

**MARKET ANNOUNCEMENT – MANDATE UPDATE****NSX signs updated terms to the capital raising mandate with CPS Capital Group Pty Ltd for a proposed share placement of up to \$10 million.**

Further to the announcement by the Board of NSX Limited (NSX, the Company) about the capital raising on the 17 April 2019, NSX is pleased to advise that the Company has agreed new terms for the capital raising mandate (Mandate) with CPS Capital Group Pty Ltd (CPS Capital), a corporate advisor based in Perth with a deep network of clients in Western Australia, as well as the eastern seaboard capital cities, to raise up to \$10 million (Placement).

**Placement Terms**

The Placement terms have now changed. The placement will now comprise, on a best endeavours basis, of up to 50,000,000 New Shares that will be issued at an issue price of \$0.20 per New Share with one (1) free attaching 3 year, \$0.30 exercise price option for every two (2) shares subscribed. In addition to this CPS will subscribe for up to 25 million options at a cost of \$0.0001 per option on the same terms being 3 years with an \$0.30 exercise price and issued, prorata, based on the total amount raised. CPS will have the ability to distribute these options to participating brokers and AFSL's holders.

In addition to this NSX warrants to appoint further director(s) to the NSX Board and will consider a nomination by CPS of a Non-Executive director to the NSX board who satisfies NSX licence conditions, obtains ASIC clearance and is acceptable to the NSX Board considering the policies of the NSX as disclosed on its website.

Under the Mandate, CPS Capital has agreed to act as lead manager for NSX in relation to the Placement. The key terms of the Mandate are as follows:

- CPS Capital will co-ordinate and manage the Placement;
- Subject to satisfactory sub-underwriting and firm irrevocable offers, CPS Capital will agree to underwrite the Placement;
- CPS Capital will receive a management fee of 1%, plus GST, where applicable, of the aggregate issue value of all New Shares issued under the Placement;
- CPS Capital will receive a placing fee of 5%, plus GST, where applicable, of the aggregate issue value of all New Shares issued under the Placement; and
- If underwritten, CPS Capital will also receive an underwriting fee of 1%, plus GST, where applicable, of the aggregate issue value of all New Shares issued under the Placement.

**Use of proceeds**

Net proceeds from the Placement will be used to further enhance market connectivity to the exchange, in particular online brokers, creating greater liquidity in our market, and to continue our extensive work on operational enhancements. Importantly, this investment will fund business development activities in key markets such as Western Australia. Part of this strategy includes plans for the establishment of a NSX Perth office to service and support the number of companies based out of Western Australia, that are more suited to NSX as a primary listing.

**Shareholder approval**

The issue of New Shares and options under the Placement will be subject to shareholder approval under ASX Listing Rule 7.1. NSX anticipates that a general meeting of shareholders to approve the Placement will be held in late August 2019.

8 July 2019

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Michael Cox, Chairman of NSX Limited said;

*"NSX is committed to providing companies with more opportunities to list. This capital raising presents an opportunity for key market stakeholders to engage in the growth opportunities on the horizon for NSX, and share in the future success. In updating the terms of the placement we have listened to the participating stockbrokers and AFSL holders and see the benefit of the issue of the options in aligning our new shareholders and option holders with NSX's growth plans.*

*The net proceeds from this Placement will be used to further enhance market connectivity to the exchange, creating greater liquidity in our market, and to continue our extensive work on operational enhancements. Importantly, this investment will also fund business development activities across Australia and in key markets such as Western Australia, where there is increasing demand for an alternative IPO and listing exchange, and NSX is ideally positioned to meet this demand."*

**Enquiries**

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