

28 April 2015

Newcastle
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www.nsx.com.au
Incorporating
NSX Limited
ABN: 33 089 447 058

Dear Shareholder

Information for shareholders

Non-renounceable Entitlement Offer

As you may be aware, NSX Limited (ASX:NSX) ("**Company**") will shortly be offering to eligible shareholders an opportunity to acquire more shares in the Company pursuant to a non-renounceable entitlement offer of ordinary shares ("**Shares**") on the basis of 11 Shares for every 20 Shares held at an issue price of \$0.10 per Share, to raise up to approximately \$5.6 million before costs ("**Entitlement Offer**").

The Entitlement Offer will be made pursuant to an entitlement offer booklet ("**Offer Document**") and if you are eligible and wish to participate in the Entitlement Offer, you will need to complete your personalised Entitlement and Acceptance Form that will accompany that Offer Document.

Eligible shareholders may, in addition to taking up their entitlements in full, apply for additional shares in excess of their entitlements at the same price as under the Entitlement Offer. Additional shares will only be available where there is a shortfall between applications received from eligible shareholders and the number of new shares proposed to be issued under the Entitlement Offer. The Directors have also reserved the right to place any remaining shortfall in their discretion until 3 months after the close of the Entitlement Offer.

A copy of the Offer Document will be lodged with ASX on or before Tuesday, 28 April 2015 and will be available on the ASX website (www.asx.com.au) and the Company's website (www.nsx.com.au) on that date. The Offer Document will be despatched to shareholders with registered addresses in Australia, New Zealand, Hong Kong and the United Kingdom who hold Shares as at the record date of 7.00 pm (Sydney time) on Monday, 4 May 2015.

Pursuant to the ASX Listing Rules, the Company is required to provide you with certain information before proceeding with the Entitlement Offer. This letter contains all the information required by Appendix 3B of the Listing Rules.

1. A maximum of 56,344,308 Shares will be issued pursuant to the Entitlement Offer.
2. The Shares will rank equally in all respects from the date of allotment with the existing class of quoted Shares.
3. The issue price of the Shares will be \$0.10 each.
4. The Company will apply for quotation of the Shares issued pursuant to the Entitlement Offer on the official list of the ASX.

5. The funds raised by the Entitlement Offer will be used to:
 - a. Reduce the debt owed to Financial and Energy Exchange Limited (and associated companies);
 - b. provide additional cash for the operations of the business;
 - c. to be able to continue with the key business initiatives commenced by the Company over the last twelve months; and
 - d. meet the costs of the Entitlement Offer.
6. It is anticipated the securities will be entered into uncertificated holdings on or before Thursday, 25 May 2015.
7. The total number and class of all Shares (including the maximum number of Shares to be issued under the Entitlement Offer) is as follows:

Class	Number
Existing fully paid ordinary shares	102,444,197
Entitlement Offer	56,344,308

8. The Company has the following options on issue which are not quoted on ASX.

Number	Class
413,971	Options exercisable at \$0.50 each on or before 15 October 2016
323,412	Options exercisable at \$0.50 each on or before 15 October 2017

Options holders are only able to participate in the right issue if they exercise their options before the Record Date.

9. The Company has the following partly paid shares on issue which are not quoted on ASX.

Number	Class
1,500,000	\$1 partly paid shares paid to 1 cent and 99 cents unpaid.

Partly paid shareholders are not entitled to participate in this rights issue.

10. All Shares issued pursuant to the Entitlement Offer will have the same dividend entitlements as existing Shares.
11. No shareholder approval for the Entitlement Offer is required.
12. The Entitlement Offer is non-renounceable. This means that NSX shareholders who do not take up their entitlements to participate in the Entitlement Offer will not be able to transfer or receive any value for those entitlements and their equity interest in the Company will be diluted.

13. The Shares in the Entitlement Offer will be offered on the basis of 11 Shares for every 20 Shares held by the shareholder at 7.00pm (Sydney time) on Monday, 4 May 2015. Fractional entitlements will be rounded down to the nearest whole number.
14. The offer under the Entitlement Offer only relates to fully paid ordinary shares in the capital of the Company.
15. The record date to determine entitlements is 7.00pm (Sydney time) on Monday, 4 May 2015.
16. Only shareholders with registered addresses in Australia, New Zealand, Hong Kong and the United Kingdom will be sent the Offer Document.
17. The closing date for receipt of acceptances and short fall applications is 5.00pm (Sydney time) on Monday, 18 May 2015 (unless extended by the Board).
18. There is no broker to the Entitlement Offer.
19. The Entitlement Offer is not underwritten.
20. Brokers will receive no handling fees for acceptances lodged by them on behalf of security holders.
21. The Offer Document for the Entitlement Offer and the accompanying Entitlement and Acceptance Form is expected to be despatched to eligible shareholders on Thursday, 7 May 2015.
22. The latest date for entry of the securities into your security holdings is Monday, 25 May 2015.

The above information was provided to the ASX on 28 April 2015.

If you have any queries regarding your entitlement or participation in the upcoming Entitlement Offer, please contact Mr Scott Evans, Company Secretary, on +61 2 4929 6377.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Michael Cox', with a long horizontal flourish extending to the right.

Michael Cox
Chairman

NSX Limited