

5 December 2022

NON-RENOUCEABLE RIGHTS ISSUE – ENTITLEMENT OFFER OPENS, LETTERS SENT TO SHAREHOLDERS

Nexion Group Ltd (ACN 628 415 887) (ASX: NNG) (**Company**) advises that the pro-rata non-renounceable Entitlement Offer announced on 25 November 2022 opens today.

As at close of business on Monday, 5 December 2022, all eligible shareholders have been sent the attached letter with instructions on how to access the Supplementary Prospectus, Prospectus and their personalised application form.

Also attached is a letter being sent to ineligible shareholders.

Upcoming dates under the Entitlement Offer timetable are as follows:

Event	Date
Entitlement Offer opening date, Prospectus sent to Shareholders	Monday, 5 December 2022
Last day to extend the Entitlement Offer Closing Date	Prior to 12pm (AEDST) Wednesday, 14 December 2022
Entitlement Offer Closing Date	5pm (WST) on Monday, 19 December 2022
Entitlement Offer Shares and Options commence trading on a deferred settlement basis	Tuesday, 20 December 2022
Announcement of Entitlement Offer results and shortfall	Friday, 23 December 2022
Issue Entitlement Offer Shares and Options and lodge App 2A with ASX applying for quotation of the Entitlement Offer Shares and Options	Prior to 12pm (AEDST) on Wednesday, 28 December 2022
Quotation of Entitlement Offer Shares and Options on a normal settlement basis	Thursday, 29 December 2022

*The Directors may extend the Closing Date by giving at least 3 Business days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

Application for Shares under the Entitlement Offer may only be made by following the instructions on your personalised application form which can be accessed at www.computersharecas.com.au/nngentitlementissue. Shareholders eligible to participate in the Entitlement Offer should read the Supplementary Prospectus and Prospectus carefully and consult professional advisers as necessary.

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www.nexiongroup.io

This announcement has been authorized by the Board of NEXION Group Ltd.

NEXION Group Ltd
Ground Floor, 12 Newcastle Street, WA, 6000, Australia
ABN:48 628 415 887

Should you wish to contact the company in relation to this announcement please contact:
Paul Glass – Group Chief Executive Officer at paul.glass@nexiongroup.io

NNG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

SRN/HIN: SRN WITHHELD

5 December 2022

Dear Shareholder,

NEXION GROUP LTD – PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE

As announced on 25 November 2022, Nexion Group Ltd (ACN 628 415 887) (**NNG** or the **Company**) is undertaking a non-renounceable rights issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) held by Eligible Shareholders for every one (1) Share held at an issue price of \$0.05 per Share, together with one (1) free attaching options for every one (1) Share subscribed for and issued (**New Option**), to raise up to \$6,424,048 (**Offer**).

The Company lodged a prospectus for the Offer with ASIC and ASX on 25 November 2022 (**First Prospectus**) and a supplementary prospectus with ASIC and ASX on 2 December 2022 (together, the **Prospectus**).

The Company intends to apply the funds raised from the Offer towards development of its cloud services and hardware business, development of its cybersecurity and networking services, working capital, capital raising costs and other expenses of the offer. For further specifics of the use of funds please refer to section 3 of the First Prospectus.

Following completion of the Offer, assuming any shortfall is subsequently placed and the full subscription is raised, the Company will have issued approximately 128,480,961 Shares and 128,480,961 New Options resulting in total Shares on issue of 256,961,922 and total Options on issue of 149,113,412.

We are writing to you as an eligible shareholder on the Record Date, entitled to participate in the Offer.

The Prospectus and your Personalised Entitlement and Acceptance Form can be accessed via the following website: www.computersharecas.com.au/nngentitlementissue. The Prospectus can also be accessed via the Company's website: www.nexiongroup.io/investor-centre/.

The Offer closes at 5:00pm (WST) on 19 December 2022.

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The number of Shares for which you are entitled to apply for under the Offer (**Entitlement**) is shown on your Personalised Entitlement and Acceptance Form. Fractional entitlements will be rounded up to the nearest whole number.

Any Entitlement not taken up pursuant to the Offer will form the shortfall (**Shortfall Offer**). Eligible Shareholders who wish to subscribe for additional Shares above their Entitlement are invited to apply for shortfall by making payment for such shortfall in accordance with section 2.4 of the First Prospectus. The Directors reserve the right to issue shortfall at their absolute discretion.

Eligible Shareholders will also receive one (1) free attaching Option for every one (1) Share subscribed for. Each Option will be exercisable at \$0.10 per Option on or before 31 December 2025. The Company will apply for quotation on ASX of the Options to be issued under the Offer.

Applications

If you wish to access the online application system, you will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode and follow the instructions provided including making payment by BPAY® for the Shares you wish to subscribe for.

If you are an Eligible Shareholder in Australia, you can also make payment by EFT for the Shares you wish to subscribe for.

If you are an Eligible Shareholder in New Zealand and Singapore and you wish to make payment for your Entitlement via EFT, please contact the Company for payment instructions.

If you are unable to access www.computersharecas.com.au/nngentitlementissue, please contact the Company on 1300 436 110.

Actions required by Eligible Shareholders

There are a number of actions you may take:

- accept your full Entitlement;
- accept your full Entitlement and apply for additional Shares as part of the Shortfall Offer;
- accept part of your Entitlement; or
- if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Key dates for the Offer

Event	Date
Last day to extend the Entitlement Offer Closing Date	Prior to 12pm (AEDT) Wed, 14 Dec
Entitlement Offer Closing Date	5pm (WST) on Mon, 19 Dec
Entitlement Offer Shares and Options commence trading on a deferred settlement basis	Tue, 20 Dec
Announcement of Entitlement Offer results and shortfall	Fri, 23 Dec
Issue Entitlement Offer Shares and Options and lodge App 2A with ASX applying for quotation of the Entitlement Offer Shares and Options	Prior to 12pm (AEDT) on Weds, 28 Dec
Quotation of Entitlement Offer Shares and Options on a normal settlement basis	Thurs, 29 Dec

*The Directors may extend the Closing Date by giving at least 3 Business days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

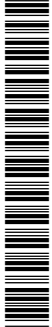
You should read the entire Prospectus carefully and seek professional advice before deciding whether to invest in the Offer. The Company will only distribute this Prospectus to those investors who fall within the target market determination as set out on the Company's website (www.nexiongroup.io/prospectus/).

If you have any queries concerning the Offer, please contact your financial adviser or NNG's Company Secretary on 1300 436 110.

Yours sincerely,



Paul Glass
Managing Director and Chief Executive Officer
For and on behalf of NEXION Group Ltd



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MR SAM SAMPLE
FLAT 123
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Ineligible shareholders

A Shareholder who has a registered address outside Australia, New Zealand and Singapore (**Ineligible Shareholder**) will not be eligible to participate in the Offer.

You are not eligible to participate in the Offer and you will not be sent a copy of the Prospectus. This decision has been made pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Singapore compared with the small number of Ineligible Shareholders and the number and value of Shares and New Options to which they would otherwise be entitled.

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If you have any queries concerning the Offer, please contact your financial adviser or the Company Secretary on 1300 436 110.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Paul Glass', written in a cursive style.

Paul Glass
Managing Director and Chief Executive Officer
For and on behalf of NEXION Group Ltd