

Dear Shareholder,

3 October 2018

NON-RENOUCEABLE RIGHTS ISSUE – NOTIFICATION TO INELIGIBLE SHAREHOLDERS

I am writing to you as the registered holder of shares in NSX Limited (ASX:NSX) (**NSX**) with a registered address outside of Australia, New Zealand or Hong Kong (**Ineligible Shareholder**).

On 28 September 2018, NSX announced it is undertaking a non-renounceable rights issue (**Entitlement Offer**) of 1 fully paid ordinary shares in NSX (**New Shares**) for every 2 ordinary shares held at an issue price of \$0.15 per New Share to raise up to approximately \$12.8 million before costs of the Entitlement Offer. Fractional entitlements will be rounded up to the nearest number of whole New Shares.

The Entitlement Offer will be made by way of an offer document pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) (**Offer Booklet**), meaning that NSX will not issue a prospectus for the Entitlement Offer.

The maximum number of New Shares to be issued under the Entitlement Offer is 85,045,541 (subject to the effect of rounding) which would raise approximately \$12.8 million and would result in total issued shares in NSX of 255,136,622 (if the Entitlement Offer is fully subscribed and subject to the effect of rounding and includes 22,185,793 placement shares to be completed and to be issued on or before 4 October 2018). There is no broker to the Entitlement Offer and the Entitlement Offer is not underwritten.

The proceeds from the Entitlement Offer will be used by NSX to further enhance market connectivity, accelerate business development, continue operational enhancements, satisfy regulatory capital and for working capital requirements.

The Entitlement Offer is open to all eligible shareholders (**Eligible Shareholders**) who:

- are registered as a holder of shares in NSX as at 7:00pm (Sydney time) on Friday 5 October 2018 (**Record Date**);
- have a registered address in Australia, New Zealand or Hong Kong;
- are not in the United States and are not a US person or acting for the account of or on behalf of a person in the United States or a US person; and
- are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The entitlements under the Entitlement Offer (**Entitlements**) are non-renounceable, which means that Eligible Shareholders do not have the right to sell their Entitlements. New Shares will be fully paid and will rank equally with NSX's existing issued fully paid ordinary shares.

If your registered address remains the same on Friday 5 October 2018 at 7.00pm (Sydney time) (**Record Date**), you will not be eligible to participate in the Entitlement Offer.

The restrictions upon eligibility to participate in the Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia, New Zealand or Hong Kong and the potential costs to NSX of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the relatively small number of shares they hold and the relatively low value of New Shares to which they would otherwise be entitled.

NSX has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), that it would be unreasonable to make offers to shareholders in certain countries under the Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, NSX wishes to advise you that it will not be able to extend the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer.

Timetable

The indicative timetable for the Entitlement Offer is as follows:

Event	Date
Rights issue announced	28 September 2018
Lodgement Date – Appendix 3B and cleansing notice lodged with ASX	28 September 2018
Despatch of notice to Shareholders containing the information required by Appendix 3B	3 October 2018
Ex Date – The date on which Existing Shares commence trading without the Entitlement to participate in the Offer	4 October 2018
Record Date – The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7:00pm Sydney time)	5 October 2018
Despatch of Offer Document completed and announced	10 October 2018
Offer opens	10 October 2018
Last day to extend the offer closing date	16 October 2018
Offer closes (5:00pm Sydney time)	19 October 2018
Notification to ASX of under subscription	24 October 2018
Issue Date – Issue of New Shares under the Offer completed and announced	26 October 2018
Expected commencement of normal trading in New Shares on ASX	29 October 2018

All dates and times are indicative only and subject to change at the discretion of the NSX.

The Offer is not subject to shareholder approval and NSX has not previously obtained shareholder approval under ASX Listing Rule 7.1A.

For your information only, details regarding the Offer are set out in the Offer Booklet which NSX lodged with ASX on 28 September 2018.

On behalf of the Board of NSX, we thank you for your continued support.

Yours sincerely,



Ann Bowering
Managing Director