



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

16 August 2022

MARKET ANNOUNCEMENT

Placement & Rights Issue

- NSX will raise \$2.65 million via placement at \$0.045
- 1:5 non-renounceable entitlement offer to raise up to \$3.1 million

ASX Market
Announcements
Office
ASX Limited

20 Bridge Street
SYDNEY NSW 2000

NSX Limited, (ASX: NSX) ("NSX" or "the Company"), a Tier 1 securities exchange operator, is pleased to announce it has finalised terms for a \$5.72 million capital raise, comprising a \$2.65 million placement (Placement), as well as an non-renounceable Entitlement Offer open to existing shareholders as at 25 August 2022 to raise up to \$3.08 million. The funds raised will be used to accelerate expansion and business development initiatives.

Background and use of proceeds

NSX has received commitments from investors aligned with the growth strategy of NSX via a placement that will raise \$2.65 million before costs representing 58,888,891 new shares.

Additionally, the NSX has launched a 1:5 pro rata non-renounceable entitlement offer of approximately 68 million new shares (New Shares) to eligible shareholders as at \$0.045 per share to raise up to \$3.1 million (Entitlement Offer) before costs.

The net proceeds from the Entitlement Offer and the Placement will be used by NSX to accelerate business development, further progress the proposed joint venture in the Kingdom of Saudi Arabia, the establishment of licences associated with the operation of a market in securities for wholesale and sophisticated investors, licences associated with the ClearPay Joint Venture, continue with the NETS upgrade project for the NSXA Tier 1 market licence, continue operational rule enhancements including Exchange Traded Products and dual listings, regulatory capital requirements and other working capital requirements to operate and support the business.

Details of the Entitlement Offer

The Entitlement Offer price is \$0.045 per New Share, representing a discount of approximately 21% to the last traded price of 5.7 cents on 11 August and 13% premium to the 45 day volume weighted average price of the shares of 3.98 cents as traded on the ASX.

Under the Offer, eligible shareholders will be entitled to subscribe for 1 New Share in NSX for every 5 existing Share held at 7:00 pm on Thursday 25 August 2022 (**Record Date**) at the offer price. Fractional entitlements will be rounded up to the nearest whole number of New Shares.

Eligible Shareholders are those Shareholders who:

- a) are registered as a holder of Shares as at the Record Date, being 7:00pm (Sydney time) on 25 August 2022;
- b) as at the Record Date, have a registered address in Australia, Hong Kong or New Zealand;
- c) are not in the United States and are not acting for the account or benefit of a person in the United States

- (to the extent they are holding Shares for the account or benefit of such person in the United States); and
- d) are eligible under all applicable securities laws to receive an offer under the Offer without any requirement for a prospectus or offer document to be lodged or registered.

Shareholders who do not satisfy the above criteria are ineligible shareholders.

As the Entitlement Offer is non-renounceable, eligible shareholders cannot trade their entitlements on the ASX or transfer those rights. Shareholders who do not take up their entitlements under the Rights Issue Offer, in full or in part, will not receive any value in respect of those shares not taken up.

The proposed timetable for the Offer is set out below. The dates are indicative only and NSX reserves the right to vary the dates (subject to the Corporations Act and ASX Listing Rules).

Event	Date
Announcement of the Entitlement Offer Lodgement of Appendix 3B – prior to commencement of trading Lodgement of Entitlement Offer Booklet Lodgement of Cleansing Notice	Tuesday 16 August 2022
Ex Date – The date on which Existing Shares commence trading without the Entitlement to participate in the Offer	Wednesday 24 August 2022
Record Date – The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7:00pm Sydney time)	Thursday 25 August 2022
Despatch of Offer Document completed and announced – Entitlement Offer Opens	Tuesday 30 August 2022
Last day to extend the offer closing date	Monday 19 September 2022
Offer closes (5:00pm Sydney time)¹	Thursday 22 September 2022
Securities quoted on a deferred settlement basis from market open	Friday 23 September 2022
Notification to ASX of results of Entitlement Offer lodgement of Appendix 2A	Thursday 29 September 2022
Issue Date – Issue of New Shares under the Offer completed and announced	Thursday 29 September 2022
Expected commencement of normal trading in New Shares on ASX	Friday 30 September 2022

The Offer is being made without a prospectus pursuant to section 708AA of the Corporations Act. The Offer Document will be lodged with the ASX today and will be despatched to eligible shareholders by 30 August 2022. Details of the Offer will be contained in the Offer Document. Eligible shareholders should

¹ Eligible shareholders who wish to take up all or part of their Entitlement must complete and return their personalised Entitlement and Acceptance Form with the requisite Application Monies via by following the instructions set out on the personalised Entitlement and Acceptance Form, so that they are received by the Share Registry no later than 5.00 pm (Sydney Time) on 22 September 2022.

consider the Offer Document carefully before deciding whether to participate in the Offer and consult with their professional advisors if they have any queries.

If the Offer is fully subscribed, up to 68,336,681 new shares (subject to rounding) will be issued. The new shares offered will rank equally in all respects with existing shares from their date of issue. The Offer is not underwritten.

Enquiries

For further information in relation to the Entitlement Offer, please contact the Lead Manager, Justin Klintberg, KG Capital by email at jk@kgcapitalpartners.com.au or by phone 0408 889 730 at any time between 9am and 5:00pm, Monday to Friday (excluding public holidays).

Other information

Offers of New Shares will be made under the personalised Entitlement Offer Document (Offer Document) to be distributed shortly after the Record Date. Eligible Shareholders should carefully consider the Offer Document before deciding to apply for New Shares under the Rights Issue Offer. Eligible Shareholders who wish to acquire New Shares will need to complete the application form in or accompanying the Offer Document. A copy of the Offer Document will be available on the ASX website or can be obtained by contacting the Lead Manager on the number and email listed above.

About NSX – www.nsx.com.au

NSX Limited owns and operates National Stock Exchange of Australia, the second largest listings exchange in Australia. NSX is building a challenging alternative exchange by creating a market that is more accessible, more diverse and lower cost, enabling more businesses access to liquidity and new capital using the credibility of an Initial Public Offering.