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1 February 2024

MARKET ANNOUNCEMENT

Non-Renounceable Entitlement Offer

- 1:2 non-renounceable entitlement offer at \$0.025 per ordinary share;
- Total raise to be up to \$5 million.

ASX Market
Announcements
Office
ASX Limited
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NSX Limited, (ASX: NSX) ("NSX" or "the Company"), a \$5 million capital raise as a non-renounceable Entitlement Offer open to existing shareholders as at **12 February 2024** to raise up to \$5 million. The funds raised will be used to accelerate expansion, working capital and business development initiatives.

Background and use of proceeds

The Entitlement Offer will be a **1:2** pro rata non-renounceable entitlement offer of approximately 200 million new shares (**New Shares**) to eligible shareholders as at \$0.025 per share to raise up to \$5 million (**Entitlement Offer**) before costs. This is a 4% discount to the last traded price of \$0.026 on 31 January 2024

The net proceeds from the Entitlement Offer will be used by NSX for business development initiatives and working capital to support its business operations.

Details of the Entitlement Offer

The Entitlement Offer price is \$0.025 per New Share.

Under the Offer, eligible shareholders will be entitled to subscribe for 1 New Share in NSX for every 2 existing Shares held at 7:00 pm on Wednesday 7 February 2024 (**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 7 February 2024;
- b) 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
- c) 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 and sample acceptance form Lodgement of Cleansing	Thursday 1 February 2024
Ex Date – The date on which Existing Shares commence trading without the Entitlement to participate in the Offer	Tuesday 6 February 2024
Record Date – The date for determining Entitlements of Eligible Shareholders to participate in the Offer (7:00pm Sydney time)	Wednesday 7 February 2024
Despatch of Offer Document completed and announced – Entitlement Offer Opens	Monday 12 February 2024
Last day to extend the offer closing date	Friday 16 February 2024
Offer closes (5:00pm Sydney time)¹	Friday 1 March 2024
Securities quoted on a deferred settlement basis from market open	Monday 4 March 2024
Notification to ASX of results of Entitlement Offer lodgement of Appendix 2A	Wednesday 6 March 2024
Issue Date – Issue of New Shares under the Offer completed and announced	Friday 8 March 2024
Expected commencement of normal trading in New Shares on ASX	Monday 11 March 2024

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 **12 February 2024**. Details of the Offer will be contained in the Offer Document. Eligible shareholders should consider the Offer Booklet 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 200 million 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.

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 by following the instructions set out on the personalised Entitlement and Acceptance Form, so that they are received by the Share Registry no later than 5.00 pm (Sydney Time) on 1 March 2024.

Support and participation by ISX Group

ISX Group has indicated that they will subscribe to their full entitlement. They currently hold 23.07% of the issued capital of NSX. ISX's entitlement is 46,163,332 New Shares or \$1,154,083.

Convertible Loan

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

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.