue other opportunities if they arise.
- (f) The other shareholder ISXFEU would be free to develop ClearPay as it sees fit and if there are business opportunities later then NSX could enter in a fee for service relationship rather than a JV relationship.
- (g) It would remove one area of potential and actual conflict complications in related party matters with a substantial shareholder.

7.8 Independent Experts Report Summary

Pursuant to ASX listing rules and the Corporations Act requirements in relation to an asset disposal the Company provides the information for the benefit of Securityholders an Independent Expert's report ("IER") written by Moore Australia. The full report is attached to this Notice of Meeting as Annexure A.

The Independent Experts Report concludes that the approval contemplated by Resolution 6 is **not fair but reasonable** to the non-associated Securityholders of the Company. The following table shows the Low to High ranges of the assessment made by Moore for Resolution 6 and if Resolutions 6 and 7 taken together.

\$'000's / \$ whole per share	Low	Mid	High
Evaluation summary			
Resolution 6			
Fair value of NSX interest in ClearPay disposed of	(387)	(942)	(1,497)
Less consideration - reduction in liability to ISXFEU	520	520	520
Difference - gain / (loss) to Shareholders	133	(422)	(977)
Quantitative evaluation - Resolution 6	Fair	Not Fair	Not Fair
Resolution 6 & 7 together			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.003	0.005	0.008
Share price Higher / (Lower) Post Proposal	0.003	0.002	-0.001
Quantitative evaluation - Resolution 6 & 7	Fair	Fair	Not Fair

The following table provided by Moore in their report shows the advantages and disadvantages of the transaction. Despite Moore's opinion that the transaction is not fair and reasonable, Securityholders may still decide to approve the transaction in that the advantages and financial benefits to the Company outweigh the disadvantages of the transaction. In particular if both Resolutions 6 and 7 were approved then the Company's financial position would improve as there would be no debt no interest repayments and no potential for share conversion that would dilute the non-associated Securityholders.

Resolution 6	
Advantages of the Resolutions	<p>The Resolution is fair at the low range, which is consistent with the Auditors FY24 assessment of nil value of ClearPay technology.</p> <p>The Resolution results in a reduction in debt by \$0.5m.</p> <p>NSX will have no further obligation to invest resources in ClearPay to develop it to fruition.</p>
Disadvantages of the Resolutions	<p>The Resolution is not fair at the mid or high ranges at our assessed positive values for the NSX interest in ClearPay. However, such values are uncertain.</p> <p>NSX's original investment of \$3.2m in ClearPay, less \$0.5m debt reduced, is lost. Any interest in ISXFEU's IP that was to be contributed to ClearPay for their 59% share is also lost. Under the sale terms, there is no opportunity for NSX to participate in upside special value (if any) should ISXFEU ever utilise the IP developed by ClearPay.</p> <p>In our view this reflects the likely poor bargaining position of NSX.</p>
Other considerations including no change in circumstances	<p>The ClearPay investment was already recorded in NSX accounts at nil value before FY23.</p>
Alternatives to the Resolution	<p>Directors confirm there are no other viable alternatives to the Resolution.</p> <p>They do not believe any 3rd party could acquire in the short term their 41% interest in ClearPay at significantly greater value given it would require the consent of ISXFEU.</p> <p>Director's state they do not have the funds to devote further resources to ClearPay to bring it to fruition, given other operating losses.</p> <p>A members' voluntary administration of ClearPay is unlikely to achieve a better result.</p>

Securityholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the analysis and the sources of information and assumptions made to arrive at their conclusions.

7.9 Control

There are no NSX shares to be issued as part of the disposal and therefore there is no change of control or dilution of Securityholders. Therefore, change of control considerations are not applicable for Resolution 6.

7.10 Impact on Balance Sheet if Resolution 6 is approved.

	Consolidated 2024	Cash in	Sell ClearPay	Settle Liability	Proforma
		Adjustment 1	Adjustment 2	Adjustment 3	
	\$	\$			\$
Assets					
Current assets					
Cash and cash equivalents	2,061,675	260,183	500,000	-500,000	2,321,858
Trade and other receivables	134,416				134,416
Financial assets	366,221				366,221
Other current assets	602,230				602,230
Total current assets	3,164,542	260,183	500,000	-500,000	3,424,725
Non-current assets					
Property, plant and equipment	68				68
Right-of-use assets	985,831				985,831
Intangibles	164,681				164,681
Total non-current assets	1,150,580				1,150,580
Total assets	4,315,122	260,183	500,000	-500,000	4,575,305
Liabilities					
Current liabilities					
Trade and other payables	1,008,063				1,008,063
Convertible note payable	519,726			-519,726	0
Lease liabilities	631,580				631,580
Employee benefits	238,106				238,106
Share cancellation funds payable	1,939,817				1,939,817
Additional \$2.2 Funds		260,183			260,183
Contract liabilities	236,569				236,569
Total current liabilities	4,573,861	260,183	0	-519,726	4,314,318
Non-current liabilities					
Lease liabilities	518,097				518,097
Employee benefits	17,796				17,796
Contract liabilities	111,598				111,598
Total non-current liabilities	647,491	0	0	0	647,491
Total liabilities	5,221,352	260,183	0	-519,726	4,961,809
Net (liabilities)/assets	-906,230	0	500,000	19,726	-386,504
Equity					
Issued capital	65,846,978				65,846,978
Reserves	501,713				501,713
Accumulated losses	-67,254,920	0	500,000	19,726	-
Total equity	-906,229	0	500,000	19,726	-386,503

Adjustment 1: The second Convertible Note increased the Share Cancellation Funds Payable by 260,183 which are the costs of the cancellation. Cash entry received and a liability raised for the funds.

Adjustment 2: Impact of the funds received from sale of ClearPay if Resolution 6 is approved.

Adjustment 3: Impact of the settlement of loan with ISXFEU.

Net equity increases from -\$906,229 to -\$386,503. The balance sheet is audited as at 30 June 2024 financial statements released to ASX with unaudited adjustments applied to derive a proforma balance sheet showing the expected impacts if only Resolution 6 is approved.

Please refer to Resolution 7 for equivalent tables if Resolution 7 only is approved and if both Resolutions 6 and 7 are approved.

7.11 What if the resolution is not approved?

If the resolution to approve the sale of NSX's holding in the ClearPay JV is not approved by SecurityHolders then the following will occur:

- a) The Company will continue to hold shares in the ClearPay JV;
- b) The Company will be required to devote resources to the maintenance of the ClearPay JV including but not limited to having a director on the Board, audit costs and review of carrying value, Board review of the ClearPay JV at each board meeting amongst other things.
- c) The Company does not wish to devote resources to the JV which are better allocated to business development programs.
- d) From the end of November the Company will incur interest repayment costs of 10% per annum. ~~which will~~
- e) The Company will be required to find an alternative source of funds to repay the convertible loan (plus the accrued interest) or possibly face the prospect of conversion of the loan (which, if approved by SecurityHolders, would dilute their interests in the Company).
- f) The Company has stated above that it is not prepared to put further resources into the venture and would prefer to follow other business development and customer acquisitions strategies to concentrate on its listings business.
- g) The Company would have less resources to investigate and pursue other opportunities if they arise.
- h) Actual, potential or perceived conflicts of interest complications in related party matters with a substantial shareholder would remain.

If at some future date the Company may decide, in agreement with ISXFEU, that the Loan would be converted into shares instead of repayment in cash, then the Company will have to seek SecurityHolder approval under section 611 item 7 of the Corporations Act similar to that of Resolution 7. Note that ISXFEU would have to agree to such a conversion, and they may have other considerations (such as accounting consolidation) where they may not wish to control a larger proportion of the issued capital of NSX and would also like other investors to support NSX in its growth. The following table shows the approximate dilutionary effect if a conversion into Shares was to take place.

Dilution effect, if at some future date, the loan is converted into shares (excludes accrued interest):

5% or more Securityholders	Shares	% of Issued Capital	New Issue	Shares if resolution is approved	% of Issued Capital if loan is converted
ISX Financial EU Plc and associates	138,915,218	30.345	+20,000,000	158,915,218	33.261
FinTech HQ Pty Ltd and associates	92,013,281	20.100	-	92,013,281	19.258
Issued Capital	457,780,971	50.445	+20,000,000	477,780,971	52,520

Dilution effect if Resolution 7 is approved and at some future date the Loan is converted into Shares (excludes accrued interest):

5% or more Securityholders	Shares	% of Issued Capital	New Issue	Shares if resolution is approved	% of Issued Capital if loan is converted
ISX Financial EU Plc and associates	138,915,218	30.345	+108,000,000	246,915,218	43.641
FinTech HQ Pty Ltd and associates	92,013,281	20.100	-	92,013,281	16.263
Issued Capital	457,780,971	50.445	+108,000,000	565,780,971	59.905

7.12 What majority of votes is required for Resolution 6 to be passed?

An Ordinary Resolution is required for Resolution 6 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

7.13 Who can vote on Resolution 6? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 6. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 6 by marking either "**For**", "**Against**" or "**Abstain**" on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

7.14 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 6. For this resolution all Directors are considered independent.

The Directors note that Independent Expert's opinion that Resolution 6 is **not fair but reasonable**. The basis of making the recommendation by the Directors for approval of Resolution 6 is Securityholders summarised below and also are given in details provided in section 7.7. In summary, the benefits to the Company would expected to be:

- (a) Improve the net equity position of the Company;
- (b) Prioritise other business development and customer acquisitions strategies;
- (c) Release resources to core Company activities;
- (e) The Company would be free to investigate and pursue other opportunities if they arise.
- (f) It would remove one area of potential and actual conflict of interest complications in related party matters with a substantial shareholder;
- (g) Thereby enhancing SecurityHolder value.

If both Resolutions 6 and 7 were taken together then the Directors note that even though ISXFEU will receive a financial benefit the transaction would be both fair and reasonable at the mid-range of the analysis given by Moore. The Directors are of the opinion that the Company also derives a financial benefit from the transaction that would benefit the non-associated Securityholders. Directors further considered that if Securityholders approve both Resolutions 6 and 7 that it is likely that the transaction would be fair and reasonable to non-associated Securityholders on a mid-range basis.

8. RESOLUTION 7: APPROVAL FOR AN INCREASE IN THE RELEVANT INTEREST IN NSX SHARES BY ISXFEU

8.1 Resolution 7 – Approval for an increase in the relevant interest in NSX shares by ISXFEU.

“That for the purposes of ASX Listing Rules 10.11 and 10.12 and the Corporations Act Section 611 item 7, and for all other purposes, that Securityholders approve the increase in relevant interest in NSX Shares by ISXFEU from 30.4% to 41.6% by way of the conversion of the \$2.2 million Convertible Loan into 88,000,000 fully paid ordinary shares of the Company.”

8.2 Background on Convertible Loan

On 23 July 2024 the Company announced that it had entered into a funding arrangement with ISX Financial EU PLC (“ISXFEU”) as part of the court application to cancel 77,592,652 NSX shares that had been erroneously issued by the Company to ISXFEU. As the share cancellation would normally require return of the subscription money as well, a Convertible Loan amounting to \$2.2 million was established in its place. The intent of the loan was to preserve the Company’s working capital.

Most of the loan amount came from the refund payable to ISXFEU, with the balance (\$260,183) advanced by ISXFEU to NSX shortly after the court order on 2 August 2024. NSX’s cash position was improved by \$260,183.

The loan is convertible to shares in NSX at an issue price of 2.5 cents each if a proposed conversion is approved by NSX Securityholders having followed the procedure required by the Corporations Act and the ASX Listing Rules. The noteholder can call for part or full repayment on 90 days notice if both a conversion proposal is not approved by NSX Securityholders and at that time NSX’s net assets are lower than at the date of issue of the Convertible Loan (2 August). If not converted or the subject of early repayment, the loan will be in place for 2 years.

The interest rate on the loan is 10% per annum commencing on 27 November 2024, and would be payable upon conversion if that were to occur later than at this Annual General Meeting) or on repayment of the principal sum.

This Resolution 7 deals with the \$2.2 million Convertible Loan only.

8.3 Why is Securityholder approval required?

The Company is required to obtain SecurityHolder approval in order for ISXFEU to obtain an increased relevant interest above the 20% threshold prescribed by the Corporations Act. ISXFEU can only do this either with a takeover bid or if approval is granted by non-associated SecurityHolders under the Corporations Act section 611 item 7 exemption. ISXFEU’s current relevant interest is 30.35%. If this Resolution 7 is approved, then ISXFEU’s relevant interest would move to 41.35%.

Additionally, the Company is required to seek SecurityHolder approval under ASX Listing Rule 10.11.2 as it is considered a related party for the purposes of the rules as ISXFEU currently holds 30.35% of the issued capital in the Company.

The next section deals with ASX Listing Rule 10.11 for the issue of shares to a related party. Additional sections below that deal with the Corporations Act 2001 (Cth) requirements for the issue of shares to a related party when section 611 item 7 is the basis of the share issue.

8.4 Related party requirements to issue shares – ASX Listing Rule 10.11

ASX Listing Rule 10.11.1 states that:

10.11 Unless one of the exceptions in rule 10.12 applies, an entity must not issue or agree to issue +equity securities to any of the following +persons without the approval of the holders of its +ordinary securities.

10.11.1 A +related party.

10.11.2 A +person who is, or was at any time in the 6 months before the issue or agreement, a +substantial (30%+) holder in the entity

Based on rule 10.11.2 the Company must first seek Securityholder approval for an issue of Shares to ISXFEU for the purposes of retiring the Convertible Loan. Information below is provided as required by ASX Listing Rule 10.13.

In accordance with ASX Listing Rule 10.13 the following technical information is provided in relation to Resolution 7:

Rule Number	Rule	Description
10.13.1	Name of person	ISX Financial EU Plc ("ISXFEU")
10.13.2	Which category in the rules 10.11.1 to 10.11.5 the person falls into and why	10.11.2 – A person who is, or was at any time in the 6 months before the issue or agreement a substantial (30%+) holder in the entity.
10.13.3	The number and class of securities to be issued to the person	88,000,000 Shares
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Not applicable
10.13.5	The date or dates on or which the entity will issue the securities, which must not be more than 1 month after the date of the meeting	Within five business days after approval by Securityholders after the AGM to be held on 21 November 2024.
10.13.6	The price or other consideration the entity will receive for the issue	2.5 cents per share. The Company notes that this price is a premium to the share price that has traded on market and is the same as that of the February 2024 entitlement offer.
10.13.7	The purpose of the issue, including the intended use of funds raised by the issue.	To retire the Convertible Loan amounting to \$2.2 million.
10.13.8	If the person is: a director and therefore a related party under rule 10.11.1; or An associate of, or person connected with a director under rules 10.11.4 or 10.14.5. And the issue is intended to remunerate or incentivise the director, details (including amount) of	Not applicable. The person is not a director or associate for the purposes of the rules other than implied by Listing Rule 10.11.2.

Rule Number	Rule	Description
	the director's current total remuneration package	
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement.	Not applicable. The Company can convert the Convertible Loan via cash or Shares. The Company is seeking Securityholder approval to convert into shares.
10.13.10	Voting exclusion statement	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> a) ISX Financial EU Plc (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (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. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> a. 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 this Resolution; and b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval is not being sought under listing rule 7.1 or 7.1A as approval is being sought under Listing Rule 10.11. Accordingly, the issue for shares, if approved by Securityholders, will not be included in the use of the Company's 15% placement capacity nor the additional 10% placement capacity if Securityholders have approved that capacity.

8.5 Related party issues - Chapter 2E of the Corporations Act.

For a public company, or any entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) Obtain approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) Give the benefit within 15 months following such approval.

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is expected that the transaction will be completed within 1 month after approval at the AGM.

The Company is also seeking approval as per the Corporations Act 611 item 7 and provides the information required in section 8.6 detailed below.

8.6 Corporations Act requirement – Section 611 item 7

(a) General

The Company is required to seek SecurityHolder approval as per the Corporations Act Section 611 exemption item 7 for the increase in relevant interest ISXFEU would obtain if the Company issued shares to ISXFEU to retire the \$2.2 million convertible loan.

The Corporations Act includes provisions intended to prevent persons acquiring a voting power in a company above 20% without satisfying certain criteria outlined in the Corporations Act. Section 8.5(b) below summarises the relevant provisions of the Corporations Act and outlines the exception that permits a person to acquire a voting power greater than 20%.

Resolution 7 seeks Securityholder approval for the purposes of Item 7 of section 611 of the Corporations Act to allow the Company to issue the shares to ISXFEU which would mean that they acquire a larger relevant interest in the company. In turn the approval would allow the Company to retire the \$2.2 million Convertible Loan debt.

The result of approval of Resolution 7 is that ISXFEU's voting power would go from 30.35% to 41.57% as a result the issue of new Shares and the subsequent dilution of other non-associated Securityholders.

Pursuant to ASX Listing Rule 7.2 (Exception 8), Listing Rule 7.1 does not apply to an issue of securities approved for the purpose of Item 7 of section 611 of the Corporations Act. Accordingly, if Securityholders approve the issue of securities pursuant to Resolution 7, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and the additional 10% annual capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Securityholder approval. The 10% extra capacity was approved by Securityholders at the AGM held on 23 November 2023 and is effective for 12 months after that date. The Company is also seeking to re-new the 10% capacity at this AGM (See Resolution 8).

(b) Item 7 of Section 611 of the Corporations Act

Section 606 of the Corporations Act – Statutory Prohibition

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases: (i) from 20% or below to more than 20%; or (ii) from a starting point that is above 20% and below 90%, (**Prohibition**).

Voting Power

The voting power of a person in a body corporate is determined in accordance with section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

Associates

For the purposes of determining voting power under the Corporations Act, a person (second person) is an "associate" of the other person (first person) if:

- (a) pursuant to section 12(2) of the Corporations Act the first person is a body corporate and the second person is:
 - (i) a body corporate the first person controls;
 - (ii) a body corporate that controls the first person; or
 - (iii) a body corporate that is controlled by an entity that controls the person;
- (b) the second person has entered or proposes to enter into a relevant agreement with the first person for the purpose of controlling or influencing the composition of the company's Board or the conduct of the company's affairs; or
- (c) the second person is a person with whom the first person is acting or proposes to act, in concert in relation to the company's affairs.

Associates are, therefore, determined as a matter of fact. For example, where a person controls or influences the Board or the conduct of a company's business affairs, or acts in concert with a person in relation to the entity's business affairs. Names of associates are set out below.

Relevant Interests

Section 608(1) of the Corporations Act provides that a person has a relevant interest in securities if they:

- (a) are the holder of the securities; have the power to exercise, or
- (b) control the exercise of, a right to vote attached to the securities; or have power to dispose of, or
- (c) control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

In addition, section 608(3) of the Corporations Act provides that a person has a relevant interest in securities that any of the following has:

- (a) a body corporate in which the person's voting power is above 20%; or
- (b) Control a body corporate that the person controls.

Control

The Corporations Act defines "control" and "relevant agreement" very broadly as follows:

- (a) Under section 50AA of the Corporations Act control means the capacity to determine the outcome of decisions about the financial and operating policies of the Company.
- (b) Under section 9 of the Corporations Act, a relevant agreement includes an agreement, arrangement or understanding whether written or oral, formal or informal and whether or not having legal or equitable force.

About ISX Financial EU Plc ("ISXFEU")

- (a) ISXFEU is highest holding shareholder of the Company currently holding 30.35%.
- (b) ISXFEU first became a Securityholder in 2020 and along with other Securityholders has supported the Company in each of the Company's capital raises.
- (c) ISXFEU is a company that is based in Cyprus and operates a business, amongst other things, to provide software and services in the payments and know your clients industry.
- (d) ISXFEU is also owns 59% share in the Joint Venture called ClearPay Pty Ltd. NSX owns 41% of the issued capital of ClearPay. ClearPay is fully written down in NSX's accounts as of 30 June 2022 as there was and continues to be a delay in any economic returns from the JV. The sale of the NSX's ClearPay shares is the subject of Resolution 8.
- (e) Other than the NSX shares and ClearPay joint venture ISXFEU has no other interests in NSX.

Reason Section 611 approval is required.

Item 7 of section 611 of the Corporations Act provides an exception to the Prohibition, whereby a person may acquire a relevant interest in a company's voting shares with Securityholder approval. Accordingly, Resolution 7 seeks Securityholder approval for the purpose of section 611 Item 7, and all other purposes, for the issue of Shares to ISXFEU for the purposes of retiring the Convertible Loan.

Securityholders are encouraged to read the Independent Experts report summary provided in Section 8.9 below and also the Independent Experts Report provided by Moore Australia attached to this notice of meeting.

Specific information required by section 611 item 7

Requirement	Description
(i) the identity of the person proposing to make the acquisition and their associates; and	ISX Financial EU Plc ("ISXFEU") <u>Associates of ISXFEU:</u> ³ Select All Enterprises Ltd ISX Technologies Plc Indian Pacific Kinetics Ltd ISX Capital Ltd ISX Financial Canada Ltd Authenticate Pty Ltd Probanx Solutions Limited
ii) the maximum extent of the increase in that person's voting power in the company that would result from the acquisition; and	Maximum relevant interest is 41.57% (currently 30.35%)
(iii) the voting power that person would have as a result of the acquisition; and	The maximum voting power is 41.57% ISXFEU does not have any contract, arrangement or understanding relating to the controlling or influencing of the composition of the Company's Board or the conduct of the Company's affairs.
(iv) the maximum extent of the increase in the voting power of each of that person's associates that would result from the acquisition; and	The maximum voting power is 41.57%
(v) the voting power that each of that person's associates would have as a result of the acquisition.	The maximum voting power is 41.57%

Note that the following assumptions have been made in calculating the above:

- The Company has 457,780,971 Shares on issue as at the date of this Notice;
- the Company does not issue any additional Shares; and
- no existing options are exercised, Partly Paid Shares or Performance Rights are converted.

(c) ISXFEU's intentions

ISXFEU wishes to continue to support the Board and the Company in its strategy. ISXFEU is fully supportive of the recent appointment of the CEO/MD Max Cunningham who they believe will be able to drive growth in the Company in the future.

The Company is not aware of any ISXFEU intentions of appointing or removing directors as at the date of this Notice.

Further information is provided below of ISXFEU's stated intentions:

Acquirer's intention	Comment
(i) intention to change the business	ISXFEU has not stated any intention to change the business of NSX.

³ Controlled entities as disclosed in ISXFEU's annual report for the year ended FY23 released 31 May 2024.

Acquirer's intention	Comment
(ii) any intention to inject further capital into the entity	ISXFEU have stated that they intend to support the Company should it require capital. It would do this on the basis of any prorata entitlement offer that the Company issues so that all SecurityHolders have equal and fair opportunity to participate. The Company notes that ISXFEU is unable to participate in any placement by the Company without subsequent SecurityHolder approval under section 611 item 7 exemption.
(iii) future employment of present employees of the entity.	ISXFEU wishes to continue to support the Board and the Company in its strategy. ISXFEU is fully supportive of the recent appointment of the CEO/MD Max Cunningham who they believe will be able to drive growth in the Company in the future. ISXFEU has no intentions to add or remove management or to appoint or remove any Directors.
(iv) any proposal where assets will be transferred between the entity and the acquirer or vendor or their associates; and	ISXFEU holds NSX Shares. Resolution 6 deals with the proposal to dispose of the ClearPay JV holding to the other shareholder, ISXFEU. ISXFEU has not made any other proposals.
(v) any intention of otherwise redeploy the fixed assets of the entity; .	ISXFEU have not stated any other intention to the Company.
(vi) Any intention of the acquirer to significantly change the financial or dividend policies of the entity.	No change to financial policies. NSX follows the appropriate Australian accounting standards. The Company has not paid dividends so there cannot be any change to dividend policy.

(d) Interests of director's in the acquisition

Other than the fact that they are directors of the Company, the directors do not have any interests and there are no relevant agreements in the acquisition.

As at the date of this notice, there is no person that is intended to become a Director of the Company as a result of this transaction.

(e) Effect of Resolution 7 on Capital Structure and Control

Capital Structure

The Company currently has the following securities/instruments on issue:

Instrument	Amount on issue
Fully Paid Ordinary Securities	457,780,971
Partly Paid Shares paid to 1 cent	1,500,000
Options expiring 3 Jan 2027 exercise price 6.75 cents	7,500,000
Employee Performance Rights	2,190,196

Control

The effect of Resolution 7 is that ISXFEU will increase its equity interest in NSX as highlighted below⁴:

Top 10 Securityholders	Associated with	Shares #'000	% of Issued Capital Pre-resolution 7	Total new shares	Shares if resolution is approved #'000	% of Issued Capital post Resolution 7
ISX Financial EU Plc and associates	ISXFEU	138,915	30.345	+88,000	226,915	41.5
FinTech HQ Pty Ltd and associates		92,013	20.100	-	92,013	16.8
United Capitals Limited		21,949	4.8	-	21,949	4.0
Wellpoint Inc Limited		19,849	4.3	-	19,849	3.6
HSBC Custodian Nominees (Australia) Limited		16,459	3.6	-	16,459	3.0
Mr Weigou Shen		14,000	3.0	-	14,000	2.6
USB Nominees Pty Ltd		13,998	3.0	-	13,998	2.6
Exchange Technology Investments Pty Ltd		10,410	2.3	-	10,410	1.9
Cross-Strait Common Development Fund Co Limited		10,212	2.2	-	10,212	1.9
Australian Mining Group Ltd		7,433	1.6	-	7,433	1.4
Total Top 10		345,238	75.2	-	345,238	79.2
All Other Shareholders		114,043	24.8	-	114,043	20.8
Total Ordinary Shares		459,281	100.0	88,000	547,281	100.0

Notes on the above table are:

- Pre-Resolution amounts are stated following the cancellation of the Shares previously issued to ISXFEU earlier in 2024.
- Post Resolution 7, ISXFEU will receive 88.0m Shares.
- If Resolution 7 is passed, ISXFEU will increase its interest in the Company from ~30% to ~42% (rounded).
- Therefore all Shareholders (other than ISXFEU) will have the interests diluted from ~70% to ~59% (rounded). Outside the Top 10, all Other non-associated shareholders will be collectively diluted from ~25% to ~21%.
- Disregarded 7.5m options and 8.2m performance rights as those entitlements continue to exist regardless of whether the Resolutions are passed or not.

Despite an absence of intention on the part of ISXFEU to make changes to the Company's board, it is apparent that an increase in its shareholding of the magnitude set out above would increase its power to do so.

⁴ Source: Boardroom report dated 2 September 2024 and Moore analysis.

(f) Effect of the approval of resolution 7 on the Proforma balance sheet

	Consolidated 2024	Cash in	Settle Liability	Proforma
		Adjustment 1	Adjustment 2	
	\$	\$		\$
Assets				
Current assets				
Cash and cash equivalents	2,061,675	260,183		2,321,858
Trade and other receivables	134,416			134,416
Financial assets	366,221			366,221
Other current assets	602,230			602,230
Total current assets	3,164,542	260,183	0	3,424,725
Non-current assets				
Property, plant and equipment	68			68
Right-of-use assets	985,831			985,831
Intangibles	164,681			164,681
Total non-current assets	1,150,580			1,150,580
Total assets	4,315,122	260,183	0	4,575,305
Liabilities				
Current liabilities				
Trade and other payables	1,008,063			1,008,063
Convertible note payable	519,726			519,726
Lease liabilities	631,580			631,580
Employee benefits	238,106			238,106
Share cancellation funds payable	1,939,817		-1,939,817	0
Additional \$2.2 Funds		260,183	-260,183	0
Contract liabilities	236,569			236,569
Total current liabilities	4,573,861	260,183	-2,200,000	2,634,044
Non-current liabilities				
Lease liabilities	518,097			518,097
Employee benefits	17,796			17,796
Contract liabilities	111,598			111,598
Total non-current liabilities	647,491	0	0	647,491
Total liabilities	5,221,352	260,183	-2,200,000	3,281,535
Net (liabilities)/assets	-906,230	0	2,200,000	1,293,770
Equity				
Issued capital	65,846,978		2,200,000	68,046,978
Reserves	501,713			501,713
Accumulated losses	-67,254,920	0		-
Total equity	-906,229	0	2,200,000	1,293,771

Adjustment 1: The second Convertible Note increased the Share Cancellation Funds Payable by 260,183 which are the costs of the cancellation. Cash entry received and a liability raised for the funds.

Adjustment 2: Impact of the settlement of loan with ISXFEU.

Net equity increases from -\$906,229 to +1,293,771. The balance sheet is audited as at 30 June 2024 financial statements released to ASX with unaudited adjustments applied to derive a proforma balance sheet showing the expected impacts if only Resolution 7 is approved.

Impact if Resolutions 6 and 7 are both approved.

Net equity increases from -\$906,229 to +1,813,497. The balance sheet is audited as at 30 June 2024 financial statements released to ASX with unaudited adjustments applied to derive a proforma balance sheet showing the expected impacts if both Resolutions 6 and 7 are approved.

	Consolidated 2024	Cash in	Settle Liability	Sell ClearPay	Settle Liability	Proforma
		Adjustment 1	Adjustment 2	Adjustment 3	Adjustment 4	
	\$	\$				\$
Assets						
Current assets						
Cash and cash equivalents	2,061,675	260,183		500,000	-500,000	2,321,858
Trade and other receivables	134,416					134,416
Financial assets	366,221					366,221
Other current assets	602,230					602,230
Total current assets	3,164,542	260,183	0	500,000	-500,000	3,424,725
Non-current assets						
Property, plant and equipment	68					68
Right-of-use assets	985,831					985,831
Intangibles	164,681					164,681
Total non-current assets	1,150,580					1,150,580
Total assets	4,315,122	260,183	0	500,000	-500,000	4,575,305
Liabilities						
Current liabilities						
Trade and other payables	1,008,063					1,008,063
Convertible note payable	519,726				-519,726	0
Lease liabilities	631,580					631,580
Employee benefits	238,106					238,106
Share cancellation funds payable	1,939,817		-1,939,817			0
Additional \$2.2 Funds		260,183	-260,183			0
Contract liabilities	236,569					236,569
Total current liabilities	4,573,861	260,183	-2,200,000	0	-519,726	2,114,318
Non-current liabilities						
Lease liabilities	518,097					518,097
Employee benefits	17,796					17,796
Contract liabilities	111,598					111,598
Total non-current liabilities	647,491	0	0	0	0	647,491
Total liabilities	5,221,352	260,183	-2,200,000	0	-519,726	2,761,809
Net (liabilities)/assets	-906,230	0	2,200,000	500,000	19,726	1,813,496
Equity						
Issued capital	65,846,978		2,200,000			68,046,978

Reserves	501,713					501,713
Accumulated losses	-67,254,920	0		500,000	19,726	-
Total equity	-906,229	0	2,200,000	500,000	19,726	1,813,497

8.7 Advantages of approving Resolution 7

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Securityholder's decision on how to vote on the proposed Resolution 1:

- (a) The Company will have a stronger balance sheet with net equity increasing from \$(906,229) to \$1,292,771;
- (b) The Company will have preserved cash available for working capital and business development purposes by issuing equity; and
- (c) The Company does not have to pay \$2,200,000 to retire the convertible loan which in that event would have severely diminished the working capital of the Company.
- (d) The Company will not have debt on its balance sheet which will enable the Company to raise capital that would go to business development activities.

8.8 Disadvantages of approving Resolution 7

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Securityholder's decision on how to vote on the proposed Resolution 7:

- (a) Securityholders may consider that ISXFEU would have significant control over the Company.

8.9 Independent Experts Report

Pursuant to ASX listing rules and the Corporations Act requirements in relation to such share issues the Company provides for the benefit of Securityholders an Independent Expert's report written by Moore. The full report is attached to this Notice of Meeting as Annexure A.

The Independent Experts Report concludes that the approval contemplated by Resolution 7 is **fair and reasonable** to the non-associated Securityholders of the Company. The following table shows the Low to High ranges of the assessment made by Moore for Resolution 7 and if Resolutions 6 and 7 taken together.

\$ whole per share	Low	Mid	High
Evaluation summary			
Resolution 7			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.002	0.006	0.010
Share price Higher / (Lower) Post Proposal	0.002	0.002	0.001
Quantitative evaluation - Resolution 7	Fair	Fair	Fair
Resolution 6 & 7 together			
Pre Proposal share price - control	-	0.004	0.009

\$ whole per share	Low	Mid	High
Post Proposal share price - minority	0.003	0.005	0.008
Share price Higher / (Lower) Post Proposal	0.003	0.002	-0.001
Quantitative evaluation – Resolution 6 & 7	Fair	Fair	Not Fair

The following table provided by Moore in their report shows the advantages and disadvantages of the transaction for Resolution 7. Of note is that if both Resolutions 6 and 7 were approved then the Company's financial position would improve as there would be no debt no interest repayments and no potential for share conversion that would dilute the non-associated Securityholders.

Resolution 7	
Advantages of the Resolutions	<p>The Resolution is fair at all ranges, which indicates a control premium is likely being paid by ISXFEU.</p> <p>The Resolution results in a reduction in debt by \$2.2m.</p> <p>The average price to be paid of 2.5 cents per share is greater than the current market price for NSX Shares of ~1.4 cents per share, albeit that we consider that price illiquid.</p>
Disadvantages of the Resolutions	<p>Ordinary Shareholders will have their voting interests in the Company diluted from ~70% to ~59%.</p>
Other considerations including no change in circumstances	<p>Given ISXFEU's substantial interest of ~30%, their greater interest of ~42% may not reflect any substantive change in control or liquidity.</p>
Alternatives to the Resolution	<p>Directors confirm there are no other viable alternatives to the Resolution. The Company does not have the funds to repay ISXFEU.</p>

Securityholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the analysis and the sources of information and assumptions made to arrive at their conclusions.

8.10 What majority of votes is required for Resolution 7 to be passed?

An Ordinary Resolution is required for Resolution 7 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

8.11 What if Resolution 7 is not passed?

Pursuant to ASX Listing Rule 14.1A, if Resolution 7 is not passed the Company will be in the following position:

1. The Convertible Loan will remain in place and the loan will start to accrue interest at the rate of 10% from the end of November 2024;
2. The Company will not be in a position to retire the debt;
3. Servicing interest repayments will place an additional drain on the Company's cash resources;
4. Securityholders will be required to contribute more funds at a future capital raise;
5. The Net Equity of the Company will not be improved and will deteriorate from \$(909,229) until such time as additional sales are made or additional capital is raised.

8.12 Who can vote on Resolution 7? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 7 except for ISX Financial EU Plc. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

8.13 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 7. All of the directors are considered independent for the purposes of this Resolution 7. Each director has stated their recommendation individually as follows:

Director	Recommendation
Michael Aitken	Recommended
Max Cunningham	Recommended
Barnaby Egerton-Warburton	Recommended
Tim Hart	Recommended
Kelly Humphreys	Recommended
Tod McGrouther	Recommended

9. RESOLUTION 8: INCREASE IN SHARE PLACEMENT CAPACITY

9.1 Resolution 8

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company's share capital (at the time of issue) calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Memorandum.”

9.2 Placement capacity under ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek Securityholder approval by Special Resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (10% Placement Facility).

This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

Resolution 8 is seeking approval of Securityholders by Special Resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine and, on the terms described in this Explanatory Memorandum.

9.3 Issue / cancellation of shares since 1 July 2023

The Company issued or cancelled shares at the following times since 1 July 2023:

Date	Type of Issue	Number Issued	Issue Price / Exercise Price
24 July 2023	Conversion of performance rights	181,434	\$0.000 per share
14 December 2023	Conversion of performance rights	222,222	\$0.00 per share
8 March 2024	Issue of shares under entitlement offer	51,044,260	\$0.025 per share
8 March 2024	Issue of shares under convertible loan conversion	20,106,546	\$0.025 per share
22 May 2024	Conversion of performance rights	1,318,375	\$0.00 per share
4 June 2024	Issue of shares under shortfall placement	61,484,159	\$0.025 per share
5 August 2024	Cancellation of shares	(77,592,652)	\$0.025 per share
Current shares on issue		457,780,971	

Up to the date of this notice the number of Performance Rights on issue is 2,190,196. There are 7,500,000 options on issue with an expiry date of 3 January 2027 and exercise price of \$0.07. There are 1,500,000 partly paid shares on issue paid up to \$0.01 per share with \$0.99 per share outstanding.

The Company previously sought approval for the 10% placement facility at the 2023 AGM which was approved by Securityholders.

9.4 Eligibility

A company is eligible to seek Securityholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- It has a market capitalisation of AU\$300 million or less; and
- Is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will continue to satisfy both these criteria at the date of the AGM as well.

9.5 Number of shares that can be issued (7.1A.2)

The number of shares which may be issued or the Company may agree to issue, under the approval sought by Resolution 8 is calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A.2:

(A x D) – E

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without Securityholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Securityholders under ASX Listing Rule 7.1 or 7.4.

9.6 Issue Price (7.1A.3)

For the purposes of ASX Listing Rule 7.3A.1, the following information is provided:

The minimum price at which the ordinary shares will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed; or
- b) if the securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the securities are issued.

9.7 Statement of risk and dilution to existing shareholdings (7.3A.2)

The existing ordinary Securityholders face the risk of economic and voting dilution as a result of the issue of equity shares which are the subject of this resolution, to the extent that such shares are issued; including:

- a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
- b) the ordinary shares may be issued at a price that is at a discount to the market price for those ordinary shares on the issue date.

The following table gives examples of the potential dilution of existing ordinary Securityholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary shares as at the date of this Notice of Meeting and Explanatory Memorandum (Variable A) calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting and Explanatory Memorandum.

The following dilution table also shows:

- a) examples of where Variable A has increased by 50%, and by 100%, respectively. The number of ordinary securities on issue may increase as a result of issues or ordinary securities that do not require Securityholder approval (for example the pro-rata entitlement issue or script issue under a takeover offer) or future specific requirements under Listing Rule 7.1 that are approved as a future Securityholders meeting; and
- b) examples of where the issue price of ordinary securities has decreased by 50%, and increased by 100%, respectively, as against the current market price.

Dilution Table

Share Capital (Variable 'A' in Listing Rule 7.1A.2)		Dilution Table		
		50% Decrease in Issue price	Current Issue Price	100% increase in Issue Price
Price		0.014	0.028	0.056
Current Issued Shares	Number of Shares	45,778,097	45,778,097	45,778,097
457,780,971	Funds \$	640,893	1,281,787	2,563,573
50% Increase in Shares	Number of Shares	68,667,146	68,667,146	68,667,146
686,671,457	Funds \$	961,340	1,922,680	3,845,360
100% Increase in shares	Number of Shares	91,556,194	91,556,194	91,556,194
915,561,942	Funds \$	1,281,787	2,563,573	5,127,147

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur.

- The table assumes that the Company issues the maximum number of ordinary shares available under ASX Listing Rule 7.1A.
- The table assumes that no options or performance rights are exercised for ordinary shares before the date of the issue of ordinary shares under ASX Listing Rule 7.1A.
- The table does not show an example of dilution that may be issued to a particular Securityholder by reason of placements under the 10% Placement Facility based on that Securityholder's interest at the date of the meeting.
- The table shows the effect of an issue of ordinary shares under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- The issue price of AU\$0.028 being the last traded price on 7 October 2024.

9.8 Date of Issue of shares (7.3A.3)

The date by which the Company may issue the ordinary shares is the period commencing on the date of the AGM (to which this Notice of Meeting relates i.e. 21 November 2024) at which approval is obtained and expiring on the first to occur of the following:

- the date which is 12 months after the date of the AGM at which approval is obtained (i.e. 21 November 2025); and
- the date of the approval by Securityholders of the Company's ordinary shares of a transaction under ASX Listing Rule 11.1.2 or 11.2. The approval under ASX Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary shares approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

9.9 Purpose of the 10% placement (7.3A.4)

The Company may seek to issue Shares under the 10% Placement for a cash issue price. In this case, the Company may use the funds for working capital, retirement of debt or for other corporate purposes. The cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

9.10 Allocation policy (7.3A.5)

The Company's allocation policy is dependent on the prevailing market conditions at the times of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- The methods of raising funds that are available to the Company;
- The effect of the issue of the Equity Securities on the control of the Company. Allocation will be subject to takeover thresholds;
- The financial situation and solvency of the Company; and

- d) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Securityholders and/or new Securityholders who are not related parties or associates of a related party of the Company.

9.11 Allotment of shares in previous 12 months (7.3A.6)

Other than cancelled shares, no securities have been issued as per ASX Listing Rule 7.1 or 7.1A.

As required by Listing Rule 7.3A.6(a) the total number of securities issued preceding the date of the meeting and the percentage they represent of the Company's securities on issue at the commencement of that 12-month period are presented in the table below:

Date	Type of Issue / reason for issue	Number Issued	Issue Price / Exercise Price	%
24 July 2023	Conversion of performance rights	181,434	\$0.000 per share	0.03
14 December 2023	Conversion of performance rights	222,222	\$0.00 per share	0.04
8 March 2024	Issue of shares under entitlement offer	51,044,260	\$0.025 per share	11.15
8 March 2024	Issue of shares under convertible loan conversion	20,106,546	\$0.025 per share	4.39
22 May 2024	Conversion of performance rights	1,318,375	\$0.00 per share	0.27
4 June 2024	Issue of shares under shortfall placement	61,484,159	\$0.025 per share	13.43
5 August 2024	Cancellation of shares	(77,592,652)	\$0.025 per share	-16.94
Current shares on issue		457,780,971		

9.12 Voting exclusions (7.3A.7)

At the date of the Notice, the proposed allottees of any Securities which may be issued in accordance with this resolution are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue.

Where it is not known who will participate in the proposed issue (as is the case in respect of the Securities which may be issued in accordance with this resolution), Securityholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

On the above basis and for the purposes of the Listing Rules, a voting exclusion statement is not required for this resolution.

9.13 Special resolution requirements

Resolution 8 is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes cast by Securityholders entitled to vote on Resolution 8 must be in favour of the resolution.

9.14 Director Recommendation

The Directors believe that Resolution 8 will provide the Company with flexibility to raise capital quickly if advantageous terms are available and is in the best interests of the Company. The Directors recommend that Securityholders vote in favour of this Resolution 8.

10. RESOLUTION 9: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO SCOTT EVANS

10.1 Resolution 3 – Approval to Issuer Performance Rights to Scott Evans

The Company has agreed, subject to obtaining SecurityHolder approval, to issue 400,000 Performance Rights (**CoSec Performance Rights**) to Mr Scott Evans, the Company Secretary (or his nominee) pursuant to the terms and conditions set out below.

The Employee Performance Rights Plan was approved by SecurityHolders at the previous AGM held in November 2022. The Directors would like SecurityHolders to note that while SecurityHolder approval is not required to issue the Performance Rights under the Listing Rules in relation to Resolution 9, the Company is nonetheless seeking a general approval as a matter of good corporate governance. The CoSec Performance Rights to be issued to Mr Evans will be issued on the terms and conditions set out below and in Section 10 of this Notice. The issue of the CoSec Performance Rights is a non-cash form of remuneration and will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Evans.

10.2 Information about the issue of CoSec Performance Rights

Mr Evans is the Company Secretary of the Company and has been Company Secretary since 2006. Up until 30 June 2017 Mr Evans was General Manager and Company Secretary performing a wide range of activities in relation to those roles. Mr Evans was originally employed in this full-time role by the Company in September 2001 and since 1 July 2017 as an independent contractor performing various training, special project and consulting tasks as well as company secretary on a part time basis.

Mr Evans long term experience and knowledge of the operations of the Company and helping to mentor and train NSX staff is seen by the Board as invaluable and the issue of the CoSec Performance Rights is a way of rewarding and maintaining that knowledge without additional cash out lay by the Company.

Mr Evans currently owns 614,223 fully paid ordinary shares in the Company and 270,270 performance rights issued last year due to convert on 27 November 2024. The value of the CoSec Performance Rights is \$10,000 at an issue price of \$0.025 (February Entitlement Offer Price). If approved, the vesting date will 21 November 2025.

10.3 Outline of terms of the Performance Rights Plan

The performance plan on the same terms and conditions as that afforded to other staff. A summary of the key terms and conditions of the Performance Rights Plan is set out below to be effective once approved by shareholders. In addition, a copy of the Performance Rights Policy is available for review by SecurityHolders on the NSX website at nsx.com.au/about/governance/constitution-and-policies.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (including Directors), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan.

Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognisant of general SecurityHolder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

Eligible Participants: The eligible participants under the Performance Rights Plan are full time or part time employees (including Directors) of the Company and its subsidiaries, a contractor or casual employee who works a pro-rata equivalent of 40% or more of a comparable full-time position for the Company or its subsidiaries, or any other person determined by the Board to be an eligible employee for the purposes of the Plan (“**Eligible Employees**”).

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Limits on Entitlements: The Company may issue such number of Performance Rights, where the number of Shares that may be acquired on conversion of those Performance Rights when added to the total number of Shares or Performance Rights that have already been issued pursuant to the Performance Rights Plan or other incentive scheme in the previous three years, will not exceed 22,889,049 Shares of the total number of issued Shares at the time of the issue.

If relying on an ASIC class order to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order.

Individual Limits: The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (Offer) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy or Death: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its discretion, whether those Performance Rights which have not satisfied the performance condition but have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- e) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation
- f) with any other company or companies and the SecurityHolders of the Company approve the proposed compromise or arrangement at such meeting;
- g) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in more than 50% of the shares in the Company; or placement
- h) any person acquires a relevant interest in 50.1% or more of the shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's SecurityHolders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's SecurityHolders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

10.4 Technical information required by ASX Listing 7.2

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 10.3.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule.	575,826 performance rights have been issued to Mr Evans since the start of the plan.
The maximum number of equity securities proposed to be issued under the scheme following the approval.	The aggregate maximum number of equity securities proposed to be issued under the Performance Rights Plan is the number equal to 22,889,048 Shares of the issued capital of the Company as at the date of adoption of the Performance Rights Plan.
A voting exclusion statement.	A voting exclusion statement is included in Resolution 3 of this Notice.
Vesting date	The vesting date is to be 21 November 2025.
Conversion	Each Performance Right is convertible on a one-to-one basis into one Share.

10.5 What majority of votes is required for Resolution 9 to be passed?

An Ordinary Resolution is required for Resolution 9 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

10.6 What if Resolution 9 is not passed?

In accordance with ASX Listing Rule 14.1A, if Resolution 9 is not passed, Mr Evans will not receive the CoSec Performance Rights.

10.7 Who can vote on Resolution 9? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 9 except for Mr Evans. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 9 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

11. RESOLUTION 10: EMPLOYEE PERFORMANCE PLAN

11.1 General

Resolution 10 seeks Shareholder approval, pursuant to ASX Listing Rule 7.2, Exception 13, for the adoption of an employee incentive scheme titled "Performance Rights Plan" and to enable issues of Performance Rights under the Performance Rights Plan.

The Performance Rights Plan provides for the issuance of Performance Rights which, upon a determination by the Board that the performance conditions attached to the Performance Rights have been met, will result in the issue of one fully paid ordinary share in the Company for each Performance Right.

As set out above, Listing Rule 7.1 limits the amount 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 shares it had on issue at the start of that period. ASX Listing Rule 7.2 (Exception 13) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to ASX Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to issue Performance Rights under the Performance Rights Plan to eligible participants over a period of 3 years. The issue of any Performance Rights to eligible participants under the Performance Rights Plan (up to the maximum number of Performance Rights stated in section 5.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights under the Performance Rights Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 10 is not passed,

- a) The Company will continue with the current plan that will expire in November 2025; and after that
- b) the Company will be to proceed with the issue of Performance Rights under the Performance Rights Plan to eligible participants, but any issues of Performance Rights will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

11.2 Reasons for the Performance Rights Plan

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible participants under the Performance Rights Plan provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Performance Rights Plan:

- a) enables the Company to recruit, incentivise and retain Key Management Personnel and other eligible employees needed to achieve the Company's business objectives;
- b) links the rewards of key staff with the achievements of strategic goals and the long-term performance of the Company;
- c) aligns the financial interests of participants of the Performance Rights Plan with those of Securityholders; and
- d) provides incentives to participants of the Performance Rights Plan to focus on superior performance that creates Securityholder value.

Any future issues of Performance Rights under the Performance Rights Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

11.3 Outline of terms of the Performance Rights Plan

A summary of the key terms and conditions of the Performance Rights Plan is set out below to be effective once approved by shareholders. In addition, a copy of the Performance Rights Policy is available for review by SecurityHolders on the NSX website at nsx.com.au/about/governance/constitution-and-policies.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (excluding Directors), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan. Performance Rights to be issued to Directors will be the subject of a separate approval by SecurityHolders.

Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognisant of general SecurityHolder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

Eligible Participants: The eligible participants under the Performance Rights Plan are full time or part time employees (including Directors) of the Company and its subsidiaries, a contractor or casual employee who works a pro-rata equivalent of 40% or more of a comparable full-time position for the Company or its subsidiaries, or any other person determined by the Board to be an eligible employee for the purposes of the Plan (“**Eligible Employees**”).

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Limits on Entitlements: The Company may issue such number of Performance Rights to Max Cunningham as approved by SecurityHolders.

If relying on an ASIC class order to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order.

Individual Limits: The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (Offer) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy or Death: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its discretion, whether those Performance Rights which have not satisfied the performance condition but have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- a) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation
- b) with any other company or companies and the SecurityHolders of the Company approve the proposed compromise or arrangement at such meeting;
- c) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in more than 50% of the shares in the Company; or placement
- d) any person acquires a relevant interest in 50.1% or more of the shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's SecurityHolders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's SecurityHolders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

11.4 Technical information required by ASX Listing 7.2

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 5.3.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule.	Last plan approved by SecurityHolders on 24 November 2022. 2,190,196 performance rights remain unvested to employees as part of the current plan.
The maximum number of equity securities proposed to be issued under the scheme following the approval.	The aggregate maximum number of equity securities proposed to be issued under the Performance Rights Plan is the number equal to or 22,889,048 Shares of the issued capital of the Company as at the date of adoption of the Performance Rights Plan.
A voting exclusion statement.	A voting exclusion statement is included in Resolution 10 of this Notice.
Vesting date	Various dates over the 3 year period
Conversion	Each Performance Right is convertible on a one-to-one basis into one Share.

12. GLOSSARY

\$ and cents means an amount in Australian currency.

Annual Report means the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2024.

ASX means ASX Limited ACN 008 624 691 or the securities market which it operates, as the case may be.

Board means the board of directors of the Company of NSX Limited.

Closely Related Party means, as defined in the *Corporations Act*, a closely related party of a member of the Key Management Personnel being:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means NSX Limited ABN 33 089 447 058.

Constitution means the constitution of the Company at the date of these Explanatory Notes.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Explanatory Notes means these Explanatory Notes.

Key Management Personnel means those people described as Key Management Personnel in the Company's Remuneration Report and includes all Directors.

Listing Rule or Listing Rules means a listing rule of the ASX.

Notice of Annual General Meeting means the Notice of Annual General Meeting accompanying these Explanatory Notes.

Ordinary Resolution means a simple majority (at least 50%) of those Securityholders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

Performance Rights means performance rights in the capital of the Company

Performance Rights Plan means the "NSX Limited Employee Incentive Plan – Performance Rights".

Resolution means a resolution in the Notice of Annual General Meeting which requires Securityholder approval.

Share means a fully paid ordinary share in the Company or an equivalent paid up value of a partly paid share.

Securityholder means any person holding Shares.

Special resolution means a majority of at least 75% of those Securityholders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

Annexure A

Independent Expert's Report



NSX LIMITED

Independent Expert's Report and Financial Service
Guide for distribution to Shareholders.

Proposed sale of ClearPay (Resolution 6) and issue
of Shares (Resolution 7) to ISXFEU both requiring
Shareholder approval.

4 OCTOBER 2024

VICTORIA

Level 44, 600 Bourke Street
Melbourne VIC 3000
T +61 3 9608 0100

Level 3, 237 Ryrie Street
Geelong VIC 3220
T +61 3 5215 6800

TASMANIA

161 St John Street
Launceston TAS 7250
T +61 3 6334 0500

victoria@moore-australia.com.au
www.moore-australia.com.au

4 October 2024

The Directors
NSX Limited
1 Bligh Street,
Sydney, NSW 2000

By email, c/o: cosec@nsx.com.au

Dear Directors

INDEPENDENT EXPERT'S REPORT FOR SHAREHOLDERS

PROPOSED SALE OF CLEARPAY (RESOLUTION 6) AND THE ISSUE OF SHARES (RESOLUTION 7) TO ISXFEU BOTH REQUIRING SHAREHOLDER APPROVAL.

1. We refer to our engagement letter dated 3 September 2024 and are pleased to submit our Independent Expert opinion on the above Proposal(s).
2. This summary should be read with the body of our Report, which sets out our scope of work, reasoning, and findings. It should also be read with the Notice of Meeting (**NoM**) provided to Shareholders.

1.1. Introduction

Background

3. NSX Limited (**NSX** or **Company**) is an Australian company listed on the ASX. The Company's main activity is the operation of the National Stock Exchange which holds an Australian Market License.
4. In FY24 it reported operating revenue of \$1.5m and a net loss of \$4.1m. Net assets were reported as a deficiency of \$0.9m on 30 June 2024. The share price of NSX is \$0.014¹ per share and a market capitalisation of \$6.4m.
5. A ~30% interest in the Company's shares is held by ISX Financial EU PLC (**ISXFEU**). The Company also has various loans owing to ISXFEU.
6. NSX also holds a 41% interest joint venture investment in ClearPay with ISXFEU holding the remaining interest. ClearPay was intended to develop a settlement platform and recorded \$3.2m in capital (being NSX's investment for 41%). As of 31 August 2024, it has \$0.9m in remaining recorded cash and receivable assets following development expenditure and losses. ClearPay has no commercial revenues due to delays in development and regulatory licensing approvals. Since a decision in August 2023 to not continue with the project, NSX has continued to value its investment in ClearPay as nil in the FY24 accounts.
7. In August 2024 NSX cancelled ~77m shares previously issued to ISXFEU earlier in 2024 due to technical non-compliance of the issue. This resulted in a liability owing to ISXFEU for the cancelled

¹ 2 September 2024. Since rising to 2 cents per Share (rounded) / \$10.6m market cap at 3 Oct 2024.

shares.

Summary of the Proposal

8. The NoM sets out the following resolutions. In summary, NSX plans to:
- **Resolution 6 (Sale of ClearPay):** That Shareholders approve the sale of NSX's 41% ownership of the issued capital in ClearPay to ISXFEU for the cash consideration of \$0.5m. The proceeds will be used to clear a loan owing to ISXFEU.
 - **Resolution 7 (Issue of Shares):** That Shareholders approve the conversion of the \$2.2m Convertible Loan into 88.0m fully paid ordinary shares of the Company. The shares will be issued to ISXFEU and relate to the settlement of the liability for shares cancelled noted above. The effect of Resolution 7 is that ISXFEU will increase its equity interest in NSX which is already greater than 20%.
9. The above Resolutions are not conditional upon each other. Therefore, we have assessed each Resolution separately. However, we have also considered the overall impact if both Resolutions are passed.

1.2. Purpose of this Report

10. As indicated in the Resolutions, shareholder approval and our Report is required under:
- For Resolution 6: ASX Listing Rules 10 (Transactions with persons of influence). ISXFEU is considered a 'person of influence' due to their substantial shareholding in NSX.
 - For Resolution 7: s.611(7) of the Corporations Act (Act). An increase in shareholdings above 20% is prohibited under takeover provisions of the Corporations Act 2001 (Cth.) (**Act**) unless it falls into one of the exemptions. Exemptions include an acquisition approved by non-associated shareholders.
11. For both Resolutions, we consider the ordinary shareholders other than ISXFEU or their associates as the non-associated shareholders (**Shareholders**).
12. Therefore, the Directors have engaged Moore to prepare this Independent Experts Report. The scope of the Report is to assess whether the Resolutions are fair and reasonable to Shareholders.

1.3. Basis of evaluation

13. Fairness is a "quantitative" assessment. Reasonableness is a "qualitative" assessment. To assess if the Resolutions are fair and reasonable, we have:
- Undertaken a quantitative assessment.
 - Resolution 6 is fair if the consideration received is greater than the value of the ClearPay asset sold. We summarise this on a per Share basis, with the detail later in our report.
 - Resolution 7 is fair the Post Resolutions Share value on a minority basis is greater than the Pre Resolution(s) value on a control basis.
 - We have also considered the Post Resolution Share value on a minority basis if both Resolutions are passed.
 - Assessed the qualitative merits of the Resolutions as reasonable if it is fair, or despite not being fair, sufficient reasons for Shareholders to vote for the Resolution(s).

1.4. Summary of quantitative assessment

14. Table 1 below sets out our estimated values and comparison of the consideration to the value of the ClearPay interest per share. It also shows the change in Share price Pre and Post Resolution 7 and

Post both Resolutions 6 & 7. The Pre Resolutions number of shares used in the calculations disregarded the Shares cancelled in early August 2024 noted above.

Table 1

\$'000's / \$ whole per share	Low	Mid	High
Evaluation summary			
Resolution 6			
Fair value of NSX interest in ClearPay disposed of	(387)	(942)	(1,497)
Less consideration - reduction in liability to ISXFEU	520	520	520
Difference - gain / (loss) to Shareholders	133	(422)	(977)
Quantitative evaluation - Resolution 6	Fair	Not Fair	Not Fair
Resolution 7			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.002	0.006	0.010
Share price Higher / (Lower) Post Proposal	0.002	0.002	0.001
Quantitative evaluation - Resolution 7	Fair	Fair	Fair
Resolution 6 & 7 together			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.003	0.005	0.008
Share price Higher / (Lower) Post Proposal	0.003	0.002	-0.001
Quantitative evaluation - Resolution 6 & 7	Fair	Fair	Not Fair

15. For Resolution 6 we estimate that Shareholders are between \$0.1m better and -\$1.0m worse off from the sale of the 41% JV interest in ClearPay. The main reasons for this are:
- At the low range, we assume nil value for ClearPay (consistent with NSX audited FY24 annual report) and Shareholder net benefit from a reduction in liability to ISXFEU as consideration. ISXFEU is not receiving a financial benefit at this value.
 - At the high range, we assume \$3.7m in 100% value for ClearPay based upon a cost approach for developing the IP, including a developer's margin, plus cash and loan assets. We then calculate NSX's 41% interest. This value is greater than the reduction in liability to ISXFEU. We acknowledge that this value is subject to significant uncertainty given the software is not operational and lacks the licence approval for use in Australia. This means ISXFEU are receiving a financial benefit at this value.
 - The mid-range reflects the mid-point between these assumptions, which means ISXFEU is receiving a financial benefit at this value.
16. For Resolution 7 we estimate that the Pre Resolutions value of NSX is between nil cents to 0.9 cents per Share on a control basis (rounded). On a Post Resolution 7 minority basis, we estimate the Share price is higher and ranges from 0.2 cents to 1.0 cents (rounded).
17. The main influence of Pre Resolutions Share value is the 30 June 2024 reported net assets adjusted to include:
- A range of intangible asset value of NSX (goodwill) based on market comparatives.
 - The valuation range of ClearPay noted above.
 - Other adjustments for interest and unavoidable transaction costs.
18. We selected this methodology as alternate methods (including the current minority market price for Shares of 1.4 cents) were not in our view suitable. The 'low' Pre Resolution range in table 1 is closest

to 30 June 2024 reported net asset values, with minimal value (~ \$0.4m in cash and loans) for ClearPay and no NSX goodwill.

19. The Post Resolution 7 amounts were estimated by taking the Pre Resolutions control value and adding back the ISXFEU debt amount converted to Shares. The Post Resolutions 6 & 7 value also includes the disposal of ClearPay and the additional reduction in ISXFEU debt. We also applied a minority discount to see if a control premium is being paid.
20. The Pre and Post Equity values were then divided by the Pre and Post Resolutions number of Shares to derive the Share price. The Post Resolutions number of Shares is following the effects of the Resolution 7 Share Issue to ISXFEU.
21. As a result, the position of Shareholders for Resolution 7 is generally better by 0.2 to 0.1 cents per Share (rounded).
22. If both Resolutions pass, then the position of Shareholders ranges from 0.3 cents better to 0.1 cents worse per Share (rounded).

Fairness opinion

23. As each Resolution is separate and not conditional on each other we conclude:
 - **Resolution 6:** As ISXFEU receive a financial benefit at the mid-range, Resolution 6 is **Not Fair** to Shareholders.
 - **Resolution 7:** As Shareholders are better off at the mid-range, Resolution 7 is **Fair** to Shareholders.

1.5. Summary of qualitative assessment

24. We summarise the merits of the Resolutions and any alternatives to the Resolutions under their respective headings:

	Resolution 6	Resolution 7
Advantages of the Resolutions	<ul style="list-style-type: none"> • The Resolution is fair at the low range, which is consistent with the Auditors FY24 assessment of nil value of ClearPay technology. • The Resolution results in a reduction in debt by \$0.5m. • NSX will have no further obligation to invest resources in ClearPay to develop it to fruition. 	<ul style="list-style-type: none"> • The Resolution is fair at all ranges, which indicates a control premium is likely being paid by ISXFEU. • The Resolution results in a reduction in debt by \$2.2m. • The average price to be paid of 2.5 cents per share is greater than the market price for NSX Shares of ~1.4 cents per share, albeit that we consider that price illiquid.
Disadvantages of the Resolutions	<ul style="list-style-type: none"> • The Resolution is not fair at the mid or high ranges at our assessed positive values for the NSX interest in ClearPay. However such values are uncertain. • NSX's original investment of \$3.2m in ClearPay, less \$0.5m 	<ul style="list-style-type: none"> • Ordinary Shareholders will have their voting interests in the Company diluted from ~70% to ~59%.

	Resolution 6	Resolution 7
	<p>debt reduced, is lost. Any interest in ISXFEU's IP that was to be contributed to ClearPay for their 59% share is also lost. Under the sale terms, there is no opportunity for NSX to participate in upside special value (if any) should ISXFEU ever utilise the IP developed by ClearPay.</p> <ul style="list-style-type: none"> In our view this reflects the likely poor bargaining position of NSX. 	
Other considerations including no change in circumstances	<ul style="list-style-type: none"> The ClearPay investment was already recorded in NSX accounts at nil value before FY23. 	<ul style="list-style-type: none"> Given ISXFEU's substantial interest of ~30%, their greater interest of ~42% may not reflect any substantive change in control or liquidity.
Alternatives to the Resolutions	<ul style="list-style-type: none"> Directors confirm there are no other viable alternatives to the Resolution. They do not believe any 3rd party could acquire in the short term their 41% interest in ClearPay at significantly greater value given it would require the consent of NSXFEU. Director's state they do not have the funds to devote further resources to ClearPay to bring it to fruition, given other operating losses. A members' voluntary administration of ClearPay is unlikely to achieve a better result. 	<ul style="list-style-type: none"> Directors confirm there are no other viable alternatives to the Resolution. The Company does not have the funds to repay ISXFEU.
Impact if the Resolutions do not proceed	<ul style="list-style-type: none"> Directors advise that the Company is continuing to incur monthly operating losses for at least the remainder of FY25 of ~\$0.2m per month. The Company has diminishing resources to fund those losses. 	<ul style="list-style-type: none"> As for Resolution 6.

Resolution 6	Resolution 7
<p>On 30 June 2024, cash was \$2.1m.</p> <ul style="list-style-type: none"> • If the Resolution does not proceed, then it is obligated to repay the loan to ISXFEU of \$0.5m plus 10% p.a. interest, which would further diminish its resources. • The Directors will explore other funding opportunities which are likely to be more difficult or on less favourable terms if the Resolution is not passed due to the unattractiveness of the debts owed to ISXFEU. 	<ul style="list-style-type: none"> • If the Resolution does not proceed, then it is obligated to repay the loan to ISXFEU of \$2.2m plus 10% p.a. interest, which it is presently unable to do. • As for Resolution 6.

25. We are mostly persuaded by the advantage of the Resolutions in reducing debts to ISXFEU, and the poor consequences if those debts must be repaid. Therefore, in our opinion the advantages of both Resolutions outweigh the disadvantages, and the Resolutions are both **Reasonable** to Shareholders.

1.6. Summary of Opinion

26. On the balance of the above matters considered, we think that for each:

- Resolution 6: is Not Fair but Reasonable to Shareholders.
- Resolution 7: is Fair and Reasonable to Shareholders.

1.7. Summary of disclosures and limitations

27. Our opinion is subject to the limitations and disclaimers set out in the body of this Report.

Changes in market conditions

28. Our analysis and conclusions are based on market conditions existing at the date of this Report. We have assumed a valuation date of 30 June 2024 plus adjustments for significant items post that date relating to the Resolutions. A limitation of our conclusion is that market conditions may change between the date of this Report and when the various aspects of the Resolutions are concluded.

Individual Shareholder circumstances

29. Acceptance or rejection of the Resolutions is a matter for individual Shareholders based upon their own views of value, risk, and portfolio strategy. Shareholders who are in doubt as to the action that they should take in relation to the Resolutions should consult their professional advisor.

Financial Services Guide

30. Our Financial Services Guide is attached in **Appendix 4**. This includes the contact details of whom to address any concerns with this Report.

We thank you for the opportunity to assist you in this important matter.

Yours faithfully

Moore Australia (VIC) Pty Ltd

Holder of Australian Financial Services License No.247362



Colin Prasad
Director – Corporate Finance
CAANZ Business Valuation Specialist

TABLE OF CONTENTS

1.1.	Introduction	0
1.2.	Purpose of this Report	1
1.3.	Basis of evaluation	1
1.4.	Summary of quantitative assessment	1
1.5.	Summary of qualitative assessment	3
1.6.	Summary of Opinion	5
1.7.	Summary of disclosures and limitations	5
2.0	THE RESOLUTIONS	11
2.1.	Resolution 6	11
2.2.	Resolution 7	11
3.0	SCOPE OF THIS REPORT	13
3.1.	Purpose	13
3.2.	Basis of evaluation	13
3.3.	Limitations	14
3.4.	Other terms of reference	14
4.0	PROFILE OF NSX	15
4.1.	Background	15
4.2.	Capital structure and Shareholders	15
4.3.	Financial Performance of Company	16
4.5.	Financial Position of Company	18
4.6.	Share trading performance of the Company	19
5.0	PROFILE OF CLEARPAY	21
5.1.	Background	21
5.2.	Financial Performance	21
5.3.	Financial Position	21
6.0	INDUSTRY OVERVIEW	23
6.1.	Overview	23
7.0	VALUATION METHODOLOGIES	24
7.1.	Available methodologies	24
7.2.	Selected methodology for Company	24
8.0	VALUATION OF NSX PRE RESOLUTIONS	25
8.1.	Adjusted Net Assets Method	25
8.2.	Equity value of NSX	26

9.0	VALUATION OF CLEARPAY	27
9.1.	Adjusted net assets method	27
9.2.	ISX equity value in ClearPay	27
9.3.	Comparison of valuation of ClearPay interest to consideration	28
10.0	VALUATION OF NSX POST RESOLUTIONS	29
10.1.	Valuation of NSX Post Resolution 7	29
10.2.	Valuation of NSX Post Resolutions 6 & 7	30
11.0	EVALUATION	31
11.1.	Quantitative (fairness) assessment	31
11.2.	Qualitative (reasonableness) assessment	31
11.3.	Summary of Opinion	33
	APPENDIX 1 – SOURCES OF INFORMATION	34
	APPENDIX 2 – OVERVIEW OF VALUATION METHODOLOGIES AND PRINCIPLES	35
	APPENDIX 3 – QUALIFICATIONS, INDEPENDENCE, DECLARATIONS AND CONSENTS	38
	APPENDIX 4 – MOORE AUSTRALIA (VIC) PTY LTD FINANCIAL SERVICES GUIDE	40
	APPENDIX 5 – ARTICLE ON SHARE TURNOVER	41
	APPENDIX 6 – NSX PUBLIC LISTED EXCHANGE COMPARABLES	42

GLOSSARY

Term	Meaning
ACT	Corporations Act 2001.
APES	Accounting Professional and Ethical Standard.
ASIC	Australian Securities and Investments Commission.
ASX (GN)	Australian Stock Exchange. (Guidance Note).
ClearPay	ClearPay Pty Ltd, a joint venture between NSX and ISXFEU.
CFME / CFMR	Capitalised future maintainable earnings / revenue.
Company	NSX Limited.
DCF	Discounted cash flow.
Directors	Directors of the NSX Limited.
FMV	Fair Market Value.
FY	Financial Year ending 30 June.
ISXFEU	ISX Financial EU PLC and its associates, incorporated in Cyprus.
MAV	Moore Australia (Vic) Pty Ltd – the employer of the authors of this Report.
NOM	Notice of Meeting to which this Report is provided.
NSX	NSX Limited.

Term	Meaning
QMP	Quoted market price.
Resolutions (6 & 7)	Being the Resolutions set out in the NoM and explained in this report for: <ul style="list-style-type: none"> • Resolution 6 – sale of ClearPay interest to ISXFEU. • Resolution 7 – issue of shares to ISXFEU.
RG	ASIC Regulatory Guide
Shares	Shares in the Company.
Shareholders	The non-associated shareholders of the Company, who are not associates of ISXFEU.
TEV	Total Enterprise Value.

2.0 THE RESOLUTIONS

31. The NOM sets out the resolutions (**Resolutions**) relevant to this Report which we summarise below. The Resolutions are not conditional upon each other. Therefore, we have assessed each Resolution separately.
32. We understand that ISXFEU are excluded from voting on the above resolutions. We regard the ordinary shareholders other than ISXFEU as the non-associated **Shareholders**.

2.1. Resolution 6

33. Resolution 6 is summarised as:
- Sale of ClearPay to ISXFEU: That Shareholders approve the sale of NSX's 41% ownership of the issued capital in ClearPay to ISXFEU for the cash consideration of \$0.5m. The proceeds will be used to clear a loan owing to ISXFEU. In our view, this is effectively a non-cash transaction whereby the debt owing to ISXFEU will be cleared in return for selling the ClearPay interest to them.
34. This Resolution has no impact on Shareholdings.

2.2. Resolution 7

35. Resolution 7 is summarised as:
- Issue of Shares to ISXFEU: That Shareholders approve the conversion of the \$2.2m Convertible Loan into 88.0m fully paid ordinary shares of the Company. The shares will be issued to ISXFEU and relate to the settlement of a liability for shares cancelled noted above.
36. The effect of Resolution 7 is that ISXFEU will increase its equity interest in NSX as highlighted below:

Table 2

#'000's	Associated with	Pre Proposal		Post Resolution 7	
Share summary			%		%
Top 10 holders					
ISX FINANCIAL EU LTD	ISXFEU	138,915	30.2%	226,915	41.5%
FINTECH HQ PTY LTD		92,013	20.0%	92,013	16.8%
UNITED CAPITALS LIMITED		21,949	4.8%	21,949	4.0%
WELLPOINT INC LIMITED		19,849	4.3%	19,849	3.6%
HSBC CUSTODIAN NOMINESS (AUSTRALIA) LIMITED		16,459	3.6%	16,459	3.0%
MR WEIGUO SHEN		14,000	3.0%	14,000	2.6%
UBS NOMINEES PTY LTD		13,998	3.0%	13,998	2.6%
EXCHANGE TECHNOLOGY INVESTMENTS PTY LTD		10,410	2.3%	10,410	1.9%
CROSS-STRAIT COMMON DEVELOPMENT FUND CO LIMITED		10,212	2.2%	10,212	1.9%
AUSTRALIAN MINING GROUP LTD		7,433	1.6%	7,433	1.4%
Total Top 10		345,238	75.2%	433,238	79.2%
All Other Shareholders		114,043	24.8%	114,043	20.8%
Total Ordinary Shares		459,281	100.0%	547,281	100.0%
Reconciliation of movement					
New Shares to:					
ISXFEU under Resolution 7 Share Issue				88,000	
Total New Shares				88,000	

Source: BoardRoom report 2 September 2024 and MAV analysis.

37. Notes on Table 2 are:
- Pre Resolutions amounts are stated following the cancellation of the Shares previously issued to ISXFEU earlier in 2024.
 - Post Resolution 7, ISXFEU will receive 88.0m Shares.
 - If Resolution 7 is passed, ISXFEU will increase its interest in the Company from ~30% to ~42% (rounded).
 - Therefore all Shareholders (other than ISXFEU) will have the interests diluted from ~70% to ~59% (rounded). Outside the Top 10, all Other non-associated shareholders will be collectively diluted from ~25% to ~21%.
38. We have disregarded 7.5m options and 8.2m performance rights as those entitlements continue to exist regardless of whether the Resolutions are passed or not.

3.0 SCOPE OF THIS REPORT

3.1. Purpose

39. Our report is required for compliance with ASX Listing Rules 10 (Transactions with persons of influence). ISXFEU is considered a person of influence given their shareholding in NSX.
40. An increase in shareholdings is also prohibited under takeover provisions in s.611 of the Act unless it falls into one of the exemptions. Exemptions include an issue of Shares approved by non-associated shareholders of the target.
41. Therefore, the Directors have engaged Moore to prepare this Independent Experts Report. The scope of the Report is to assess whether the Resolutions are fair and reasonable to Shareholders.

3.2. Basis of evaluation

42. The scope of the Report is to assess whether the Resolutions are fair and reasonable to the non-associated Shareholders defined above.
43. Fairness is a “quantitative” assessment. Reasonableness is a “qualitative” assessment. We have considered the below guidance in our analysis where relevant. The methodology that we have used to form an opinion as to whether the Resolutions is fair and reasonable, is summarised as:

Fairness

44. We have undertaken a quantitative assessment. Resolution 6 is fair if the consideration received in the form of the ISXFEU debt repaid is greater than the value of the ClearPay asset sold. We summarise this on a per Share basis, with the detail later in our report.
45. Resolution 7 is fair if the Post Resolution Share value on a minority basis is greater than the Pre Resolution value on a control basis following the issue of Shares to ISXFEU for converting the debt owed to them.
46. We have also considered the Post Resolution Share value on a minority basis if both Resolutions are passed.

Reasonableness

47. We assessed the qualitative merits as reasonable if it is fair, or despite not being fair, in the overall best interests of Shareholders. We analysed significant matters which include:
 - The advantages of the Resolutions.
 - The disadvantages of the Resolutions.
 - Any alternatives to the Resolutions.
 - The impact if the Resolutions do not proceed.

Guidance

48. Resolution 6 refers to approval under ASX LR 10. This type of approval is also covered by RG 111.57 forwards on related party transactions.
49. Resolution 7 refers to approval being sought for an issue of shares under item 7 of s611 of the Act. This is considered an ‘other control’ transaction under RG111.24 forwards.
50. We have considered the above guidance for control transactions and whether a control premium is paid. The recommended form of ‘fair and reasonableness’ analysis is consistent with our basis described above.
51. We have undertaken our valuations assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm’s length. This is a standard of fair value.

52. We have also assumed a premise of value as a going concern, albeit a material uncertainty noted by the Auditors in the FY24 Annual Report.

3.3. Limitations

53. We have only considered the effects of the Resolutions.

54. We are not aware of any other significant limitations on scope. Had our work not been limited in scope, then our opinion could differ, perhaps materially.

3.4. Other terms of reference

55. We have conducted our Services according to the guidelines contained in APES 110 "*Code of Ethics for Professional Accountants*" and the principals of APES 225 "*Valuation Services*".

56. We confirm MAV are the holder of AFSL licence 247 262, which authorises us to provide reports and advice in respect of securities. A copy of our Financial Services Guide is included in **Appendix 4**.

57. Regulatory guidance from ASIC includes:

- RG 112 "Independence of Experts March 2011". We confirm our qualifications and independence in Appendix 3.
- RG 111 "Content of Experts Reports – October 2020". Relevant guidance is given on the basis of evaluation including the standard of fair market value on a control basis and the use of prospective financial information only where there is a 'reasonable' (and not hypothetical – per RG 170) basis to do so. Specific guidance relevant to this report are referred to above and elsewhere in this Report.
- RG 170 "Prospective Financial Information – April 2011" – factors that indicate 'reasonable grounds' for prospective financial information.

4.0 PROFILE OF NSX

4.1. Background²

58. NSX is an Australian company listed on the ASX. The Company's' main activity is the operation of the National Stock Exchange of Australia. The National Stock Exchange of Australia has ~ 60+ listed entities with a total market capitalisation of ~ \$2.7 billion. Entities listed on the National Stock Exchange are typically much smaller and experience much lower trading volumes than those on the ASX. The rationale for listing on the National Stock Exchange of Australia is that it is lower cost to the entity and with relatively easier listing rules than the ASX.
59. Therefore, NSX derives income from listing fees of participants on its exchange. Costs are mostly associated with employees and technology associated with trading and settlement activities.
60. Directors of NSX are presently:
- Mr Michael Aitken AM
 - Mr Timothy Hart
 - Ms Kelly Humphreys
 - Mr Tod McGrouther
 - Mr Barnaby Egerton-Warburton
 - Mr Max Cunningham.
61. Recent highlights announced by NSX include:
- The release of its full year Statutory Accounts for FY24 on 23 August 2024. Those accounts record its interest in ClearPay at nil value.
 - The release of its FY24 Corporate Governance Statement on the same date.
 - In August 2024 NSX cancelled ~77m shares previously issued to ISXFEU due to technical non-compliance of shares issued earlier in 2024. This resulted in a liability owing to ISXFEU.
62. There are no other recent significant developments not covered elsewhere in this Report.

4.2. Capital structure and Shareholders

63. Table 2 above sets out Shareholders in the Company as of 2 September 2024.
64. There are 459.3m shares on issue³. All shares carry equal voting rights. There is a total of ~ 830⁴ ordinary Shareholders in Company and each Share is one fully paid Share entitled to one vote at a meeting of the Shareholders. Of these, 518 holders hold less than a marketable parcel.
65. Outside of the top ten Shareholders no individual ordinary Shareholder holds more than 2% of the Shares of the Company.

² Source: Directors / management, previous announcements.

³ Including 1.5m partly paid shares.

⁴ Per FY24 annual report.

66. ISXFEU presently hold ~30% excluding the ~77m Shares cancelled noted above.
67. The contributed equity to the Company to 30 June 2024 was \$65.8m arising from previous capital raisings over the long history of the Company.

4.3. Financial Performance of Company

68. The historical financial information in this Section was extracted from the audited financial reports for 30 June 2023 & 2024 (FY23 and FY24).
69. The Auditor, PKF(NS) Newcastle issued an unqualified audit opinion dated 23 August 2024 on the FY24 financial report. Without modifying their opinion, their audit report included an emphasis of matter paragraph on a material uncertainty related to going concern. This drew attention to the net deficiency in assets and operating losses and negative operating cashflows.
70. We set out below the recent historic financial performance for the Company.

Table 3: Profit and Loss - NSX.

\$ '000s		FY23	FY24
NSX	Note	Audit extract	Audit extract
Application fees	a	352	261
Secondary capital raising	a	160	198
Annual fees	a	1,029	873
Other revenue	a	383	141
Total Revenue	a	1,924	1,472
Employee benefit expenses	b	(1,641)	(1,631)
Market trading expenses	c	(882)	(1,041)
Administration		(733)	(826)
All other expenses		(1,339)	(1,408)
EBITDA	d	(2,672)	(3,433)
Depreciation & amortisation	e	(681)	(588)
Finance income		34	30
Finance costs		(93)	(116)
Tax expense			
Comprehensive / Net profit / (loss)		(3,413)	(4,108)
Key Performance Indicators			
<i>Annualised revenue growth YoY</i>	a	na	-23.5%
<i>Employee benefit expenses % to revenue</i>	c	-85.3%	-110.8%
<i>Market trading expenses % to revenue</i>	c	-45.8%	-70.7%
<i>Administration % to revenue</i>		-38.1%	-56.1%
<i>EBITDA % revenue</i>		-138.9%	-233.2%
<i>Cash flow from operations</i>	e	(3,154)	(3,071)
<i>EBITDA / Cashflow from operations</i>	e	0.8x	1.1x

Source: Financial Reports and MAV analysis. Classifications may differ from the financial reports.

71. Table 4 notes are as follows:
- The Company's revenue is derived from listing fees from participants. Revenue is a function of new listings, secondary capital raisings, and annual fees, and the market capitalisation of participants. Most revenue lines declined year on year.
 - Employee benefits are a fixed cost and exceed revenue in FY24.

- c) Marketing trading expenses are associated with trading and settlement activities including trading systems, data centres, security, market access, regulatory fees and software. The increase in FY24 was due to the NASDAQ trading engine and market surveillance technology costs. The previous system was replaced during FY24 which incurred once off project costs.
 - d) All other expenses contribute to the significant ongoing losses of the business.
 - e) Cash flow from operations is also negative, albeit slightly less negative than EBITDA.
72. In our view the recent historical financial performance of the Company has been poor and is unsustainable without further funding raises to fund losses. The Company has stated it intends to raise capital before the end of CY24.

4.5. Financial Position of Company

73. We set out below a summary of the financial position for Company as at, 30 June 2023 and 2024 extracted from the audited financial report noted above. We also show how we classify items used in our assessment.

Table 4: Statement of Financial Position

\$ '000s	Notes	30-Jun-23 Audit extract	30-Jun-24 Audit extract	Classification
ASSETS				
Current assets				
Cash and cash equivalents	a	2,064	2,062	Working Capital
Trade and other receivables	b	122	134	Working Capital
Financial assets	b	361	366	Working Capital
Other current assets	b	802	602	Working Capital
Total current assets		3,349	3,165	
Non-current assets				
Property, plant & equipment		7	-	P&E
Right of use assets	c	1,184	986	Other
Investment in ClearPay JV	d	-	-	Surplus
Intangible assets	e	190	165	Other
Total non-current assets		1,381	1,151	
TOTAL ASSETS		4,730	4,315	
LIABILITIES				
Trade and other payables	b	(778)	(1,008)	Working Capital
Convertible loan note payable	f	-	(520)	Debt
Lease liabilities	c	(458)	(632)	Other
Employee benefits	b	(210)	(238)	Working Capital
Share cancellation funds payable	f	-	(1,940)	Debt
Contract liabilities	b	(250)	(237)	Working Capital
Total current liabilities		(1,696)	(4,574)	
Non-current liabilities				
Lease liabilities	c	(930)	(518)	Other
Employee benefits		(29)	(18)	Other
Contract liabilities		(135)	(112)	Other
Total non-current liabilities		(1,095)	(647)	
TOTAL LIABILITIES		(2,790)	(5,221)	
NET ASSETS		1,939	(906)	
<i>Networking capital</i>	b	2,111	1,682	
<i>Lease liability net of ROU asset</i>	c	(204)	(164)	
<i>Debt</i>	i	-	(2,460)	

Source: Financial Reports and MAV analysis. Classifications may differ from the Financial Reports.

74. Table 4 notes are:

- a) We regard the whole of the cash balance as part of working capital due to a monthly operating loss run rate of approximately \$0.2m and therefore is not available to Shareholders as a surplus asset. The 30 June 2024 cash balance includes cash received from ISXFEU, initially on subscription for Shares, subsequently cancelled and treated as a loan in August 2024.
 - b) Trade and other receivables we assume are in good order and realisable. We assume that other current assets, trade payables, employee liabilities and unearned contract asset income are fairly stated at recorded values.
 - c) We disregard the lease liability as largely offset by the ROU intangible asset and is not significant to our analysis. They relate to the Sydney office and technology assets.
 - d) The 41% investment in ClearPay is recorded at nil value in both periods.
 - e) The recorded intangible asset relates to software.
 - f) The convertible loan note payable of \$0.52m is currently owed to ISXFEU and will be cleared through the asset sale of ClearPay as per Resolution 6. The Share cancellation funds payable of \$1.9m are owed to ISXFEU and relates to Resolution 7. In August 2024, a further amount was lent by ISXFEU bringing the total to \$2.2m.
75. The Company exhibits negative net assets on 30 June 2024 largely as a function of debts owed to ISXFEU. Net working capital (including cash) is positive but diminishing due to losses incurred.

4.6. Share trading performance of the Company

76. We set out below the Share trading performance of the Company over the last 12 months to August 2024:

Chart – Share price & volume



Source: S&PCapIQ

77. The chart shows a decline in the Share price since August 2023. Apart from some isolated periods, trading volumes have generally been low, including periods of observed price change.
78. The implied market capitalisation of the Company at the Share price of 1.4 cents⁵ is \$6.4m which is greater than the book net asset value of negative \$0.9m taken from Table 4.
79. We summarise recent Share trading in the following table to:

⁵ 2 September 2024. Since rising to 2 cents per Share (rounded) / \$10.6m market cap at 4 Oct 2024.

Table 5 recent Share trading summary

Share trading summary	Last 30 days	Last 3 months	Last 6 months	Last 12 months
\$'whole Value	\$15,898	\$29,978	\$108,692	\$196,330
Number of shares	1,097,519	1,763,262	5,356,708	8,336,454
VWAP \$ whole	\$0.014	\$0.017	\$0.020	\$0.024
Number of shares % to total issued	0.2%	0.4%	1.2%	1.8%
Annualised % traded	3.0%	1.5%	2.3%	1.8%

Source: S&PCapIQ and MAV analysis

80. We calculated the VWAP for the periods shown in Table 5 as well as the annualised number of shares traded in the periods, (using 459.3m Shares on issue following the cancellation of the ISXFEU shares issued earlier in 2024).
81. This results in a price of ~1.4 cents in the last 30 days and 1.7-2.4 cents over the longer periods.
82. The table shows that the number of shares traded over the past year was 1.8% of the total shares on issue, or \$0.2m vs a market capitalisation of \$6.4m.
83. The annualised trading was also low in more recent periods. We generally consider there is an active and deeply liquid market when there is more than 15% of security turnover in a year, refer **Appendix 5**.
84. In our view, the level of Share trading is highly illiquid and does not support using the current Share price as a meaningful guide to value.

5.0 PROFILE OF CLEARPAY

5.1. Background⁶

85. On 20 February 2020 NSX and iSignthis Ltd (rights now effectively transferred to ISXFEU) announced that they entered into a Shareholders Agreement to form a joint venture vehicle ClearPay to develop a multi-currency, real-time, same day Delivery versus Payment (**DvP**) settlement platform, to be integrated with ISX's ISXPay® and Paydenity™ platforms.
86. NSX invested \$3.2m for a 41% stake in the ClearPay JV, with ISX owning the remaining 59% for an implied value of \$7.8m. ISXFEU was to contribute intellectual property although it is unclear if this ever occurred (see below). Probanx Solutions Ltd, was paid using the funds contributed by NSX to ClearPay to design and develop the DvP platform, including the integration into ISXPay® and Paydenity™ platforms.
87. NSX obtained shareholder approval on 30 April 2020 and subsequently raised \$3.0m. Under the terms of the joint venture, NSX was required to contribute an additional \$1.3m for the remaining 9% stake in ClearPay. NSX did not raise this and NSX's holding in ClearPay remained at 41%.
88. NSX equity accounted for its interest as a joint venture under AASB 11 Joint Arrangements. NSX share of losses incurred by ClearPay until FY22 were applied to reduce the recorded value of its investment. By FY23, the value of its investment in NSX was reduced to nil.
89. NSX have confirmed to us that:
- Some software has been provided by ClearPay.
 - However the software is not operational as it is dependent upon ClearPay obtaining regulatory licencing which has not been achieved.
 - There is presently no work being undertaken by ISXFEU in developing the software.
 - The software is for use in Australia. It could be used in an international jurisdiction to a 'limited extent'.
90. A 5-year forecast provided to NSX Auditors for impairment testing of ClearPay shows that operating losses are expected to continue. Forecasts provided for ClearPay do not show profits until well into the future. We think any projection beyond FY25 likely contains assumptions that are considered hypothetical in the context of RG 170.
91. Under the terms of the joint venture, ISXFEU has preferential rights to acquire NSX's share and must consent to the sale of NSX's share in ClearPay to any external parties.

5.2. Financial Performance

92. We have been provided with an unaudited profit and loss statement for 8 months ending 31 August 2024. It shows no material revenues or expenses.
93. Therefore, it confirms that ClearPay is not presently operational.

5.3. Financial Position

94. We have been provided with an unaudited balance sheet as of 31 August 2024. The only material assets are:
-

⁶ Source: NSX Directors / management, including internal papers provided to NSX Auditors.

- A cash balance of \$0.4m.
 - A loan receivable asset from ISXFEU of \$0.5m
 - A recorded intangible asset of \$0.8m.
95. The accounts provided for ClearPay do not record any assets or IP received for ISXFEU's interest of 59%. We therefore assume that despite the intention of the JV arrangement, ClearPay does not own any IP relating to ISXFEU's interest, and even if contributed such IP from ISXFEU could not be sold by ClearPay.
96. Therefore, ClearPay likely only owns the software that it paid Probanx for. Given ClearPay has never recorded any commercial revenues, we assume that of the \$3.2m in cash contributed by NSX, other than the cash and the ISXFEU loan asset totalling \$0.9m, the residual balance of \$2.3m was mostly expended on developing the software that it does own. This software development cost (whether capitalised or expensed by ClearPay) was mostly performed by ISXFEU's associate Probanx Solutions Ltd.

6.0 INDUSTRY OVERVIEW

6.1. Overview

97. NSX operates a stock exchange business. We provide a comparison with ASX and New Zealand stock exchange (NZX), its nearest market competitors, to provide industry context.

Table 6: industry comparison

\$A 'million's	ASX	NZX	NSX
Industry comparison (Latest reported)			
Company information			
Revenue	1,580.80	103.90	1.47
EBITDA	1,155.70	23.14	(3.43)
Net Assets	3,724.70	113.92	(0.91)
Market Capitalisation	12,335.50	383.00	6.43
Revenue / # of listed entities	0.74	0.58	0.02
Market information			
Size of market capitalisation	2,936,102.00	158,029.08	2,700.00
Number of listed entities (whole)	2,126	179	60
Average capitalisation per entity	1,381.05	882.84	45.00

Source: S&PCapIQ, public websites and MAV analysis.

98. Table 6 shows that on any measure, the NSX is orders of magnitude smaller than its closest competitors.
99. Whilst the ASX and NZX are large and well traded and buoyant markets, the NSX is not. Our understanding is that public companies and other market participants have a stronger preference for listing on the ASX or NZX due to the greater liquidity of those markets.
100. In this context, we think exchange markets in Australia generally:
- Are dominated by the ASX.
 - Have high barriers to entry. Barriers likely include establishment costs, technology, regulatory acceptance, and market participant acceptance.
 - Both these factors mean that the market is mature in lifecycle.
 - Income and profits earned by exchanges are influenced by the general economic environment. A buoyant economy may encourage more listings and listing fee income. However increased market volatility can also increase transaction fee income.
 - The strong growth of 'Private Credit'⁷ may have reduced demand for fund raisings on stock exchanges. However we think that the need for stock exchanges will continue.
101. **Appendix 6** also shows company financial but not market data on other listed stock exchange businesses.
102. Our valuation and assessment of the Resolutions does not greatly depend on any further industry analysis.

⁷ Is private credit becoming the next subprime crisis? – AFR 2 September 2024.

7.0 VALUATION METHODOLOGIES

7.1. Available methodologies

103. The following summarises the various methodologies we have considered:

- Market Based: Business value or equity or an asset is determined by reference to comparable market buy/sell transactions or quoted market prices (**QMP**) if it is listed on an exchange or recent transactions.
- Income Based: Value is determined by reference to capitalised future maintainable earnings or revenue (**CFME / CFMR**) or discounted cash flows (**DCF**) derived by the business or asset.
- Asset Based: Value is determined by reference to the sale or realisable proceeds of individual assets or groups of assets in an entity.

104. We provide more details of the available valuation methodologies in **Appendix 2** of this Report.

7.2. Selected methodology for Company

Market Based Value

105. NSX is an ASX listed Company with a current Share price of \$1.4 cents and a market capitalisation of \$6.5m. However, for the reasons set out in Section 4.6, we do not think there is an active and liquid market for the Shares. Therefore, we do not think it is appropriate to use a market-based value for NSX. ClearPay is a private company with no market price for its shares.

106. We have considered market comparables in our inputs to other valuation techniques.

Income Based Value

107. NSX is an operating business with below scale revenue, and negative EBITDA and cash flows.

108. Given a lack of positive earnings historically or in the near term we do not think an income technique based on earnings is suitable. We have used a revenue multiple technique to estimate goodwill in NSX which is a derivation of an income method (see below). As ClearPay is not operational at all, an income technique is not possible.

109. Whilst our preference is often for a DCF, in our view there are no reliable forecasts available from management on which to reasonably determine a value. NSX management provided an FY25 budget, however that shows that operating losses are expected to continue. Forecasts provided for ClearPay do not show profits until well into the future. In both cases, any projection beyond FY25 we think contain assumptions that are considered hypothetical in the context of RG 170. We do not mean this as a pejorative statement on the prospects of the business, but simply a reflection of the regulatory guidance we are obliged to follow.

Asset Based Value

110. We have therefore adopted an 'adjusted net assets' based value for both NSX and ClearPay.

111. NSX's book value of net assets is presently negative. However, we have adjusted at some value ranges, to add a notional intangible value of NSX's goodwill given its Australian Market License, listing on the ASX, and established operations and customers. At some value ranges we have also added a value for ClearPay.

112. The value for ClearPay was estimated using a replacement cost approach for developing the IP plus surplus assets.

8.0 VALUATION OF NSX PRE RESOLUTIONS

8.1. Adjusted Net Assets Method

113. We have assessed the Equity Value for NSX using an adjusted net assets method as set out in the following table:

Table 7: NSX value

\$'000s		Low	Mid	High
NSX Equity value Pre Proposal	Ref			
Reported net assets 30 June 2024	Tbl.4	(906)	(906)	(906)
Plus est. goodwill value of NSX		-	1,840	3,681
Plus NSX interest in ClearPay	Tbl.8	387	942	1,497
Plus cash from ISXFEU in August		260	260	260
Less debt from ISXFEU in August		(260)	(260)	(260)
Less 2 months interest on debt		(41)	(41)	(41)
Less unavoidable transaction costs		(50)	(50)	(50)
Equals estimated equity fair value (control basis)		(611)	1,785	4,181
Number of Shares #'000's Pre Proposal	Tbl.2	459,281	459,281	459,281
Pre Proposal share price \$ whole (control value, undiluted)		\$-	\$0.004	\$0.009

Reported net assets

114. This is taken from Table 4 as of 30 June 2024.

Estimated intangible asset value of NSX

115. As noted, we think that NSX may have an unrecorded intangible asset value ("goodwill") given its Australian Market License, listing on the ASX, the established operations and customers. Directors consider the cost to establish a new market operator entrant may exceed \$25.0m. However, in our view such value for NSX is not supported as it is below scale, loss making, and lacks recent historical growth.

116. Therefore **Appendix 6** sets out our comparable listed exchange business market valuation data which likely reflects a minority value. Using this data, we estimate a median 'goodwill' / revenue multiple of 2.5x. This is after applying a 20% control premium, but less a 50% discount for NSX's much smaller size and specific risks. We then applied this to NSX FY24 reported revenue of \$1.5m (taken from Table 3) to estimate:

- At the low range – no goodwill value, given the poor trading performance of the business. This caters for the risk that NSX is much less attractive than any of the comparable companies set out in **Appendix 6**.
- At the high range - \$3.7m based upon the above. We observe that this brings the equity value overall to be closer to the market capitalisation of NSX, notwithstanding we do not think that reflects an active and liquid price.
- The mid-range is in between these values.

NSX interest in ClearPay

117. This is taken from Section 9 below, and assumes NSX's 41% interest in:

- At the low range, the cash and loan asset in ClearPay only, with nil value for any IP.
- At the high range, includes an estimated value for IP on a replacement cost basis.
- The mid-range is in between these values.

Other adjustments

118. Other adjustments are to:

- The \$0.3m increase in cash and the ISXFEU loan received during August. This has no impact on net assets but is shown for completeness.
- Estimated 2 months interest on the debts owed to ISXFEU at 10% per annum.
- Estimated unavoidable transaction costs.

8.2. Equity value of NSX

119. This results in an estimated equity value range on a control basis⁸ of negative \$0.6m to positive \$4.2m.

120. We acknowledge that the range is broad – this reflects uncertainty in the valuation assumptions. However, our approach is to bookend our valuations with low and high values to test ‘fairness’ at those ranges and adopt the mid-point as our preferred range.

Shares outstanding

121. Pre Resolutions the Company has 459.3m Shares outstanding taken from Table 2. The Pre Resolutions number of shares used in the calculations disregarded the Shares cancelled in early August 2024 noted above.

Pre Resolutions value per Company Share

122. We estimate the Pre Resolutions value is 0.0 cents to 0.9 cents per Share (rounded). Due to the limited liability of Shares, at the low range we adopted nil Share value as opposed to a negative Share value.

⁸ Consistent with ASIC RG 111 guidance which we are obliged to follow in that a control premium should be added.

9.0 VALUATION OF CLEARPAY

9.1. Adjusted net assets method

123. We have assessed the Equity Value for ClearPay using an adjusted net assets method as set out in the following table:

Table 8: ClearPay value

\$'000s				
ClearPay value (adjusted net assets)	Ref	Low	Mid	High
Amount spent on developing the IP		2,257	2,257	2,257
Plus developers' margin	20%	451	451	451
Less estimated depreciation		(2,709)	(1,354)	-
Plus reported cash & loan 31 August 2024		943	943	943
Equals estimated equity fair value (control basis)		943	2,297	3,651
Equals estimated NSX interest at 41%	41%	387	942	1,497

Amount spent on developing the IP

124. We estimate the value of the IP using a replacement cost method less depreciation. This method assumes that a theoretical buyer of the IP (in this case, the software developed by ClearPay) would be willing to pay at least the replacement cost. The replacement cost is estimated from the actual cost expended. We acknowledge that this value is subject to uncertainty given the software is not operational and lacks the licence approval for use in Australia.

125. This is taken from Section 5.3 based upon the original \$3.2m contributed to ClearPay less the residual cash and loan asset on 31 August 2024.

Developers Margin

126. Under a replacement cost method, it is reasonable to assume that ClearPay would expect a margin on the cost of development. We have estimated a reasonable margin for a software developer at 20%.

Depreciation

127. We accept that it is possible that not all the development cost is viable and may be impaired by economic, functional or technical obsolescence. To bookend the ranges of our valuation, we have assumed:

- At the low range, fully impaired (consistent with the Auditors view).
- At the high range, no impairment.
- The mid-range is in between these values.

Reported cash & loan

128. This is taken from Section 5.3 being the reported values of cash \$0.4m and the loan receivable from ISXFEU of \$0.5m.

9.2. ISX equity value in ClearPay

129. The above adjustments result in a range of values of \$0.9m to \$3.7m for 100% of the equity of ClearPay. We regard this as a control value based upon the valuation methods adopted.

130. We have then calculated NSX's 41% interest in ClearPay as a pro-rata value ranging from \$0.4m to \$1.5m

131. In our view, no material minority discount applies due to the arrangement being a joint venture.

9.3. Comparison of valuation of ClearPay interest to consideration

132. We set out a comparison of ISX's equity interest in ClearPay to the offered consideration under Resolution 6 which we regard as a debt reduction.

Table 9: Comparison for Resolution 6

\$'000s				
Resolution 6 - Comparison of ClearPay to offer	Ref	Low	Mid	High
Fair value of NSX interest in ClearPay disposed of	Tbl.8	(387)	(942)	(1,497)
Less consideration - reduction in liability to ISXFEU	Tbl.4	520	520	520
Difference - gain / (loss) to Shareholders		133	(422)	(977)
Number of Shares #'000's Pre Proposal	Tbl.2	459,281	459,281	459,281
Difference per share		\$0.000	-\$0.001	-\$0.002

133. The above table shows that:

- At the low range, NSX receive more consideration than the value of ClearPay.
- At the mid and high ranges NSX receive less consideration than the value of ClearPay. This means that ISXFEU are receiving a financial benefit at those ranges.

134. We calculate the difference on a per share basis for context.

10.0 VALUATION OF NSX POST RESOLUTIONS

10.1. Valuation of NSX Post Resolution 7

135. We set out our calculations to assess the valuation of NSX Post Resolution 7.

Table 10: NSX Post Resolution 7 equity value

\$'000s		Low	Mid	High
Post Resolution 7 Equity Value	Ref			
Pre Proposal estimated equity fair value	Tbl.7	(611)	1,785	4,181
Add clearing of cancelled share debt to ISXFEU	Tbl.2	2,200	2,200	2,200
Less avoidable transaction costs		-	-	-
Equals estimated equity fair value (control basis)		1,589	3,985	6,381
Less minority discount	17%	(265)	(664)	(1,063)
Equals estimated equity fair value (minority basis)		1,324	3,321	5,317
Number of Shares #'000's Pre Proposal	Tbl.2	459,281	459,281	459,281
ISXFEU under Share Issue	Tbl.2	88,000	88,000	88,000
Equals Post Proposal number of Shares #'000's		547,281	547,281	547,281
Post Proposal share price \$ whole (minority value)		\$0.002	\$0.006	\$0.010

Pre Resolutions equity value

136. The Pre Resolutions equity value for NSX is taken from Table 7.

Effects of the Resolution 7

137. The effects of the Resolution 7 are:

- A reduction in ISXFEU debt of \$2.2m taken from Table 2.
- No material expected avoidable transaction costs.

Minority discount

138. The above adjustments result in a 'control' equity value (given the approach of adjusted net assets, plus goodwill) which are inclusive of a control premium. The evidence around control premiums is set out in **Appendix 6**. ASIC regulatory guidance suggests that the appropriate assessment Post Resolutions should be done on a minority value basis. In this way it can be demonstrated if a control premium is being paid under the terms of the Resolutions, i.e., if the Post Resolutions minority value exceeds the Pre Resolutions control value.

139. Taking the above into account, in our judgement we settled upon an estimated DLOC of 17%, being the inverse of a 20% control premium based on the evidence set out in **Appendix 6**. We observe that our overall opinion is not strongly influenced by our estimate of the level of DLOC.

Post Resolution 7 value per Company Share

140. We estimate the Post Resolution 7 value is 0.2 cents to 1.0 cents per Share (rounded). The number of Shares is based upon Table 2 being:

- The Pre Resolutions number of shares.
- The Share Issue to ISXFEU to NSX.

10.2. Valuation of NSX Post Resolutions 6 & 7

141. Whilst each resolution is separate and not conditional upon each other, to assist Shareholders understanding we set out our calculations to assess the valuation of NSX Post both Resolutions 6 & 7.

Table 11: NSX Post Resolution 6 & 7 equity value

\$'000s		Low	Mid	High
Post Resolution 6 & 7 Equity Value				
	Ref			
Pre Proposal estimated equity fair value	Tbl.7	(611)	1,785	4,181
Less value of ClearPay	Tbl.9	(387)	(942)	(1,497)
Add clearing of debt to ISXFEU	Tbl.9	520	520	520
Less clearing of cancelled share debt to ISXFEU	Tbl.10	2,200	2,200	2,200
Less avoidable transaction costs	Tbl.10	-	-	-
Equals estimated equity fair value (control basis)		1,722	3,563	5,403
Less minority discount	17%	(287)	(594)	(901)
Equals estimated equity fair value (minority basis)		1,435	2,969	4,503
Number of Shares #'000's Pre Proposal	Tbl.2	459,281	459,281	459,281
ISXFEU under Share Issue	Tbl.2	88,000	88,000	88,000
Equals Post Proposal number of Shares #'000's		547,281	547,281	547,281
Post Proposal share price \$ whole (minority value)		\$0.003	\$0.005	\$ 0.008

142. References in the above table explain the calculation.

143. The minority discount of 17% is applied for the same reasons in paragraph 138.

11.0 EVALUATION

11.1. Quantitative (fairness) assessment

144. Table 11 below sets out our estimated values and comparison of the consideration to the value of the ClearPay interest per share. It also shows the change in Share price Pre and Post Resolution 7 and both Resolutions 6 & 7.

Table 11

\$'000's / \$ whole per share	Low	Mid	High
Evaluation summary			
Resolution 6			
Fair value of NSX interest in ClearPay disposed of	(387)	(942)	(1,497)
Less consideration - reduction in liability to ISXFEU	520	520	520
Difference - gain / (loss) to Shareholders	133	(422)	(977)
Quantitative evaluation - Resolution 6	Fair	Not Fair	Not Fair
Resolution 7			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.002	0.006	0.010
Share price Higher / (Lower) Post Proposal	0.002	0.002	0.001
Quantitative evaluation – Resolution 7	Fair	Fair	Fair
Resolution 6 & 7 together			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.003	0.005	0.008
Share price Higher / (Lower) Post Proposal	0.003	0.002	-0.001
Quantitative evaluation – Resolution 6 & 7	Fair	Fair	Not Fair

145. For Resolution 6 we estimate that Shareholders are between \$0.1m better and -\$1.0m worse off from the sale of the 41% JV interest in ClearPay. This means that ISXFEU are receiving a financial benefit at the mid and high ranges.
146. For Resolution 7 we estimate that the Pre Resolutions value of NSX is between nil cents to 0.9 cents per Share on a control basis (rounded). On a Post Resolution 7 minority basis, we estimate the Share price is higher and ranges from 0.2 cents to 1.0 cents (rounded). As a result, the position of Shareholders for Resolution 7 is generally better by 0.2 to 0.1 cents per Share (rounded).
147. If both Resolutions pass, then position of Shareholders ranges from 0.3 cents better to 0.1 cents worse per Share (rounded).

Fairness opinion

148. As each Resolution is separate and not conditional on each other we conclude:
- **Resolution 6:** As ISXFEU receive a financial benefit at the mid-range, Resolution 6 is **Not Fair** to Shareholders.
 - **Resolution 7:** As Shareholders are better off at the mid-range, Resolution 7 is **Fair** to Shareholders.

11.2. Qualitative (reasonableness) assessment

149. We summarise the merits of the Resolutions and any alternatives to the Resolutions under their respective headings:

	Resolution 6	Resolution 7
Advantages of the Resolutions	<ul style="list-style-type: none"> The Resolution is fair at the low range, which is consistent with the Auditors FY24 assessment of nil value of ClearPay. The Resolution results in a reduction in debt by \$0.5m. NSX will have no further obligation to invest resources in ClearPay to develop it to fruition. 	<ul style="list-style-type: none"> The Resolution is fair at all ranges, which indicates a control premium is likely being paid by ISXFEU. The Resolution results in a reduction in debt by \$2.2m. The average price to be paid of 2.5 cents per share is greater than the market price for NSX Shares of ~1.4 cents per share, albeit that we consider that price illiquid.
Disadvantages of the Resolutions	<ul style="list-style-type: none"> The Resolution is not fair at the mid or high ranges at our assessed positive values for the NSX interest in ClearPay. However such values are uncertain. NSX's original investment of \$3.2m in ClearPay, less \$0.5m debt reduced, is lost. Any interest in ISXFEU's IP that was to be contributed to ClearPay for their 59% share is also lost. Under the sale terms, there is no opportunity for NSX to participate in upside special value (if any) should ISXFEU ever utilise the IP developed by ClearPay. In our view this reflects the likely poor bargaining position of NSX. 	<ul style="list-style-type: none"> Ordinary Shareholders will have their voting interests in the Company diluted from ~70% to ~59%.
Other considerations including no change in circumstances	<ul style="list-style-type: none"> The ClearPay investment was already recorded in NSX accounts at nil value before FY23. 	<ul style="list-style-type: none"> Given ISXFEU's substantial interest of ~30%, their greater interest of ~42% may not reflect any substantive change in control or liquidity.
Alternatives to the Resolutions	<ul style="list-style-type: none"> Directors confirm there are no other viable alternatives to the Resolution. They do not believe any 3rd party could acquire in the short 	<ul style="list-style-type: none"> Directors confirm there are no other viable alternatives to the Resolution. The Company does not have the funds to repay ISXFEU.

	Resolution 6	Resolution 7
	<p>term their 41% interest in ClearPay at significantly greater value given it would require the consent of NSXFEU.</p> <ul style="list-style-type: none"> • Director's state they do not have the funds to devote further resources to ClearPay to bring it to fruition, given other operating losses. • A members' voluntary administration of ClearPay is unlikely to achieve a better result. 	
Impact if the Resolutions do not proceed	<ul style="list-style-type: none"> • Directors advise that the Company is continuing to incur monthly operating losses for at least the remainder of FY25 of ~\$0.2m per month. The Company has diminishing resources to fund those losses. On 30 June 2024, cash was \$2.1m. • If the Resolution does not proceed, then it is obligated to repay the loan to ISXFEU of \$0.5m plus 10% p.a. interest, which would further diminish its resources. • The Directors will explore other funding opportunities which are likely to be more difficult or on less favourable terms if the Resolution is not passed due to the unattractiveness of the debts owed to ISXFEU. 	<ul style="list-style-type: none"> • As for Resolution 6. • If the Resolution does not proceed, then it is obligated to repay the loan to ISXFEU of \$2.2m plus 10% p.a. interest, which it is presently unable to do. • As for Resolution 6.

150. We are mostly persuaded by the advantage of the Resolutions in reducing debts to ISXFEU, and the poor consequences if those debts must be repaid. Therefore, in our opinion the advantages of both Resolutions outweigh the disadvantages, and the Resolutions are both **Reasonable** to Shareholders.

11.3. Summary of Opinion

151. On the balance of the above matters considered, we think that for each:

- Resolution 6: is Not Fair but Reasonable to Shareholders.
- Resolution 7: is Fair and Reasonable to Shareholders.

APPENDIX 1 – SOURCES OF INFORMATION

- Draft Notice of Meeting as of 3 Sept 2024.
- NSX FY24 Audited Annual Report.
- ClearPay unaudited management accounts to 31 August 2024.
- NSX presentations, announcements, and impairment workpapers on ClearPay.
- Emails and discussion with Directors or management of NSX.
- Other sources listed throughout the Report.

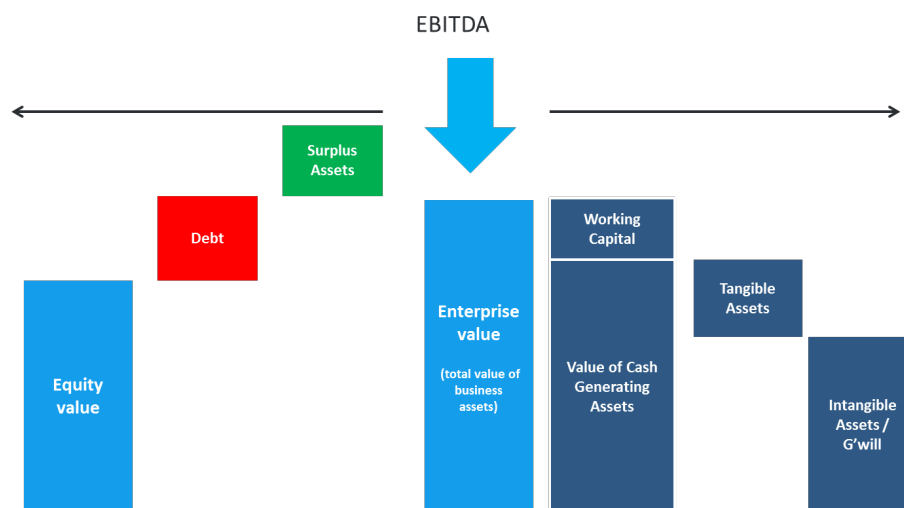
APPENDIX 2 – OVERVIEW OF VALUATION METHODOLOGIES AND PRINCIPLES

Type	Method	Description	When method used
Income Approaches	Discounted Cash Flow	<p>The Discounted Cash Flow (DCF) method derives the value of a business on a controlling basis based on the future cash flows of the business discounted back to a present value at an appropriate discount rate (cost of capital). The discount rate used will reflect the time value of money and the risks associated with the cash flows.</p> <p>The DCF Method requires:</p> <ul style="list-style-type: none"> • Forecasting cash flows over a sufficient long period (at least 5 years and usually 10 years) • Assessing an appropriate discount rate (typically derived using judgment and aids such as the Capital Asset Pricing Model (CAPM)). The cost of equity (Ke) can be built up from first principles or benchmarked against comparable companies (“Co-Co”) or transactions (“Co-Tran”), and • Estimation of the terminal value (value of the business into perpetuity) at the end of the period (typically derived using the capitalisation of earnings method). 	<p>Reasonably accurate forecast cash flows (minimum 5 years).</p> <p>Earnings or cash flows expected to fluctuate from year to year.</p> <p>Business is in start-up or turn around phase.</p> <p>Specific projects that have a finite or infinite life, for example, mining projects.</p>
	Capitalisation of Maintainable Earnings	<p>The Capitalisation of Maintainable Earnings (CME) method is the most used valuation method. It involves the application of a capitalisation multiple to an estimate of the Future Maintainable Earnings (FME) of the business. The FME must be maintainable by the business and must not include one-off gains or losses. The capitalisation multiple will reflect the risk, time value of money and future growth prospects of the business.</p> <p>The appropriate capitalisation multiple is determined with reference to the observed multiples of entities whose businesses are comparable (“Co-Co”) to that of the business being considered and/or comparable transactions, (“Co-Tran”).</p>	<p>The business has a history of profits with a reasonably consistent trend and that trend is expected to continue.</p> <p>The business has an indefinite life.</p> <p>Cash flow forecasts are not available.</p>

Type	Method	Description	When method used
	Capitalisation of Dividends	This method involves the capitalisation of forecast future maintainable dividends. The maintainable level of dividends is estimated by assessing the expected level of future maintainable earnings and the dividend policy of the entity. The appropriate capitalisation rate reflects the investor's required rate of return.	Valuation is for a minority interest. Stable business. High payout ratios.
	Yield Based	This method is primarily used for property assets and involves capitalising forecast distributions by an estimated future maintainable yield. The yield or rate is determined based on analysis of comparable entities.	Commercial or investment properties including retail, industrial and commercial.
Market Approach	Market	<p>This method values a Group bases on the traded prices of its equity on a public market/exchange. The approach can adopt the prevailing spot rate of the entity's securities at valuation date or the Volume Weighted Average Price (VWAP over a set trading period i.e., the preceding 30, 60 or 90 trading days to the valuation date).</p> <p>In the absence of market data specific to the entity, the market approach can also be used by examining market values for comparable companies ("Co-Co") or comparable transactions ("Co-trans").</p> <p>Comparable transactions may be observed as being based upon a widely used industry practice such as a multiple of revenue instead of earnings.</p>	<p>Group's equity is listed on public market/exchange i.e., ASX.</p> <p>Securities in the entity are actively traded on the market/exchange.</p> <p>As above for comparable companies or transactions</p>
Asset Approach	Asset Based	<p>Asset based valuation involve separating the business into components that can be readily sold, such as individual business Shares or items of plant and equipment and ascribing a value of each component based on the amount that could be obtained if sold.</p> <p>The asset value can be determined based on:</p> <ul style="list-style-type: none"> • Orderly realisation • Liquidation • Going concern 	<p>Asset rich entities</p> <p>For wind-up or realisation value</p>

Type	Method	Description	When method used
Asset Approach	Cost approach	The value of an asset determined by: <ul style="list-style-type: none"> • Reproduction cost less depreciation (in basic terms, the cost of replicating functionality). • Reproduction cost (in basic terms, the cost of recreating the asset). 	The cost-based approach can be used to derive market value where market or income factors are difficult to obtain or estimate with reliability (for example, for some intangible assets).

Valuation Principles



In adopting an income approach, a multiple of EBITDA or a DCF of cash flows is typically used to determine Total Enterprise Value (TEV), which represents the total value of the net business assets. Any excess over tangible and identified intangible assets (moving right in the diagram above) represents goodwill.

Moving left in the diagram, adjustments are made to TEV to add surplus assets (e.g., cash) and deduct debt so as to determine equity value. Surplus assets are any assets that are not required to generate the business's earnings or cash flows.

Further discounts may be applied to equity to determine a minority or illiquid value.

APPENDIX 3 – QUALIFICATIONS, INDEPENDENCE, DECLARATIONS AND CONSENTS

Statement of Qualifications, Independence, Declarations and Consents

Qualifications

Moore Australia (Vic) Pty Ltd (ABN 17 386 983 833) (**Moore**) is a Melbourne based accounting, audit and business advisory practice and is a licensed investment adviser within the terms of the Corporations Act 2001. Moore is an independent practice and a member of Moore International. Moore International is a national and international association of separate accountant and advisor entities represented in major capital cities of Australia and with member firms operating in many countries worldwide.

The AFSL licence (No 247262) allows Moore to act for clients only in the capacity of providing reports in relation to certain corporate transactions or to provide general financial product advice on certain classes of financial products. Senior directors at Moore Stephens specialise in such advice and regularly perform corporate and asset valuations and advice on company restructures, acquisitions, and proposals. Moore Stephens Audit (Vic) is affiliated with Moore Stephens and, acting through different directors, also performs audits on the accounts of Australian companies.

The primary persons responsible for preparing this Report on behalf of Moore are Mr Colin Prasad (B. Com ACA and BVS) (with the assistance of staff), who has a significant number of years of experience in relevant corporate matters including valuations, independent expert reports and investigating accountant engagements.

Independence

Moore considers itself to be independent in terms of Regulatory Guide 112 issued by ASIC relating to independence of experts and has developed and issued an opinion and report on an unbiased basis.

Moore and its related entities or any of its Directors have not had within the previous two years, any Shareholding in the Company. During the 2 years period to this report Moore and its related entities have not provided any professional services to the Company or any related parties to the Company.

None of Moore, Mr Colin Prasad, nor any other member, director, partner or employee of any of Moore has any interest in the opinion reached by Moore except that we are entitled to receive professional fees for the completion of this Report based on time incurred at normal professional rates. Our fee for the preparation of this report is \$29,000. Except for these fees no parties will receive any other benefits, whether directly or indirectly, for or in connection with issuing this Report.

Disclaimers

This Report has been prepared at the request of the Directors of the Directors and was not prepared for any other purpose than stated in this Report in Section 3. This Report has been prepared for the sole benefit of the Directors and the Shareholders of the Company. This Report should not be used or relied upon for any purpose other than as set out in Section 3. Accordingly, Moore expressly disclaims any liability to any person (other than the Directors or Shareholders of the Company) who relies on our Report, or to any person at all who seeks to rely on the Report for any other purpose not set out in Section 3.

Appendix 1 identifies the sources of information upon which this Report has been based. To the extent we have used historical information we are entitled to rely upon the information. Any forecast information which has been referred to in this Report has been prepared by the relevant entity and is generally based upon best estimate assumptions about events and management actions that may or may not occur. Accordingly, Moore cannot provide any assurance that any

forecast is representative of results or outcomes that will actually be achieved. Whilst (unless stated otherwise in the Report) Moore has no reason to believe that such information is not reliable and accurate, it has not caused such information to be independently verified or audited in any way. Inquiry, analysis and review have brought nothing to our attention to indicate a material misstatement, omission or lack of reasonable grounds upon which to base our opinion.

The opinions given by Moore in this Report are given in good faith, based upon our consideration and assessment of information provided to us by the Directors and executives of the parties to the Resolutions; and in the belief on reasonable grounds that such statements and opinions are correct and not misleading, (unless otherwise stated in the Report). This Report has been prepared with care and diligence.

Advanced drafts of this Report were provided to the Directors of the Directors. Minor changes for factual content were made to this Report. There was no alteration to the methodology or conclusions reached because of discussions related to drafts of the Report.

Moore's opinion is based on prevailing conditions at the date of this Report including market, economic and other relevant circumstances. These can change over relatively short time period and any subsequent changes in these conditions in the value either positively or negatively.

Indemnity

The Directors has agreed that it will indemnify Moore and its employees and officers in respect to any or all losses, claims, damages and liabilities arising as a result of or in connection with the preparation of this Report, except where the claim has arisen as a result of wilful misconduct or negligence by Moore.

Consent

This Report has been prepared at the request of the Directors and may accompany materials to be given to Shareholders.

Moore consents to the issuing of this Report and the form and context to which it is to be included with the materials. Other than the Report, Moore has not been involved in the preparation of the documents or other aspects of the Resolutions or the materials to which this Report may be attached. Accordingly, we take no responsibility for the content of those materials or the Resolutions as a whole. Neither the whole nor any part of this Report nor any reference thereto may be included in any other document without prior written consent of Moore as to the form and context to which it appears.

APPENDIX 4 – MOORE AUSTRALIA (VIC) PTY LTD FINANCIAL SERVICES GUIDE

This Financial Services Guide forms part of the Independent Expert Report.

Moore Australia (Vic) Pty Ltd (ABN 17 386 983 833) (**Moore**) holds Australian Financial Services Licence no 247262 authorising it to provide general financial product advice in relation to various financial products such as securities, interests in managed investment schemes, and superannuation to wholesale and retail clients. Moore has been engaged by the Company to provide an Independent Experts Report (the **Report**) for inclusion with materials to be sent Shareholders.

The Corporations Act, 2001 requires Moore to provide this Financial Services Guide (**FSG**) in connection with its provision of this Report. Moore does not accept instructions from retail clients. Moore provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Moore does not provide any personal retail financial product advice to retail investors, nor does it provide market-related advice to retail investors.

Moore is only responsible for this Report and this FSG. Moore is not responsible for any material publicly released by the Directors in conjunction with this Report. Moore will not respond in any way that might involve any provision of financial product advice to any retail investor.

This Report contains only general financial product advice. It was prepared without considering your personal objectives, financial situation or needs. You should consider your own objectives, financial situation and needs when assessing the suitability of this Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

When providing reports in the form of this Report, Moore's client is the Company to which it provides the report. Moore receives its remuneration from the Directors. For this Report and other services, Moore will receive a fee based upon normal professional rates plus reimbursement of out-of-pocket expenses from the Directors. Directors or employees of Moore or other associated entities may receive partnership distributions, salary, or wages from Moore. Moore and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products.

Moore has professional indemnity insurance cover for reports of this nature under its professional indemnity insurance policy. This policy meets the compensation arrangement requirements of Section 912B of the Corporations Act 2001.

Moore has internal complaints-handling mechanisms. If you have concerns regarding this Report, please contact us in writing to Mr. Kevin Mullen, Moore Australia (Vic) Pty Ltd, Level 44, 600 Bourke Street, Melbourne, Vic, 3000. We will endeavor to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request

APPENDIX 5 – ARTICLE ON SHARE TURNOVER



WHEN IS SHARE TRADING LIQUID ENOUGH FOR IER VALUATION

By Colin Prasad

Independent Expert Reports (IERs), or "fair & reasonableness" reports require a valuation of the subject Company. When we write an IER we consider if we can use a listed company's share price as a valuation method. But there needs to be an "active and deep liquid market" for it to be a meaningful guide to value.

In deciding this we examine share turnover ratios. A share turnover ratio is the volume of a company's shares traded over a period, as a proportion of the number of total shares on issue. We look at this for a subject Company on both a share trading volume and weighted by value basis.

But what is usually considered a reasonable level of share volume turnover liquidity in a listed company?

For this example, we calculated the annual share turnover ratio of every ASX-listed stock in FY23. The market cap weighted average turnover of the whole market was 81%. This means that 81% of the total shares on issue was turned over in a single year.

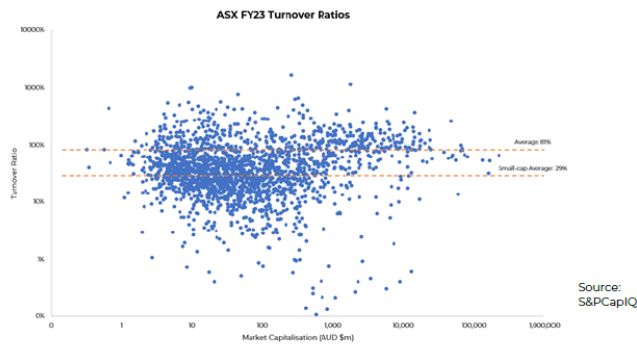
We expected this to be less than 100% given that superannuation funds and other institutional investors tend to hold a significant portion of listed shares for the longer term. For example, FY23 stock turnover by large but popular stocks was:

- BHP 67%
- CBA 53%
- CSL 55%
- WES 55%
- TLS 67%

Companies with very high (> 100% turnover) tend to be funds (e.g. "BetaShares") and resources companies with (presently) exposure to critical metals or batteries. (e.g. ASX:PMT Patriot Battery Metals). Companies with less than 20% share volume turnover consisted of a mix of resources companies and industrials of varying market capitalisation. They shared no obvious characteristics, other than perhaps being closely held or unattractive. Macquarie Technology Group (ASX:MAQ) had just 18.2% turnover with a market cap of \$1.6 billion and is an example of a closely held company.

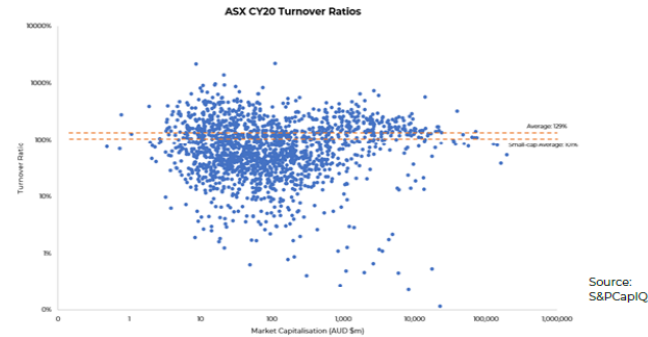
We also calculated the same for small-cap shares with <\$100m market capitalisation. The share volume turnover ratio dropped significantly to just 29% for FY23 for these companies.

FY23 Chart – Share turnover % vs Market capitalisation.
Note a Log scale is used due to the breadth of data.



Interestingly, we calculated the same for the 2020 calendar year, which experienced heightened economic (COVID-19) instability. The annual share turnover was much higher, both for all ASX-listed companies at 129%, and for small-cap stocks at 101%. This demonstrates how much large scale market selloffs and rallies can skew the apparent turnover of shares.

CY2020 Chart – Share turnover % vs Market capitalisation (log scale).



At Moore Australia, we tend to write IER's on companies with smaller market capitalisations. I view CY2020 data of 101% as abnormal and FY23 data of 29% as more usual.

Therefore, on balance, I think that share trading turnover volumes below 15% would indicate some concern on the reliability of using the share price as a guide to value.

Of course, there are other factors to consider when determining whether a stock is liquid, including:

- Buy/sell spreads (market depth)
- Ownership and the level of free float,
- Size or pattern of trades in the period. For example if trading activity was isolated to a few big trades or was spread throughout the year.

Whilst a share with a trading turnover volume of below 15% means that we probably can not use the share price as a guide to value, we still should not ignore it outright. It just means that we would likely adopt another valuation approach as our primary approach, (e.g. an income or asset based method). If that approach was significantly different from the implied market capitalisation, it may cause us to consider whether our primary approach is plausible, or if there are other reasons for the difference.

Therefore, our expertise and judgement as the valuer is required for the circumstances. There may not always be a firm answer on where the 'cut-off' on share turnover liquidity sits.

If you would like to discuss this further, Moore Australia has valuation experts across the network. Please contact us today to find out more.



An independent member of Moore Global Network Limited – members in principal cities all throughout the world. Liability limited by a scheme approved under Professional Standards Legislation.
The information provided in this document is for general advice only and does not represent, nor intend to be advice. We recommend that prior to taking any action or making any decision, that you consult with an advisor to ensure that individual circumstances are taken into account.

CONTACT US

Victoria
Level 44, 600 Bourke Street
Melbourne VIC 3000
T +61 3 9608 0100

Level 1, 219 Pyrie Street
Geelong VIC 3220
T +61 3 5215 6800

194 High Street
Bentone VIC 3216
T +61 3 5241 3888

Tasmania
161 St John Street
Launceston TAS 7250
T +61 3 6334 0500
www.moore-australia.com.au

APPENDIX 6 – NSX PUBLIC LISTED EXCHANGE COMPARABLES

LISTED COMPS	LATEST	LTM								
		Company	Stock Exchange(s)	TEV \$m	Market Cap \$m	Net Assets \$000s	Goodwill \$000s	EBITDA \$000s	Revenue \$000s	TEV/Revenue
ASX Limited (ASX:ASX)	Australian Securities Exchange	10,405	12,320	3,724,700	8,595,323	1,167,700	1,580,800	6.6x	8.9x	5.4x
BSE Limited (NSEI:BSE)	Bombay Stock Exchange	6,265	6,974	635,839	6,338,133	167,008	367,851	17.5x	38.4x	17.2x
Budapesti Értéktőzsde Nyilvánosán Mukódo Részvénytársaság	Budapest Stock Exchange	NA	128	NA	NA	NA	NA	NA	NA	NA
Bulgarian Stock Exchange AD (BUL:BSE)	Bulgarian Stock Exchange	10	86	26,864	59,601	6,105	15,744	0.6x	1.6x	3.8x
Dubai Financial Market P.J.S.C. (DFM:DFM)	Dubai Stock Exchange	NA	NA	3,271,813	NA	203,812	263,770	NA	NA	NA
Euronext N.V. (ENXTPA:ENX)	Several European Stock Exchanges	20,177	17,249	6,624,519	10,624,652	1,446,642	2,555,987	7.8x	13.9x	4.2x
Giełda Papierów Wartościowych w Warszawie S.A. (WSE:GPW)	Polish Stock Exchange	557	731	391,768	339,376	71,382	173,454	3.1x	7.6x	2.0x
Hellenic Exchanges - Athens Stock Exchange S.A. (ATSE:ASE)	Athens Stock Exchange	313	441	169,437	271,503	31,200	80,700	3.8x	10.0x	3.4x
Hong Kong Exchanges and Clearing Limited (SEHK:388)	Shanghai, Shenzhen and Hong Kong Stock Exchanges	7,987	55,272	9,726,855	45,545,483	2,797,844	3,988,474	2.0x	2.9x	11.4x
JSE Limited (JSE:JSE)	Johannesburg Stock Exchange	698	842	351,774	490,346	76,800	234,917	2.9x	8.8x	2.1x
London Stock Exchange Group plc (LSE:LSEG)	London and AIM Stock Exchanges	126,815	108,116	48,478,942	59,636,916	4,973,277	16,498,833	7.5x	24.9x	3.6x
NSX Limited (ASX:NSX)	National Stock Exchange of Australia	6	7	NA	NA	(3,391)	1,502	4.1x	NM	NA
NZX Limited (NZSE:NZX)	New Zealand Stock Exchange	449	385	109,032	276,103	30,176	103,900	4.3x	14.9x	2.7x
Pakistan Stock Exchange Limited (KASE:PSX)	Pakistan Stock Exchange	41	57	54,562	2,283	5,924	10,491	3.9x	6.9x	0.2x
Singapore Exchange Limited (SGX:S68)	Singapore Stock Exchange	13,090	13,556	2,168,329	11,387,960	729,014	1,393,644	9.2x	17.6x	8.2x
The Philippine Stock Exchange, Inc. (PSE:PSE)	Philippines Stock Exchange	285	379	146,482	232,349	22,763	37,407	7.7x	12.7x	6.2x
The Tel-Aviv Stock Exchange Ltd. (TASE:TASE)	Tel-Aviv Stock Exchange	1,061	1,193	NA	NA	60,111	167,534	6.5x	18.0x	NA
Intercontinental Exchange, Inc. (NYSE:ICE)	New York Stock Exchange	171,668	139,630	37,828,062	101,801,457	8,078,501	13,442,809	12.9x	21.6x	7.6x
Nasdaq, Inc. (NASDAQGS:NDAQ)	NASDAQ Stock Market	76,888	62,064	15,883,209	46,181,043	3,832,520	10,019,172	7.7x	20.4x	4.6x
Deutsche Börse AG (XTRA:DB1)	Frankfurt Stock Exchange	74,282	63,942	16,377,798	47,564,477	5,017,630	10,940,416	6.7x	14.7x	4.3x
TMX Group Limited (TSX:X)	Toronto Stock Exchange	15,597	13,311	4,800,689	8,510,327	2,774,533	3,441,758	4.6x	5.7x	2.5x
Unadjusted										
Average		27,715	24,834	8,376,149	20,462,196	1,574,478	3,265,958	6.3x	13.9x	5.3x
Median		6,265	4,084	2,720,071	8,510,327	185,410	315,811	6.5x	13.3x	4.2x
Max		171,668	139,630	48,478,942	101,801,457	8,078,501	16,498,833	17.5x	38.4x	17.2x
Min		6	7	26,864	2,283	(3,391)	1,502	0.6x	1.6x	0.2x
Control premium										
Size discount										
Adjusted										
Average								3.8x	8.3x	3.2x
Median								3.9x	8.0x	2.5x
Max								10.5x	23.1x	10.3x
Min								0.4x	0.9x	0.1x

Source: S&PCAPIQ and MAV analysis

Premium for control

152. A premium for control can be defined as an amount or a percentage by which the pro-rata value of a controlling interest exceeds the pro-rata value of a non-controlling interest in a business enterprise, to reflect the power of control. The requirement for an explicit valuation adjustment for a control premium depends on the valuation purpose, methodology and approach adopted.
153. An Australian empirical study⁹ calculated observed premiums paid in takeovers to be in the order of 22%-35% over the long run. However takeover premiums in any period were volatile depending on the sectors involved and the economic cycle. This is based upon successful takeover offers and schemes of arrangement completed between 2005 and 2020 for companies listed on the ASX. Another study of ASX takeover data from 2012 to 2023¹⁰ showed median acquisition premiums of 35% but ranging from 15% to 46% by industry.
154. We have also considered other empirical control premium studies and authorities¹¹ that take into account international markets. KPMG's 2019 valuation practices survey (not an empirical study) notes premiums for control adopted in the range of 14-34%.
155. It is not clear from acquisition price observational studies as to how much of an acquisition premium is paid for control, versus other factors including synergies or irrational exuberance. In theory, the value of control arises from the ability to optimise business decisions and improve returns to the owner.
156. Taking the above into account, in our judgement we therefore adjust the median comparable company multiple above of 4.2x for a 20% control premium, to derive a control multiple of 5.0x.

Specific risk discount

157. Many of the comparable companies and comparable deals are larger or more diversified than NSX and have positive earnings. Most of the other exchanges are the main exchange in their market.
158. We have therefore applied in our judgment a small size and specific risk discount for NSX of 50%, to the control multiple above of 5.0x to derive 2.5x. We only use this multiple in our assessment of the Pre Resolutions value of NSX at the "High" range. At the mid-range, we effectively use 1.25x and at the low range, zero. In this way we cater for the risk that NSX is much less attractive than any of the comparable companies set out above.

⁹ <https://www.rsm.global/australia/report/control-premium-study-2021>

¹⁰ <https://www.findex.com.au/insights/article/acquisition-premium-study-an-analysis-of-acquisition-premiums-in-australia-from-2013-to-2023>

¹¹ Mergerstat, & Pratt "Discounts & Premiums, 2nd edition

Moore Australia**Victoria**

Level 44, 600 Bourke Street
Melbourne Victoria 3000

T +61 3 9608 0100

Level 3, 237 Ryrie Street
Geelong Victoria 3000

T +61 3 5215 6800

Tasmania

161 St John Street
Launceston TAS 7250

T +61 3 6334 0500

victoria@moore-australia.com.au

www.moore-australia.com.au



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 19 November 2024.**

🖥 TO APPOINT A PROXY ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/nsxagm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 11:00am (AEDT) on Tuesday, 19 November 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/nsxagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **NSX Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held **online via a Virtual Conference Link on Thursday, 21 November 2024 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1, 5, 9 and 10**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions, even though **Resolutions 1, 5, 9 and 10** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Resolution 1 Approval of the adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of the re-election of Mr Tim Hart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of the re-election of Mr Tod McGrouther as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of the re-election of Mr Michael Aitken as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Grant of Performance Rights and Approval of Performance Rights Plan for Max Cunningham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval for the sale of ClearPay JV share holding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval for an increase in the relevant interest in NSX Shares by ISXFEU	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of an increase in share placement capacity under ASX Listing Rule 7.1A (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Issue of Performance Rights to Scott Evans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval of Securities Issuance under the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

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