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NSX Limited

ACN 089 447 058

Notice of Annual General Meeting 2024

All Directors¹ recommend that NSX SecurityHolders
Vote In Favour of all resolutions

The Independent Expert has concluded that the proposed transaction under Resolution 6 is **not fair but reasonable** for NSX Securityholders.

The Independent Expert has concluded that the proposed transaction under Resolution 7 is **fair and reasonable** for NSX Securityholders.

Thursday 21 November 2024, 11.00am (AEDT)

To be held at the NSX registered office by Virtual Conference Link.



¹ All Directors are considered independent for the purposes of Resolutions 6 and 7.

NOTICE OF ANNUAL GENERAL MEETING 2024 AND EXPLANATORY NOTES

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read the whole of this document before you decide whether and how to vote on the Resolutions in the Notice of Annual General Meeting.

IMPORTANT NOTICES

The Explanatory Notes in this document are intended to provide Securityholders with information to assess the merits of the proposed Resolutions contained in this Notice of Annual General Meeting and are to be read in conjunction with the Notice of Annual General Meeting.

Defined terms

Terms used in the Notice of Annual General Meeting and the Explanatory Notes are defined in the Glossary at the end of the Explanatory Notes.

Read this document

The Notice of Annual General Meeting and the Explanatory Notes are important. You should read each document in its entirety before deciding how to vote on the Resolutions. If you have any doubt regarding what you should do, you should consult your investment, financial or other professional advisers.

Forward-looking statements

Certain statements in the Explanatory Notes may constitute "forward-looking statements" for the purposes of applicable securities law. You should be aware that there are a number of risks (known and unknown), uncertainties and assumptions and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements, express or implied, by such statements. Factors that could cause or contribute to such differences include the general trading and economic conditions affecting the Company. The past performance of the Company is not necessarily representative of future performance.

None of the Company or their respective directors, officers and advisers, or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in the Explanatory Notes will actually occur. Securityholders are cautioned not to place undue reliance on these forward-looking statements.

All subsequent written and oral forward-looking statements attributable to the Company or any person acting on their behalf are qualified by the above cautionary statement.

NOTICE OF ANNUAL GENERAL MEETING 2024

NSX Limited ACN 089 447 058 ("NSX" or "the Company") will hold its 24th Annual General Meeting at **11:00 AM** (AEDT) on **Thursday 21 November 2024**, SecurityHolder and Board attendance and registration will be via weblink only which will be provided up to **11:00 AM** (AEDT) on Tuesday 19 November 2024 to the meeting by sending an emailed request to the Company Secretary at cosec@nsx.com.au and including your registered Security Holder Name and Address. Questions by Securityholders should be submitted to the Board at the same time.

ORDINARY BUSINESS

Receipt and tabling of financial statements and reports

To receive, consider and discuss the:

- a) Director's Report;
- b) Remuneration Report;
- c) Financial Report; and
- d) Auditor's Report.

for the Company and its controlled entities for the year ended 30 June 2024.

Note: Reports are tabled at the meeting. Securityholders are not required to vote on this item except for the Remuneration Report listed as Resolution 1. Sufficient time will be allowed at the meeting to discuss the reports and to ask questions of the Directors and the Company auditor (PKF).

Resolution 1 – Approval of the adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

"That the Remuneration Report for the financial year ended 30 June 2024, being part of the Directors' Report is adopted."

Voting Exclusion Statement:

- a) *The vote on this item is advisory only and does not bind the Directors or the Company.*
- b) *However, the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.*
- c) *Key Management Personnel and Closely Related Parties of the Key Management Personnel are excluded from voting on this Resolution.*
- d) *However, a person described in paragraph (c) above may cast a vote on this Resolution if:*
 - a. *the person does so as a proxy that specifies how the proxy is to vote on the Resolution; or*
 - b. *the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the Resolution; and*
 - c. *in either case, the vote is not cast on behalf of a person described in (c) above.*

Resolution 2 – Approval of the re-election of Mr Tim Hart as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That Mr Tim Hart, being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company."

Resolution 3 – Approval of the re-election of Mr Tod McGrouther as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That Mr Tod McGrouther, being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company.”

Resolution 4 – Approval of the re-election of Mr Michael Aitken as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That Mr Michael Aitken, being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company.”

Resolution 5 – Grant of Performance Rights and Approval of Performance Rights Plan for Max Cunningham.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules 7.2 and 10.14, and for all other purposes, approve the issue of Performance Rights and approval of the Performance Incentive Plan for Max Cunningham, or their nominee, under ASX Listing Rule 10.14 on the terms and conditions as described within the Explanatory Notes of this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a) Mr Cunningham (and his nominee/s); or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval for the sale of ClearPay JV shareholding.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary resolution:

“That for the purposes of ASX Listing Rule 10.1, and all other purposes, Securityholders approve of the sale of the NSX ClearPay ownership amounting to 41% of the issued capital in ClearPay to ISX Financial EU PLC (the only other shareholder) for the cash consideration of \$500,000.”

More information on this resolution is available in the Explanatory Memorandum and the attached Independent Experts Report (IER). Securityholders should carefully consider the Report prepared by Moore Australia (VIC) Pty Ltd prepared for the purposes of Securityholder approval. The Report comments on the fairness and reasonableness of the transaction the subject of this resolution to the non-associated Securityholders in the Company. The Independent Expert has determined that the transaction, the subject of this Resolution 6, **not fair but reasonable** to the non-associated Securityholders. All directors recommend that SecurityHolders vote for this resolution due to the financial benefits afforded to the Company.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a) ISX Financial EU PLC (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval for an increase in the relevant interest in NSX Shares by ISXFEU.

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary resolution:

“That for the purposes of ASX Listing Rules 10.11 and 10.12 and the Corporations Act Section 611 item 7, and for all other purposes, that Securityholders approve the increase in relevant interest in NSX Shares by ISXFEU from 30.4% to 41.6% by way of the conversion of the \$2.2 million Convertible Loan into 88,000,000 fully paid ordinary shares of the Company.”

More information on this resolution is available in the Explanatory Memorandum and the attached Independent Experts Report (IER). Securityholders should carefully consider the Report prepared by Moore Australia (VIC) Pty Ltd prepared for the purposes of Securityholder approval. The Report comments on the fairness and reasonableness of the transaction the subject of this resolution to the non-associated Securityholders in the Company. The Independent Expert has determined that the transaction, the subject of this Resolution 7, **fair and reasonable** to the non-associated Securityholders. All directors recommend that SecurityHolders vote for this resolution due to the financial benefits afforded to the Company.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a) ISX Financial EU PLC (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of an increase in share placement capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company’s share capital (at the time of issue) calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement and Notes:

At this point in time, there is no potential allottee to whom securities may be issued under this resolution, so a voting exclusion statement has not been included at this time.

Resolution 9 – Issue of Performance Rights to Scott Evans

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“Approve the issue of 400,000 Performance Rights to Scott Evans, or their nominee, on the terms and conditions as described within the Explanatory Notes of this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a) *Mr Evans (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- b) *an associate of that person or those persons.*

However, this does not apply to a vote cast in favour of this Resolution by:

- a) *a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- b) *the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or*
- c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - a. *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and*
 - b. *the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Resolution 10 – Approval of Securities Issuance under the Performance Rights Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the Company to adopt and issue securities under a renewed employee incentive scheme, titled Performance Rights Plan, on the terms set out in the Explanatory Notes.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of persons who are eligible or may be eligible to participate in the employee incentive scheme, or an associate of that person or those persons. However, the Company need not disregard a vote if it is cast by:

- *a person as a proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with the directions given to the proxy or attorney to vote on Resolution 10 in that way; or*
- *the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the chair to vote on Resolution 10 as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluded from voting, on Resolution 10; and*
 - *the holder votes on Resolution 10 in accordance with the directions given by the beneficiary to the holder to vote in that way.*

Voting Prohibition Statement on Resolution 10:

In accordance with section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by a person appointed as a proxy as the basis of that appointment, where that person is either a member of the Key Management Personnel or a Closely Related Party of such a member.

However, a vote may be cast by such person as the basis of that appointment if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- *the appointment specifies how the proxy is to vote; or*
- *the person appointed as proxy is the person chairing the Meeting and the appointment does not specify how the chair is to vote but expressly authorises the chair to exercise the proxy even if Resolution 10 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

Securityholders are asked to read the accompanying Explanatory Memorandum for each resolution.

The Board recommends that Securityholders vote in favour of all resolutions.

Authorised by order of the Board

Scott Evans

Company Secretary

21 October 2024

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Notes have the same meaning when used in this Notice of Annual General Meeting.

RECORD DATE

The Board has determined that, for the purposes of the meeting, Shares will be taken to be held by the persons who are registered as a Securityholder as at **7.00pm (AEDT) on Tuesday 19 November 2024**. Accordingly Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.

POLL

Subject to any voting exclusions, on a poll, Securityholders will have one vote for every Share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a Securityholder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

Note: The Chair will call a poll on all resolutions.

REPRESENTATIVES

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Securityholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

PROXIES

A proxy form accompanies this Notice of Annual General Meeting.

If you are entitled to attend and cast a vote at the meeting, you may appoint a person as your proxy to attend and vote for you at the meeting and that appointment may specify the proportion or number of votes that the proxy may exercise. If you are entitled to cast 2 or more votes at the meeting, you may appoint up to 2 proxies. If you appoint 2 proxies but do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes. A proxy does not need to be a Securityholder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the meeting, unless you have previously sent the power of attorney to the Company.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions by marking either "**For**", "**Against**" or "**Abstain**" on the proxy form for that Resolution.

To appoint a proxy (or proxies) you must complete the attached proxy form and lodge it so that it is received by the Company not less than 48 hours before the meeting (i.e. by **11:00 AM (AEDT) on Tuesday 19 November 2024**) at the following address, fax number or vote online (see methods of voting on the next page).

METHODS OF VOTING

BY MAIL -	Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
BY FAX -	+ 61 2 9290 9655
IN PERSON -	Share Registry – Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia
LODGE PROXY ONLINE –	https://www.votingonline.com.au/nsxagm2024

ATTENDING THE MEETING

Attendance is only available by weblink to registered Security Holders and the Board.

You must lodge your vote or proxy in advance of the meeting by **11:00 am Tuesday 19 November 2024**.

If you have lodged an online proxy, you are still entitled to attend the Meeting by weblink. You must register your interest to attend the meeting by weblink on or before **11:00 am Tuesday 19 November 2024** by sending an email to the Company Secretary at cosec@nsx.com.au and include your registered Security Holder Name and Address details in the email request.

SUBMITTING QUESTIONS

It is preferred that if you have any questions of the Board that they be submitted in writing to the Company Secretary by email at cosec@nsx.com.au on or before **11:00 am Tuesday 19 November 2024**.

APPOINTMENT OF THE CHAIR OR OTHER KEY MANAGEMENT PERSONNEL AS YOUR PROXY

Due to the voting exclusions and requirements referred to in the Notice of Annual General Meeting, if you intend to appoint any Director or other Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you should direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business. If you do not direct

such a proxy how to vote on that Resolution, they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the Remuneration Report of a member of the Company's Key Management Personnel. Instructions are provided in the proxy form distributed with the Notice of Annual General Meeting.

If you appoint the Chair of the Meeting as your proxy and you wish to vote differently to how the Chair of the Meeting intends to vote on any of the items you must mark either of the boxes "For", "Against" or "Abstain" on the proxy form for the relevant Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of all the Resolutions.

NON-CHAIR DIRECTED PROXIES

Non-Chair proxy holders are required to cast all of their directed proxies on all Resolutions as directed on a poll if they vote. If a nominated proxy does not vote on a poll, the proxy will automatically default to the Chair, who has a duty to vote all directed proxies on a poll (sections 250BB and 250BC of the *Corporations Act*).

EXPLANATORY MEMORANDUM

These Explanatory Notes have been prepared for the Securityholders to provide information about the items of business to be considered at the Annual General Meeting of the Company to be held at **11:00 AM (AEDT) on Thursday 21 November 2024**.

The Company recommends that Securityholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolution.

Overview of Explanatory Notes

Sections 1 through 11 of these Explanatory Notes provides information relating to the Ordinary Business described in the Notice of Annual General Meeting, including Resolutions 1 through 4, relevant disclosures and annexures.

Resolutions 1 through 7 are Ordinary Resolutions. Resolution 8 is a Special resolution.

Section 12 sets out the glossary of terms used in these Explanatory Notes.

The information contained in these Explanatory Notes is important and should be read carefully by all Securityholders.

1. FINANCIAL STATEMENTS AND REPORTS

1.1 Securityholder questions and comments

The *Corporations Act* requires that the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the Company for the year ended 30 June 2024 be laid before the meeting.

There is no requirement in the *Corporations Act* or the Company's Constitution for Securityholders to approve those reports.

The Chair will allow a reasonable opportunity for Securityholders to ask questions or make comments about those reports and the business and operations of the Company.

Securityholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

1.2 How to obtain a copy of the Annual Report to Securityholders 2024

Securityholders are able to access an electronic version of the Company's 2024 Annual Report on the NSX website at <https://www.nsx.com.au/about/investor-relations/financial-reporting/>

Alternatively, a hardcopy of the Company's 2024 Annual report can be requested by contacting the Company Secretary via email at cosec@nsx.com.au during business hours.

2. REMUNERATION REPORT

2.1 Resolution 1 – Adoption of the Remuneration Report

Securityholders are required to vote on the Remuneration Report.

The Remuneration Report is contained within the Directors' Report of the Annual Report, including the required presentation of the remuneration tables referred to in the report and set out in the notes of the financial statements.

The vote on this item is advisory only and does not bind the Directors or the Company. However, the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.

In addition, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be required to vote at the second of those AGMs on a resolution (a "Spill" Resolution) to determine whether another meeting should be held within 90 days at which all the Directors (other than the Managing Director) must present themselves for re-election. Securityholders are not required to vote on a spill resolution at this Meeting.

The Company encourages all Securityholders to cast their votes on this Resolution.

2.2 What majority of votes is required for Resolution 1 to be passed?

An Ordinary Resolution is required for Resolution 1 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

2.3 Who can vote on Resolution 1 (Voting Exclusions)?

Subject to the Constitution and *Corporations Act*, all Securityholders can vote on Resolution 1 except Key Management Personnel and their Closely Related Parties.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

2.4 Undirected proxies

The Chair of the meeting will exercise any undirected proxies for this Resolution and any subsequent “Spill” resolution even though the Resolution is directly or indirectly connected with the remuneration of a member of the Key Management Personnel. Any undirected proxies held by other Key Management Personnel or any of their Closely Related Parties will not be voted on this Resolution.

2.5 Directors' recommendation

The Directors unanimously recommend that the Securityholders pass Resolution 1.

3. RE-ELECTION OF DIRECTOR

3.1 Resolution 2 – Re-election of Tim Hart as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company’s Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director’s appointment or three years whichever is longer and one-third of the existing Directors (rounded down) must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Tim Hart, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

3.2 Information about Mr Tim Hart

Positions held: Non-Executive Director and Chair NSX Limited
Non-executive Director National Stock Exchange of Australia Limited
Member Audit & Risk Committee

Qualifications: Postgraduate Diplomas from Said Business School, The University of Oxford (Strategy & Innovation and Organisational Leadership) and holds a number of degrees from University of Melbourne- Bachelor of Science, Master of Management and Master of Marketing and Master of Education.

Appointed: 26 February 2020

Directorships held in other listed entities Nil

Interests in NSX Limited shares: 937,500 Fully Paid Ordinary Shares

Experience:

Highly experienced company director of both listed and non-listed companies His varied experience covers, general management, capital markets, banking, marketing, sales, supply chain/logistics, operations/manufacturing, commodities, hedging, capital project management, business information systems, finance, online identification, and fraud prevention governance, general management, finance, regtech, strategic marketing, sales, and logistics.

Former Managing Director and CEO of Ridley Corporation Limited (ASX: RIC) and before joining Ridley, Timothy was CEO of Sugar Australia for eight years, after a long career in fast-moving consumer goods industry with SCA and in packaging with Carter Holt Harvey, ACI and Amcor. Mr Hart is a fellow of the Australian Institute of Company Directors and of the Institute of Managers and Leaders (Australia and New Zealand).

3.3 What majority of votes is required for Resolution 2 to be passed?

An Ordinary Resolution is required for Resolution 2 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

3.4 Who can vote on Resolution 2?

Subject to the Constitution, all Securityholders can vote on Resolution 2. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 2 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

3.5 Director’s recommendation on Resolution 2

The Directors unanimously recommend that Securityholders vote in favour of Resolution 2.

4. RE-ELECTION OF DIRECTOR

4.1 Resolution 3 – Re-election of Tod McGrouther as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company’s Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director’s appointment or three years whichever is longer and one-third of the existing Directors (rounded down) must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Tod McGrouther, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

4.2 Information about Tod McGrouther

Positions held:	Non-Executive Director NSX Limited Chair, National Stock Exchange of Australia Limited Member Audit & Risk Committee
Qualifications:	Bachelor of Law (First Class Honours and University Medal) University of Sydney and Bachelor of Commerce (First Class Honours) and University Medal from University of New South Wales, Diploma of Finance Securities Institute of Australia.
Appointed:	18 February 2020
Directorships held in other listed entities	Love Group Global Limited (ASX: LVE), European Cannabis Corporation Limited
Interests in NSX Limited shares:	Nil
Experience:	

Mr McGrouther has worked in the Australian corporate advisory industry and equity capital markets since 1986 commencing as Associate Director of Bankers Trust Australia and advising a large number of corporate advisory assignments including the State Bank of Victoria, the South Australian Government, the Bank of New Zealand, the State Bank of New South Wales, the Commonwealth Bank and Qantas.

Between 1994 and 1998 Tod was Director of the Corporate Finance Department of Prudential Bache Securities Limited. During this time, he completed a number of equity capital raising assignments specialising in the resources sector for the clients including Anaconda Nickel Limited, Australian Goldfields Limited, Sipa Resources Limited and Legend Mining Limited. He also completed a large number of industrial sector initial public offerings including the demutualising and listing of Namoi Cotton Limited.

4.3 What majority of votes is required for Resolution 3 to be passed?

An Ordinary Resolution is required for Resolution 3 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

4.4 Who can vote on Resolution 3?

Subject to the Constitution, all Securityholders can vote on Resolution 3. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

4.5 Director’s recommendation on Resolution 3

The Directors unanimously recommend that Securityholders vote in favour of Resolution 3.

5. RE-ELECTION OF DIRECTOR

5.1 Resolution 4 – Re-election of Michael Aitken, AM as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company’s Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director’s appointment or three years whichever is longer and one-third of the existing Directors (rounded down) must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Michael Aitken, AM, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

5.2 Information about Michael Aitken, AM

Positions held:	Non-Executive Director NSX Limited Non-Executive Director, National Stock Exchange of Australia Limited
Qualifications:	PhD in security market design from the Australian Graduate School of Management at the University of New South Wales.
Appointed:	20 October 2020
Directorships held in other listed entities	Nil
Interests in NSX Limited shares:	Nil
Experience:	

Dr Aitken has had a long and distinguished career introducing postgraduate students to entrepreneurial endeavour through establishing start-up businesses. Much of this work was conducted under the auspices of Capital Markets Cooperative Research Centre – CMCRC where he was CEO and Chief Scientist.

He is perhaps best known for his work establishing SMARTS, a real-time fraud detection system for financial markets which he sold to Nasdaq in 2008. Taking advantage of SMARTS he is also a respected expert witness in cases involving insider trading, market manipulation having worked on more than 50 cases in the United Kingdom, Singapore, New Zealand, Malaysia, the UAE and Australia.

5.3 What majority of votes is required for Resolution 4 to be passed?

An Ordinary Resolution is required for Resolution 4 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

5.4 Who can vote on Resolution 4?

Subject to the Constitution, all Securityholders can vote on Resolution 4. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 4 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

5.5 Director’s recommendation on Resolution 4

The Directors unanimously recommend that Securityholders vote in favour of Resolution 4.

6. RESOLUTION 5: APPROVAL TO ISSUE PERFORMANCE RIGHTS AND PERFORMANCE RIGHTS PLAN FOR MAX CUNNINGHAM UNDER ASX LISTING RULE 10.14

6.1 Resolution 5 – Grant of Performance Rights and Performance Rights Plan for Max Cunningham

The Board is seeking approval for the grant of the following Performance Rights and the approval of the Performance Rights Plan to the CEO/Managing Director, Max Cunningham as required by ASX Listing Rules 7.2 and 10.14, and for all other purposes.

Max does not currently own or have beneficial rights to any Performance Rights, Ordinary Shares, Partly Paid Shares or Options in the Company.

6.2 The terms of Mr Cunningham's employment agreement that are subject to SecurityHolder approval are as follows:

The Company has agreed, subject to obtaining SecurityHolder approval, to issue Performance Rights (**CEO Performance Rights**) to Mr Max Cunningham, the Chief Executive Officer/Managing Director (or his nominee) pursuant to the terms and conditions set out below.

Employment retention incentive, initial and ongoing performance rights:

Max has been invited to participate in NSX's performance rights plan (**PRP**). Max's level of participation and the terms and conditions of the participation in the PRP will be set out in any invitation letter and the plan rules of the PRP. Ordinarily, any invitation letter will be issued at or around the commencement of each financial year in respect of Max's participation for that financial year. Subject to Max remaining employed for the financial year in respect of which each invitation is issued, it is expected that Max will be invited to participate at a level represented by rights valued in the sum of AUD \$150,000 for each financial year. All performance rights will be subject to Board and Shareholder approval where applicable as per the terms of the invitation letter.

- (a) 3,000,000 (being the equivalent of \$75,000 of Performance Rights granted at 2.5 cents each) (**Employment Tranche A**). Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the date that is 6 months after the Commencement Date (**Employment Condition A**).
- (b) 3,000,000 (being the equivalent of \$75,000 of Performance Rights granted at 2.5 cents each) (**Employment Tranche B**). Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the date that is 12 months after the Commencement Date (**Employment Condition B**).
- (c) Such number of Performance Rights with an equivalent value of \$75,000 calculated based on the 30 day volume weighted average price of the Company's ordinary shares (**Shares**) on ASX up to and including the applicable Vesting Date (**Continuous Employment Tranches**). Each of the following conditions are satisfied:
 - 1) Employment Condition B has been satisfied;
 - 2) Thereafter, for every six (6) month period that Max remains continuously employed or engaged by a member of the Group;
 - 3) Subject to Board, shareholder and regulatory approvals that may be required each year. (**Continuous Employment Conditions**)

Short term performance incentive (STI) performance rights:

At the discretion of the Board and subject to SecurityHolder approval, the Board has agreed to the following performance incentive:

Such number of Performance Rights with an equivalent value of \$350,000 calculated based on the 30 day volume weighted average price of the Company's ordinary shares (**Shares**) on ASX up to and including the applicable Vesting Date (**Performance Tranche 1**)

Each of the following conditions are satisfied:

- a) the National Stock Exchange of Australia (**NSX**) has at least 75 entities officially admitted to its exchange (excluding any entities that have applied for a de-listing) (**Tranche 1 Listing Condition**). *As at the date of this notice there are 48 listed entities. To meet this condition then at least 27 additional entities have to be listed exclusive of any entities that have applied to delist or are delisted;*
- b) at the time the Tranche 1 Listing Condition is satisfied (**Tranche 1 Listing Condition Date**), the Company's ordinary share price on ASX is at least 7.5 cents per share; and

- c) Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the Tranche 1 Listing Condition Date. (together, the **Tranche 1 Vesting Conditions**).

Long term performance incentive (LTI) performance rights:

At the discretion of the Board and subject to shareholder approval, the Board has agreed to the following performance incentive:

Such number of Performance Rights with an equivalent value of \$350,000 calculated based on the 30 day volume weighted average price of the Company's Shares on ASX up to and including the applicable Vesting Date (**Performance Tranche 2**).

Each of the following conditions are satisfied:

- a) the NSX has at least 100 entities officially admitted to its exchange (excluding any entities that have applied for a de-listing) and the NSX is *operationally*² cash flow positive (**Tranche 2 Listing Condition**). *To meet this condition then at least 25 additional entities have to be listed exclusive of any entities that have applied to delist or are delisted over the 75 given in the Tranche 1 Listing Condition.*
- b) at the time the Tranche 2 Listing Condition is satisfied (**Tranche 2 Listing Condition Date**), the Company's ordinary share price on ASX is at least 15 cents per share; and
- c) Max remains continuously employed or engaged by a member of the Group from the Commencement Date until the Tranche 2 Listing Condition Date. (together, the **Tranche 2 Vesting Conditions**).

Issue and Vesting Dates

- a) Employment Condition A rights: Vesting December 2024 (issued November 2024 after approval by SecurityHolders)
- b) Employment Condition B rights: Vesting July 2025 (issued January 2025)
- c) Ongoing Employment rights: From December 2025 and then in July and December each year until shareholder approval is required again in 3 years time (November 2027). Issued 6 months prior to expected vesting date.
- d) STI Tranche 1: Vesting December 2025 (approximately depending on if the conditions have been met). To be issued January 2025
- e) LTI Tranche 2: Vesting December 2026 (approximately depending on if the conditions have been met). To be issued January 2026.

Expiry Date:

3 years from the Commencement Date (November 2027), but subject to any earlier lapse and forfeiture in accordance with the rules of the Performance Rights Plan.

Dealing restrictions:

Max may not Deal in the Performance Rights prior to exercise of the Performance Rights. Following exercise of the Performance Right you are free to Deal with any Shares issued on exercise (subject to compliance at all times with the Company's Securities Trading Policy).

Other terms:

The rights and obligations that apply to the Performance Rights, including in relation to Vesting and subsequent exercise, disposal and forfeiture, are set out in the PRP, which you should review carefully.

² Where operationally cash flow positive is defined as cash flows from operating activities is positive (exclusive of financing and investment activities cash flows).

6.3 Outline of terms of the Performance Rights Plan

A summary of the key terms and conditions of the Performance Incentive Plan for Max Cunningham is set out below to be effective once approved by shareholders.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (including Directors on shareholder approval), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan.

Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognisant of general SecurityHolder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the Eligible Employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

Eligible Participants: The eligible participant under this Performance Rights Plan is Max Cunningham, Managing Director and Chief Operating Officer ("**Eligible Employee**").

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Vesting: Subject to any earlier lapse and forfeiture of Performance Rights under the terms of the PRP, and subject to satisfaction of the Vesting Conditions, the Performance Rights vest on the applicable Vesting Date set out above. If the Performance Rights Vest, the Company will issue the underlying Shares to which the Performance Rights relate as soon as practicable following Vesting, but subject to compliance by the Company with all applicable laws or Company policies.

Limits on Entitlements: The Company may issue such number of Performance Rights, where the number of Shares that may be acquired on conversion of those Performance Rights when added to the total number of Shares or Performance Rights that have already been issued pursuant to the Performance Rights Plan or other incentive scheme in the previous three years, will not exceed 22,889,049 Shares of the total number of issued Shares at the time of the issue.

If relying on an ASIC class order to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order.

Individual Limits: The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (Offer) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy or Death: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its discretion, whether those Performance Rights which have not satisfied the performance condition but have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- a) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation
- b) with any other company or companies and the SecurityHolders of the Company approve the proposed compromise or arrangement at such meeting;
- c) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in more than 50% of the shares in the Company; or placement
- d) any person acquires a relevant interest in 50.1% or more of the shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's SecurityHolders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's SecurityHolders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

Financial advice and tax: The PRP is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act). The application to participate in the PRP and to be granted Performance Rights will have taxation or other financial consequences for the participant. Any financial or tax advice given by or on behalf of the Company in connection with this Invitation is general advice only. Each Eligible Participant's circumstances and objectives (financial or otherwise) is different. The participant is strongly recommended to obtain their own financial and tax advice from their own independent professional adviser with respect to participating in the PRP by accepting a grant of Performance Rights.

General rights in relation to Performance Rights: Prior to exercise, the Performance Rights do not entitle the holder to vote at any general meetings of the Company, to receive any dividends in the Company that may be paid, or to share in the assets of the Company or a return of capital on a winding up.

6.4 Technical information required by ASX Listing 7.2

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 6.3.
<p>The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule.</p>	<p>Nil performance rights have been issued to Mr Cunningham (or associates).</p>
<p>The maximum number of equity securities proposed to be issued under the scheme following the approval.</p>	<p>The aggregate maximum number of equity securities proposed to be issued under the Performance Rights Plan is as follows:</p> <p><u>Year 1:</u></p> <p>Employment conditions A & B: 6,000,000 Performance Rights</p> <p><u>Year 2:</u></p> <p>Employment conditions ongoing: Approximately 2,000,000 Performance Rights (dependent on 30 day VWAP estimated if 7.5 cents). Issue may be more or less if VWAP is more or less to the value of \$75,000.</p> <p>STI Tranche 1: Approximately 4,666,667 (dependent on minimum VWAP of 7.5 cents). Issue may be less if VWAP is more.</p> <p>Approximate Total 6,666,667 performance rights</p> <p><u>Year 3</u></p> <p>Employment condition: Approximately 1,000,000 Performance Rights (dependent on 30 day VWAP estimated if 15 cents). Issue may be more or less if VWAP is more or less to the value of \$75,000.</p> <p>LTI Tranche 2: Approximately 2,333,333 Performance Rights (dependent on min VWAP of 15 cents). Issue may be less if VWAP is more.</p> <p>Approximate Total 3,333,333 performance rights.</p>
<p>A voting exclusion statement.</p>	<p>A voting exclusion statement is included in Resolution 5 of this Notice.</p>

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 6.3.
Vesting date	Various dependent on date of issue of Condition and Tranche and satisfaction of Tranche conditions.
Conversion	Each Performance Right is convertible on a one-to-one basis into one Share.

6.5 Technical information required by ASX Listing 10.15

As outlined in the following table, the Managing Director and CEO, Max Cunningham, has not previously been issued with Performance Rights.

Max Cunningham's total remuneration package for the year ended 30 June 2024 comprised the following:

Rule	Rule Description	Information
10.15.1	Name of the person	Max Cunningham
10.15.2	Rule 10.14 category	Mr Cunningham falls in the category of ASX Listing Rule 10.14.1 as he is an executive director employed under the title of CEO and Managing Director of the Company.
10.15.3	The number and class of securities proposed to be issued	<p><u>Employment Retention Incentive:</u></p> <p>Employment Condition A: 3,000,000 Shares</p> <p>Employment Condition B: 3,000,000 Shares</p> <p>On going every 6 months (after Employment Condition B has been met): The equivalent of the value of \$75,000 in Performance Rights at an issue price of the 30 day VWAP. For example at an issue price of 2.5 cents this would be 3,000,000 Shares every six months or 6,000,000 Shares per annum.</p> <p><u>Short Term Incentive (STI):</u></p> <p>Performance Tranche 1 (if conditions are met): \$350,000 value in performance rights. For example, if issued at a share price of minimum 30 day VWAP of 7.5 cents then 4,666,667 performance rights.</p> <p><u>Long Term Incentive (LTI):</u></p> <p>Performance Tranche 2 (if conditions are met): \$350,000 value in performance rights. For example, if issued at a share price of minimum 30 day VWAP of 15.0 cents then 2,333,333 performance rights.</p> <p>For further details of conditions to be met refer to section 6.2</p> <p>For estimates of total performance rights issued see section 6.4</p>
10.15.4	Director total current remuneration	<p>Mr Cunningham commenced employment on 3 June 2024. Full details of actual remuneration paid up to 30 June 2024 can be found in the NSX Annual Report 2024 in the Remuneration Report.</p> <p><u>In a full financial year Mr Cunningham's remuneration is as follows:</u></p> <p>Fixed remuneration is AUD \$350,000 per annum exclusive of superannuation and inclusive of tax. Participation in the Performance Rights Plan as per this resolution.</p>
10.15.6	Summary of securities to be issued	<p>a) Material Terms: refer to sections 6.2 and 6.3 above</p> <p>b) Performance Rights are used as they are the most cost effective instrument for the Company in which to incentivise the employee.</p> <p>The Company has chosen to issue the Performance Rights to Max Cunningham for the following reasons:</p> <ol style="list-style-type: none"> 1. Provide short term and long term incentivisation to reward the CEO/MD in his success in his business development activities on behalf of the Company; 2. To drive increased new business for the Company; 3. To provide an at risk component to his remuneration package;

Rule	Rule Description	Information
		<p>4. To align Mr Cunningham's reward with SecurityHolder's outcomes by payment in equity;</p> <p>5. The Performance Rights Plan provides a key element in the Company's employee and management retention strategy;</p> <p>6. To preserve cash resources of the company as rights and subsequently Shares would be issued rather than a cash payment.</p> <p>By virtue of the above the Board considers that Max Cunningham's participation in the Performance Rights Plan is a critical mechanism by which to incentivise performance in line with SecurityHolder interests. The fair value of the Performance Rights proposed to be issued to Max Cunningham will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Mr Cunningham is deemed to have received his offer to participate in the Performance Rights Plan.</p> <p>c) Value of the performance rights: Employment Condition A & B rights: \$150,000 (once off) Ongoing rights: \$150,000 per annum STI Tranche 1 rights: \$350,000 (once off) LTI Tranche 2 rights: \$350,000 (once off) The valuation basis is due to the value applied in order to calculate the number of rights to issue.</p>
10.15.7	Dates of Issue	<p>a) Employment Condition A rights: December 2024</p> <p>b) Employment Condition B rights: July 2025</p> <p>c) Ongoing Employment rights: From December 2025 and then in July and December each year until shareholder approval is required again in 3 years time (November 2027).</p> <p>d) STI Tranche 1: December 2025 (approximately depending on if the conditions have been met)</p> <p>e) LTI Tranche 2: December 2026 (approximately depending on if the conditions have been met)</p>
10.15.8	Issue Prices	<p>a) Employment Condition A rights: 2.5 cents</p> <p>b) Employment Condition B rights: 2.5 cents</p> <p>c) Ongoing Employment rights: 30 day VWAP.</p> <p>d) STI Tranche 1 rights: 30 day VWAP with a minimum of 7.5 cents</p> <p>e) LTI Tranche 2 rights: 30 day VWAP with a minimum of 15.0 cents</p>
10.15.9	Summary of material terms	Refer to sections 6.2 and 6.3 above
10.15.10	Summary of material terms of any loan	Not applicable – No loans.
10.15.11	Annual Report disclosure	Details of any securities issued under the scheme will be published in the annual report of the Company to the period in which they are issued, along with a statement that approval of the issue was obtained under ASX Listing Rule 10.14.
10.15.12	Voting exclusion statement	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <p>a) Mr Cunningham (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or</p> <p>b) an associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <p>a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the</p>

Rule	Rule Description	Information
		<p>chair to vote on this Resolution as the chair decides; or</p> <p>c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6.6 What majority of votes is required for Resolution 5 to be passed?

An Ordinary Resolution is required for Resolution 5 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll. If Resolution 5 is not passed, Mr Cunningham will not receive the Performance Rights.

6.7 Who can vote on Resolution 5? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 5 except for Mr Cunningham (please refer to the full exclusion statement). If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 5 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

6.8 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 5.

7. RESOLUTION 6: Sale of ClearPay shares

7.1 Resolution 6 sale of ClearPay JV shares held by NSX to ISX

"That for the purposes of ASX Listing Rule 10.1, and all other purposes, Securityholders approve of the sale of the NSX ClearPay ownership amounting to 41% of the issued capital in ClearPay to ISX Financial EU PLC (the only other shareholder) for the cash consideration of \$500,000."

7.2 Purpose and consideration of the sale and financial benefit

ISX Financial EU PLC (the only other shareholder in the ClearPay JV) wishes to purchase NSX's 41% holding in ClearPay. As at the date of this Notice the agreed purchase consideration is \$500,000.

The purpose of the sale is to generate funds from disposal of the company's holding in the ClearPay joint venture. The Company will use the proceeds to retire debt (specifically debt to ISXFEU) which will provide a financial benefit back to the Company as described in this section

7.3 About ClearPay JV

The purpose of the ClearPay JV was to develop a Delivery versus Payment (DvP) platform, which was planned to supersede the current (T+ various days delayed for the clearing and settlement) process offered by current incumbent domestic and global stock exchanges. The system was to be initially utilised alongside with the National Stock Exchange of Australia's (NSXA) current post-trade arrangements where appropriate.

As announced in August 2022, the Board of directors, after discussion with the Company auditors resolved to fully write down the carrying value of the ClearPay JV due to the delay in the estimate economic returns that may accrue to NSX. It was intended to persist with developing the relationship, however the Board of Directors have determined that the Company no longer has the capacity mainly in financial and human resource terms to continue with the project. The Board of Directors would prefer to direct the Company's resources instead to progress the business development plans of the newly appointed CEO/MD Max Cunningham.

NSX owns 41% of the issued capital of the ClearPay joint venture and it is these shares that the Company wishes to sell to ISXFEU.

ISXFEU is the only other joint venture partner of ClearPay who holds 59% of the issued capital of the ClearPay joint venture. ISXFEU has offered to purchase the shares from NSX, that it does not already own.

Further details about the convertible loan and Securityholder approval requirements to complete the sale are given below.

7.4 Why is Securityholder approval required

ASX Listing Rule 10.1 govern the disposal of a significant asset by a listed entity. Although the ClearPay asset is fully written down in the accounts of the company with a zero carrying value, ISXFEU have offered a significantly attractive purchase price for NSX's 41% holding in the ClearPay JV.

As ISXFEU also holds more than 10% (that is 30.35%) of the issued capital of NSX Listing Rule 10.1.3 means that ISXFEU is a related party for the purposes of the transaction. Further, the ASX Listing Rule 10.2 defines a significant asset where the consideration being proposed as being in ASX's opinion 5% or more of the equity interests of the Company. As at 30 June 2024 NSX Net Equity Interests were \$(909,229). Therefore, the consideration is more than 5%.

The Board of Directors do not believe that, at the date of this Notice, there is another potential purchaser of NSX's holding in ClearPay.

In any case Securityholder approval would be required. Securityholder approval for this transaction is being sought by the Company as Resolution 6.

The Company has also commissioned an Independent Expert's Report to provide an opinion on the fairness and reasonableness of the transaction.

7.5 Retirement of a Convertible Loan of \$500,000

As at the date of this Notice of Meeting ISXFEU has provided NSX \$500,000 in debt funding by way of \$500,000 Convertible Loan on substantially similar terms to a separate larger \$2.2m loan (see Resolution 7 for details of the \$2.2m loan). In both cases the interest rate on the loan is 10% per annum commencing at 4 months after the date of the announcement (i.e. from 27 November 2024), and can result in conversion to ordinary shares if there is not repayment of the principal sum. This funding replaced similar funding that had been sourced from another subsidiary of ISXFEU, and it allowed those funds to be returned to that subsidiary.

The Board of Directors wishes to use the proceeds from the sale of the ClearPay asset to retire this \$500,000 loan. Resolution 6 deals with the Sale and \$500,000 Convertible Loan only.

7.6 Technical requirements of ASX Listing Rule 10.5

The following information is provided to satisfy the requirements of ASX Listing Rule 10.5 and provide Securityholders further information concerning the disposal of the ClearPay shares under Resolution 6.

Rule Number	Rule	Commentary
10.5.1	Name of person	ISX Financial EU Plc ("ISXFEU")
10.5.2	Which category in the rules 10.1.1 to 10.1.5 the person falls into and why	10.1.3 – A person who is, or was at any time in the 6 months before the transaction or agreement a substantial (10%+) holder in the entity. ISXFEU currently holds 30.35% of the issued capital.
10.5.3	Details of the asset being acquired or disposed of	Disposal of NSX's holding in the ClearPay Joint Venture amounting to 41% of ClearPay's issued capital.
10.5.4	The consideration for the acquisition or disposal	\$500,000
10.5.5	In the case of an acquisition the intended source of funds	Not applicable. Transaction is a disposal.
10.5.6	In the case of a disposal the intended use of the funds (if any) received for the disposal	The Company intends to retire debt being a Convertible Loan of \$500,000.
10.5.7	The timetable for completing the disposal	Within 1 month of the approval given by Securityholders.
10.5.8	If the disposal is occurring under an agreement, a summary of any other material terms	Other than the consideration and transfer of ClearPay shares there are no other material terms not elsewhere stated in this Notice.
10.5.9	Voting exclusion statement	The Company will disregard any votes cast in favour of this Resolution by or on behalf of: a) ISX Financial EU Plc (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

Rule Number	Rule	Commentary
		<p>b) an associate of that person or those persons.</p> <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <p>a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</p> <p>b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or</p> <p>c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ol style="list-style-type: none"> a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
10.5.10	<p>A report on the transaction from an independent expert. The report must state the expert's opinion as to whether the transaction is fair and reasonable to the holders of the entity's ordinary securities whose votes in favour of the transaction are not disregarded under rule 14.11.</p> <p>The expert's opinion as to whether the transaction is fair and reasonable must be displayed prominently in the notice of meeting and on the covering page of the notice of meeting any accompanying documents</p>	<p>An Independent Expert, Moore Australia, opinion has been sought by the Company on the fairness and reasonableness of the transaction. The Independent Expert's Report (IER) is attached to this notice of meeting.</p> <p>The summary of the opinion is that the transaction is Not Fair but Reasonable to Securityholders.</p> <p>Directors recommend that Securityholders vote in favour of the resolution.</p> <p>Refer to section 7.8 for further summary information.</p>

7.7 Advantages of approving Resolution 6

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Securityholder's decision on how to vote on the proposed Resolution 6:

- (a) The sale would facilitate full repayment of an existing loan by disposal of a zero value asset and therefore preserve the working capital in the Company;
- (b) The Company has stated above that it is not prepared to put further resources into the venture and would prefer to follow other business development and customer acquisitions strategies to concentrate on its listings business.
- (c) The NSX business modelling for the ClearPay joint venture means that it would see significantly delayed economic benefits in the future. This was the basis for the full written down value in the 30 June 2024 accounts.
- (d) The Company would no longer need to expend resources monitoring and accounting for the joint venture.
- (e) The Company would be free to investigate and pursue other opportunities if they arise.
- (f) The other shareholder ISXFEU would be free to develop ClearPay as it sees fit and if there are business opportunities later then NSX could enter in a fee for service relationship rather than a JV relationship.
- (g) It would remove one area of potential and actual conflict complications in related party matters with a substantial shareholder.

7.8 Independent Experts Report Summary

Pursuant to ASX listing rules and the Corporations Act requirements in relation to an asset disposal the Company provides the information for the benefit of Securityholders an Independent Expert's report ("IER") written by Moore Australia. The full report is attached to this Notice of Meeting as Annexure A.

The Independent Experts Report concludes that the approval contemplated by Resolution 6 is **not fair but reasonable** to the non-associated Securityholders of the Company. The following table shows the Low to High ranges of the assessment made by Moore for Resolution 6 and if Resolutions 6 and 7 taken together.

\$'000's / \$ whole per share	Low	Mid	High
Evaluation summary			
Resolution 6			
Fair value of NSX interest in ClearPay disposed of	(387)	(942)	(1,497)
Less consideration - reduction in liability to ISXFEU	520	520	520
Difference - gain / (loss) to Shareholders	133	(422)	(977)
Quantitative evaluation - Resolution 6	Fair	Not Fair	Not Fair
Resolution 6 & 7 together			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.003	0.005	0.008
Share price Higher / (Lower) Post Proposal	0.003	0.002	-0.001
Quantitative evaluation - Resolution 6 & 7	Fair	Fair	Not Fair

The following table provided by Moore in their report shows the advantages and disadvantages of the transaction. Despite Moore's opinion that the transaction is not fair and reasonable, Securityholders may still decide to approve the transaction in that the advantages and financial benefits to the Company outweigh the disadvantages of the transaction. In particular if both Resolutions 6 and 7 were approved then the Company's financial position would improve as there would be no debt no interest repayments and no potential for share conversion that would dilute the non-associated Securityholders.

Resolution 6	
Advantages of the Resolutions	<p>The Resolution is fair at the low range, which is consistent with the Auditors FY24 assessment of nil value of ClearPay technology.</p> <p>The Resolution results in a reduction in debt by \$0.5m.</p> <p>NSX will have no further obligation to invest resources in ClearPay to develop it to fruition.</p>
Disadvantages of the Resolutions	<p>The Resolution is not fair at the mid or high ranges at our assessed positive values for the NSX interest in ClearPay. However, such values are uncertain.</p> <p>NSX's original investment of \$3.2m in ClearPay, less \$0.5m debt reduced, is lost. Any interest in ISXFEU's IP that was to be contributed to ClearPay for their 59% share is also lost. Under the sale terms, there is no opportunity for NSX to participate in upside special value (if any) should ISXFEU ever utilise the IP developed by ClearPay.</p> <p>In our view this reflects the likely poor bargaining position of NSX.</p>
Other considerations including no change in circumstances	<p>The ClearPay investment was already recorded in NSX accounts at nil value before FY23.</p>
Alternatives to the Resolution	<p>Directors confirm there are no other viable alternatives to the Resolution.</p> <p>They do not believe any 3rd party could acquire in the short term their 41% interest in ClearPay at significantly greater value given it would require the consent of ISXFEU.</p> <p>Director's state they do not have the funds to devote further resources to ClearPay to bring it to fruition, given other operating losses.</p> <p>A members' voluntary administration of ClearPay is unlikely to achieve a better result.</p>

Securityholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the analysis and the sources of information and assumptions made to arrive at their conclusions.

7.9 Control

There are no NSX shares to be issued as part of the disposal and therefore there is no change of control or dilution of Securityholders. Therefore, change of control considerations are not applicable for Resolution 6.

7.10 Impact on Balance Sheet if Resolution 6 is approved.

	Consolidated 2024	Cash in	Sell ClearPay	Settle Liability	Proforma
		Adjustment 1	Adjustment 2	Adjustment 3	
	\$	\$			\$
Assets					
Current assets					
Cash and cash equivalents	2,061,675	260,183	500,000	-500,000	2,321,858
Trade and other receivables	134,416				134,416
Financial assets	366,221				366,221
Other current assets	602,230				602,230
Total current assets	3,164,542	260,183	500,000	-500,000	3,424,725
Non-current assets					
Property, plant and equipment	68				68
Right-of-use assets	985,831				985,831
Intangibles	164,681				164,681
Total non-current assets	1,150,580				1,150,580
Total assets	4,315,122	260,183	500,000	-500,000	4,575,305
Liabilities					
Current liabilities					
Trade and other payables	1,008,063				1,008,063
Convertible note payable	519,726			-519,726	0
Lease liabilities	631,580				631,580
Employee benefits	238,106				238,106
Share cancellation funds payable	1,939,817				1,939,817
Additional \$2.2 Funds		260,183			260,183
Contract liabilities	236,569				236,569
Total current liabilities	4,573,861	260,183	0	-519,726	4,314,318
Non-current liabilities					
Lease liabilities	518,097				518,097
Employee benefits	17,796				17,796
Contract liabilities	111,598				111,598
Total non-current liabilities	647,491	0	0	0	647,491
Total liabilities	5,221,352	260,183	0	-519,726	4,961,809
Net (liabilities)/assets	-906,230	0	500,000	19,726	-386,504
Equity					
Issued capital	65,846,978				65,846,978
Reserves	501,713				501,713
Accumulated losses	-67,254,920	0	500,000	19,726	-
Total equity	-906,229	0	500,000	19,726	-386,503

Adjustment 1: The second Convertible Note increased the Share Cancellation Funds Payable by 260,183 which are the costs of the cancellation. Cash entry received and a liability raised for the funds.

Adjustment 2: Impact of the funds received from sale of ClearPay if Resolution 6 is approved.

Adjustment 3: Impact of the settlement of loan with ISXFEU.

Net equity increases from -\$906,229 to -\$386,503. The balance sheet is audited as at 30 June 2024 financial statements released to ASX with unaudited adjustments applied to derive a proforma balance sheet showing the expected impacts if only Resolution 6 is approved.

Please refer to Resolution 7 for equivalent tables if Resolution 7 only is approved and if both Resolutions 6 and 7 are approved.

7.11 What if the resolution is not approved?

If the resolution to approve the sale of NSX's holding in the ClearPay JV is not approved by SecurityHolders then the following will occur:

- a) The Company will continue to hold shares in the ClearPay JV;
- b) The Company will be required to devote resources to the maintenance of the ClearPay JV including but not limited to having a director on the Board, audit costs and review of carrying value, Board review of the ClearPay JV at each board meeting amongst other things.
- c) The Company does not wish to devote resources to the JV which are better allocated to business development programs.
- d) From the end of November the Company will incur interest repayment costs of 10% per annum. ~~which will~~
- e) The Company will be required to find an alternative source of funds to repay the convertible loan (plus the accrued interest) or possibly face the prospect of conversion of the loan (which, if approved by SecurityHolders, would dilute their interests in the Company).
- f) The Company has stated above that it is not prepared to put further resources into the venture and would prefer to follow other business development and customer acquisitions strategies to concentrate on its listings business.
- g) The Company would have less resources to investigate and pursue other opportunities if they arise.
- h) Actual, potential or perceived conflicts of interest complications in related party matters with a substantial shareholder would remain.

If at some future date the Company may decide, in agreement with ISXFEU, that the Loan would be converted into shares instead of repayment in cash, then the Company will have to seek SecurityHolder approval under section 611 item 7 of the Corporations Act similar to that of Resolution 7. Note that ISXFEU would have to agree to such a conversion, and they may have other considerations (such as accounting consolidation) where they may not wish to control a larger proportion of the issued capital of NSX and would also like other investors to support NSX in its growth. The following table shows the approximate dilutionary effect if a conversion into Shares was to take place.

Dilution effect, if at some future date, the loan is converted into shares (excludes accrued interest):

5% or more Securityholders	Shares	% of Issued Capital	New Issue	Shares if resolution is approved	% of Issued Capital if loan is converted
ISX Financial EU Plc and associates	138,915,218	30.345	+20,000,000	158,915,218	33.261
FinTech HQ Pty Ltd and associates	92,013,281	20.100	-	92,013,281	19.258
Issued Capital	457,780,971	50.445	+20,000,000	477,780,971	52,520

Dilution effect if Resolution 7 is approved and at some future date the Loan is converted into Shares (excludes accrued interest):

5% or more Securityholders	Shares	% of Issued Capital	New Issue	Shares if resolution is approved	% of Issued Capital if loan is converted
ISX Financial EU Plc and associates	138,915,218	30.345	+108,000,000	246,915,218	43.641
FinTech HQ Pty Ltd and associates	92,013,281	20.100	-	92,013,281	16.263
Issued Capital	457,780,971	50.445	+108,000,000	565,780,971	59.905

7.12 What majority of votes is required for Resolution 6 to be passed?

An Ordinary Resolution is required for Resolution 6 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

7.13 Who can vote on Resolution 6? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 6. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 6 by marking either "**For**", "**Against**" or "**Abstain**" on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

7.14 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 6. For this resolution all Directors are considered independent.

The Directors note that Independent Expert's opinion that Resolution 6 is **not fair but reasonable**. The basis of making the recommendation by the Directors for approval of Resolution 6 is Securityholders summarised below and also are given in details provided in section 7.7. In summary, the benefits to the Company would expected to be:

- (a) Improve the net equity position of the Company;
- (b) Prioritise other business development and customer acquisitions strategies;
- (c) Release resources to core Company activities;
- (e) The Company would be free to investigate and pursue other opportunities if they arise.
- (f) It would remove one area of potential and actual conflict of interest complications in related party matters with a substantial shareholder;
- (g) Thereby enhancing SecurityHolder value.

If both Resolutions 6 and 7 were taken together then the Directors note that even though ISXFEU will receive a financial benefit the transaction would be both fair and reasonable at the mid-range of the analysis given by Moore. The Directors are of the opinion that the Company also derives a financial benefit from the transaction that would benefit the non-associated Securityholders. Directors further considered that if Securityholders approve both Resolutions 6 and 7 that it is likely that the transaction would be fair and reasonable to non-associated Securityholders on a mid-range basis.

8. RESOLUTION 7: APPROVAL FOR AN INCREASE IN THE RELEVANT INTEREST IN NSX SHARES BY ISXFEU

8.1 Resolution 7 – Approval for an increase in the relevant interest in NSX shares by ISXFEU.

“That for the purposes of ASX Listing Rules 10.11 and 10.12 and the Corporations Act Section 611 item 7, and for all other purposes, that Securityholders approve the increase in relevant interest in NSX Shares by ISXFEU from 30.4% to 41.6% by way of the conversion of the \$2.2 million Convertible Loan into 88,000,000 fully paid ordinary shares of the Company.”

8.2 Background on Convertible Loan

On 23 July 2024 the Company announced that it had entered into a funding arrangement with ISX Financial EU PLC (“ISXFEU”) as part of the court application to cancel 77,592,652 NSX shares that had been erroneously issued by the Company to ISXFEU. As the share cancellation would normally require return of the subscription money as well, a Convertible Loan amounting to \$2.2 million was established in its place. The intent of the loan was to preserve the Company’s working capital.

Most of the loan amount came from the refund payable to ISXFEU, with the balance (\$260,183) advanced by ISXFEU to NSX shortly after the court order on 2 August 2024. NSX’s cash position was improved by \$260,183.

The loan is convertible to shares in NSX at an issue price of 2.5 cents each if a proposed conversion is approved by NSX Securityholders having followed the procedure required by the Corporations Act and the ASX Listing Rules. The noteholder can call for part or full repayment on 90 days notice if both a conversion proposal is not approved by NSX Securityholders and at that time NSX’s net assets are lower than at the date of issue of the Convertible Loan (2 August). If not converted or the subject of early repayment, the loan will be in place for 2 years.

The interest rate on the loan is 10% per annum commencing on 27 November 2024, and would be payable upon conversion if that were to occur later than at this Annual General Meeting) or on repayment of the principal sum.

This Resolution 7 deals with the \$2.2 million Convertible Loan only.

8.3 Why is Securityholder approval required?

The Company is required to obtain SecurityHolder approval in order for ISXFEU to obtain an increased relevant interest above the 20% threshold prescribed by the Corporations Act. ISXFEU can only do this either with a takeover bid or if approval is granted by non-associated SecurityHolders under the Corporations Act section 611 item 7 exemption. ISXFEU’s current relevant interest is 30.35%. If this Resolution 7 is approved, then ISXFEU’s relevant interest would move to 41.35%.

Additionally, the Company is required to seek SecurityHolder approval under ASX Listing Rule 10.11.2 as it is considered a related party for the purposes of the rules as ISXFEU currently holds 30.35% of the issued capital in the Company.

The next section deals with ASX Listing Rule 10.11 for the issue of shares to a related party. Additional sections below that deal with the Corporations Act 2001 (Cth) requirements for the issue of shares to a related party when section 611 item 7 is the basis of the share issue.

8.4 Related party requirements to issue shares – ASX Listing Rule 10.11

ASX Listing Rule 10.11.1 states that:

10.11 Unless one of the exceptions in rule 10.12 applies, an entity must not issue or agree to issue +equity securities to any of the following +persons without the approval of the holders of its +ordinary securities.

10.11.1 A +related party.

10.11.2 A +person who is, or was at any time in the 6 months before the issue or agreement, a +substantial (30%+) holder in the entity

Based on rule 10.11.2 the Company must first seek Securityholder approval for an issue of Shares to ISXFEU for the purposes of retiring the Convertible Loan. Information below is provided as required by ASX Listing Rule 10.13.

In accordance with ASX Listing Rule 10.13 the following technical information is provided in relation to Resolution 7:

Rule Number	Rule	Description
10.13.1	Name of person	ISX Financial EU Plc ("ISXFEU")
10.13.2	Which category in the rules 10.11.1 to 10.11.5 the person falls into and why	10.11.2 – A person who is, or was at any time in the 6 months before the issue or agreement a substantial (30%+) holder in the entity.
10.13.3	The number and class of securities to be issued to the person	88,000,000 Shares
10.13.4	If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	Not applicable
10.13.5	The date or dates on or which the entity will issue the securities, which must not be more than 1 month after the date of the meeting	Within five business days after approval by Securityholders after the AGM to be held on 21 November 2024.
10.13.6	The price or other consideration the entity will receive for the issue	2.5 cents per share. The Company notes that this price is a premium to the share price that has traded on market and is the same as that of the February 2024 entitlement offer.
10.13.7	The purpose of the issue, including the intended use of funds raised by the issue.	To retire the Convertible Loan amounting to \$2.2 million.
10.13.8	If the person is: a director and therefore a related party under rule 10.11.1; or An associate of, or person connected with a director under rules 10.11.4 or 10.14.5. And the issue is intended to remunerate or incentivise the director, details (including amount) of	Not applicable. The person is not a director or associate for the purposes of the rules other than implied by Listing Rule 10.11.2.

Rule Number	Rule	Description
	the director's current total remuneration package	
10.13.9	If the securities are issued under an agreement, a summary of any other material terms of the agreement.	Not applicable. The Company can convert the Convertible Loan via cash or Shares. The Company is seeking Securityholder approval to convert into shares.
10.13.10	Voting exclusion statement	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> a) ISX Financial EU Plc (and their nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or b) an associate of that person or those persons. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this Resolution as the chair decides; or c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and b. the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval is not being sought under listing rule 7.1 or 7.1A as approval is being sought under Listing Rule 10.11. Accordingly, the issue for shares, if approved by Securityholders, will not be included in the use of the Company's 15% placement capacity nor the additional 10% placement capacity if Securityholders have approved that capacity.

8.5 Related party issues - Chapter 2E of the Corporations Act.

For a public company, or any entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) Obtain approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) Give the benefit within 15 months following such approval.

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is expected that the transaction will be completed within 1 month after approval at the AGM.

The Company is also seeking approval as per the Corporations Act 611 item 7 and provides the information required in section 8.6 detailed below.

8.6 Corporations Act requirement – Section 611 item 7

(a) General

The Company is required to seek SecurityHolder approval as per the Corporations Act Section 611 exemption item 7 for the increase in relevant interest ISXFEU would obtain if the Company issued shares to ISXFEU to retire the \$2.2 million convertible loan.

The Corporations Act includes provisions intended to prevent persons acquiring a voting power in a company above 20% without satisfying certain criteria outlined in the Corporations Act. Section 8.5(b) below summarises the relevant provisions of the Corporations Act and outlines the exception that permits a person to acquire a voting power greater than 20%.

Resolution 7 seeks Securityholder approval for the purposes of Item 7 of section 611 of the Corporations Act to allow the Company to issue the shares to ISXFEU which would mean that they acquire a larger relevant interest in the company. In turn the approval would allow the Company to retire the \$2.2 million Convertible Loan debt.

The result of approval of Resolution 7 is that ISXFEU's voting power would go from 30.35% to 41.57% as a result the issue of new Shares and the subsequent dilution of other non-associated Securityholders.

Pursuant to ASX Listing Rule 7.2 (Exception 8), Listing Rule 7.1 does not apply to an issue of securities approved for the purpose of Item 7 of section 611 of the Corporations Act. Accordingly, if Securityholders approve the issue of securities pursuant to Resolution 7, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and the additional 10% annual capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Securityholder approval. The 10% extra capacity was approved by Securityholders at the AGM held on 23 November 2023 and is effective for 12 months after that date. The Company is also seeking to re-new the 10% capacity at this AGM (See Resolution 8).

(b) Item 7 of Section 611 of the Corporations Act

Section 606 of the Corporations Act – Statutory Prohibition

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases: (i) from 20% or below to more than 20%; or (ii) from a starting point that is above 20% and below 90%, (**Prohibition**).

Voting Power

The voting power of a person in a body corporate is determined in accordance with section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

Associates

For the purposes of determining voting power under the Corporations Act, a person (second person) is an "associate" of the other person (first person) if:

- (a) pursuant to section 12(2) of the Corporations Act the first person is a body corporate and the second person is:
 - (i) a body corporate the first person controls;
 - (ii) a body corporate that controls the first person; or
 - (iii) a body corporate that is controlled by an entity that controls the person;
- (b) the second person has entered or proposes to enter into a relevant agreement with the first person for the purpose of controlling or influencing the composition of the company's Board or the conduct of the company's affairs; or
- (c) the second person is a person with whom the first person is acting or proposes to act, in concert in relation to the company's affairs.

Associates are, therefore, determined as a matter of fact. For example, where a person controls or influences the Board or the conduct of a company's business affairs, or acts in concert with a person in relation to the entity's business affairs. Names of associates are set out below.

Relevant Interests

Section 608(1) of the Corporations Act provides that a person has a relevant interest in securities if they:

- (a) are the holder of the securities; have the power to exercise, or
- (b) control the exercise of, a right to vote attached to the securities; or have power to dispose of, or
- (c) control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

In addition, section 608(3) of the Corporations Act provides that a person has a relevant interest in securities that any of the following has:

- (a) a body corporate in which the person's voting power is above 20%; or
- (b) Control a body corporate that the person controls.

Control

The Corporations Act defines "control" and "relevant agreement" very broadly as follows:

- (a) Under section 50AA of the Corporations Act control means the capacity to determine the outcome of decisions about the financial and operating policies of the Company.
- (b) Under section 9 of the Corporations Act, a relevant agreement includes an agreement, arrangement or understanding whether written or oral, formal or informal and whether or not having legal or equitable force.

About ISX Financial EU Plc ("ISXFEU")

- (a) ISXFEU is highest holding shareholder of the Company currently holding 30.35%.
- (b) ISXFEU first became a Securityholder in 2020 and along with other Securityholders has supported the Company in each of the Company's capital raises.
- (c) ISXFEU is a company that is based in Cyprus and operates a business, amongst other things, to provide software and services in the payments and know your clients industry.
- (d) ISXFEU is also owns 59% share in the Joint Venture called ClearPay Pty Ltd. NSX owns 41% of the issued capital of ClearPay. ClearPay is fully written down in NSX's accounts as of 30 June 2022 as there was and continues to be a delay in any economic returns from the JV. The sale of the NSX's ClearPay shares is the subject of Resolution 8.
- (e) Other than the NSX shares and ClearPay joint venture ISXFEU has no other interests in NSX.

Reason Section 611 approval is required.

Item 7 of section 611 of the Corporations Act provides an exception to the Prohibition, whereby a person may acquire a relevant interest in a company's voting shares with Securityholder approval. Accordingly, Resolution 7 seeks Securityholder approval for the purpose of section 611 Item 7, and all other purposes, for the issue of Shares to ISXFEU for the purposes of retiring the Convertible Loan.

Securityholders are encouraged to read the Independent Experts report summary provided in Section 8.9 below and also the Independent Experts Report provided by Moore Australia attached to this notice of meeting.

Specific information required by section 611 item 7

Requirement	Description
(i) the identity of the person proposing to make the acquisition and their associates; and	ISX Financial EU Plc ("ISXFEU") <u>Associates of ISXFEU:</u> ³ Select All Enterprises Ltd ISX Technologies Plc Indian Pacific Kinetics Ltd ISX Capital Ltd ISX Financial Canada Ltd Authenticate Pty Ltd Probanx Solutions Limited
ii) the maximum extent of the increase in that person's voting power in the company that would result from the acquisition; and	Maximum relevant interest is 41.57% (currently 30.35%)
(iii) the voting power that person would have as a result of the acquisition; and	The maximum voting power is 41.57% ISXFEU does not have any contract, arrangement or understanding relating to the controlling or influencing of the composition of the Company's Board or the conduct of the Company's affairs.
(iv) the maximum extent of the increase in the voting power of each of that person's associates that would result from the acquisition; and	The maximum voting power is 41.57%
(v) the voting power that each of that person's associates would have as a result of the acquisition.	The maximum voting power is 41.57%

Note that the following assumptions have been made in calculating the above:

- The Company has 457,780,971 Shares on issue as at the date of this Notice;
- the Company does not issue any additional Shares; and
- no existing options are exercised, Partly Paid Shares or Performance Rights are converted.

(c) ISXFEU's intentions

ISXFEU wishes to continue to support the Board and the Company in its strategy. ISXFEU is fully supportive of the recent appointment of the CEO/MD Max Cunningham who they believe will be able to drive growth in the Company in the future.

The Company is not aware of any ISXFEU intentions of appointing or removing directors as at the date of this Notice.

Further information is provided below of ISXFEU's stated intentions:

Acquirer's intention	Comment
(i) intention to change the business	ISXFEU has not stated any intention to change the business of NSX.

³ Controlled entities as disclosed in ISXFEU's annual report for the year ended FY23 released 31 May 2024.

Acquirer's intention	Comment
(ii) any intention to inject further capital into the entity	ISXFEU have stated that they intend to support the Company should it require capital. It would do this on the basis of any prorata entitlement offer that the Company issues so that all SecurityHolders have equal and fair opportunity to participate. The Company notes that ISXFEU is unable to participate in any placement by the Company without subsequent SecurityHolder approval under section 611 item 7 exemption.
(iii) future employment of present employees of the entity.	ISXFEU wishes to continue to support the Board and the Company in its strategy. ISXFEU is fully supportive of the recent appointment of the CEO/MD Max Cunningham who they believe will be able to drive growth in the Company in the future. ISXFEU has no intentions to add or remove management or to appoint or remove any Directors.
(iv) any proposal where assets will be transferred between the entity and the acquirer or vendor or their associates; and	ISXFEU holds NSX Shares. Resolution 6 deals with the proposal to dispose of the ClearPay JV holding to the other shareholder, ISXFEU. ISXFEU has not made any other proposals.
(v) any intention of otherwise redeploy the fixed assets of the entity; .	ISXFEU have not stated any other intention to the Company.
(vi) Any intention of the acquirer to significantly change the financial or dividend policies of the entity.	No change to financial policies. NSX follows the appropriate Australian accounting standards. The Company has not paid dividends so there cannot be any change to dividend policy.

(d) Interests of director's in the acquisition

Other than the fact that they are directors of the Company, the directors do not have any interests and there are no relevant agreements in the acquisition.

As at the date of this notice, there is no person that is intended to become a Director of the Company as a result of this transaction.

(e) Effect of Resolution 7 on Capital Structure and Control

Capital Structure

The Company currently has the following securities/instruments on issue:

Instrument	Amount on issue
Fully Paid Ordinary Securities	457,780,971
Partly Paid Shares paid to 1 cent	1,500,000
Options expiring 3 Jan 2027 exercise price 6.75 cents	7,500,000
Employee Performance Rights	2,190,196

Control

The effect of Resolution 7 is that ISXFEU will increase its equity interest in NSX as highlighted below⁴:

Top 10 Securityholders	Associated with	Shares #'000	% of Issued Capital Pre-resolution 7	Total new shares	Shares if resolution is approved #'000	% of Issued Capital post Resolution 7
ISX Financial EU Plc and associates	ISXFEU	138,915	30.345	+88,000	226,915	41.5
FinTech HQ Pty Ltd and associates		92,013	20.100	-	92,013	16.8
United Capitals Limited		21,949	4.8	-	21,949	4.0
Wellpoint Inc Limited		19,849	4.3	-	19,849	3.6
HSBC Custodian Nominees (Australia) Limited		16,459	3.6	-	16,459	3.0
Mr Weigou Shen		14,000	3.0	-	14,000	2.6
USB Nominees Pty Ltd		13,998	3.0	-	13,998	2.6
Exchange Technology Investments Pty Ltd		10,410	2.3	-	10,410	1.9
Cross-Strait Common Development Fund Co Limited		10,212	2.2	-	10,212	1.9
Australian Mining Group Ltd		7,433	1.6	-	7,433	1.4
Total Top 10		345,238	75.2	-	345,238	79.2
All Other Shareholders		114,043	24.8	-	114,043	20.8
Total Ordinary Shares		459,281	100.0	88,000	547,281	100.0

Notes on the above table are:

- Pre-Resolution amounts are stated following the cancellation of the Shares previously issued to ISXFEU earlier in 2024.
- Post Resolution 7, ISXFEU will receive 88.0m Shares.
- If Resolution 7 is passed, ISXFEU will increase its interest in the Company from ~30% to ~42% (rounded).
- Therefore all Shareholders (other than ISXFEU) will have the interests diluted from ~70% to ~59% (rounded). Outside the Top 10, all Other non-associated shareholders will be collectively diluted from ~25% to ~21%.
- Disregarded 7.5m options and 8.2m performance rights as those entitlements continue to exist regardless of whether the Resolutions are passed or not.

Despite an absence of intention on the part of ISXFEU to make changes to the Company's board, it is apparent that an increase in its shareholding of the magnitude set out above would increase its power to do so.

⁴ Source: Boardroom report dated 2 September 2024 and Moore analysis.

(f) Effect of the approval of resolution 7 on the Proforma balance sheet

	Consolidated 2024	Cash in	Settle Liability	Proforma
		Adjustment 1	Adjustment 2	
	\$	\$		\$
Assets				
Current assets				
Cash and cash equivalents	2,061,675	260,183		2,321,858
Trade and other receivables	134,416			134,416
Financial assets	366,221			366,221
Other current assets	602,230			602,230
Total current assets	3,164,542	260,183	0	3,424,725
Non-current assets				
Property, plant and equipment	68			68
Right-of-use assets	985,831			985,831
Intangibles	164,681			164,681
Total non-current assets	1,150,580			1,150,580
Total assets	4,315,122	260,183	0	4,575,305
Liabilities				
Current liabilities				
Trade and other payables	1,008,063			1,008,063
Convertible note payable	519,726			519,726
Lease liabilities	631,580			631,580
Employee benefits	238,106			238,106
Share cancellation funds payable	1,939,817		-1,939,817	0
Additional \$2.2 Funds		260,183	-260,183	0
Contract liabilities	236,569			236,569
Total current liabilities	4,573,861	260,183	-2,200,000	2,634,044
Non-current liabilities				
Lease liabilities	518,097			518,097
Employee benefits	17,796			17,796
Contract liabilities	111,598			111,598
Total non-current liabilities	647,491	0	0	647,491
Total liabilities	5,221,352	260,183	-2,200,000	3,281,535
Net (liabilities)/assets	-906,230	0	2,200,000	1,293,770
Equity				
Issued capital	65,846,978		2,200,000	68,046,978
Reserves	501,713			501,713
Accumulated losses	-67,254,920	0		-
Total equity	-906,229	0	2,200,000	1,293,771

Adjustment 1: The second Convertible Note increased the Share Cancellation Funds Payable by 260,183 which are the costs of the cancellation. Cash entry received and a liability raised for the funds.

Adjustment 2: Impact of the settlement of loan with ISXFEU.

Net equity increases from -\$906,229 to +1,293,771. The balance sheet is audited as at 30 June 2024 financial statements released to ASX with unaudited adjustments applied to derive a proforma balance sheet showing the expected impacts if only Resolution 7 is approved.

Impact if Resolutions 6 and 7 are both approved.

Net equity increases from -\$906,229 to +1,813,497. The balance sheet is audited as at 30 June 2024 financial statements released to ASX with unaudited adjustments applied to derive a proforma balance sheet showing the expected impacts if both Resolutions 6 and 7 are approved.

	Consolidated 2024	Cash in	Settle Liability	Sell ClearPay	Settle Liability	Proforma
		Adjustment 1	Adjustment 2	Adjustment 3	Adjustment 4	
	\$	\$				\$
Assets						
Current assets						
Cash and cash equivalents	2,061,675	260,183		500,000	-500,000	2,321,858
Trade and other receivables	134,416					134,416
Financial assets	366,221					366,221
Other current assets	602,230					602,230
Total current assets	3,164,542	260,183	0	500,000	-500,000	3,424,725
Non-current assets						
Property, plant and equipment	68					68
Right-of-use assets	985,831					985,831
Intangibles	164,681					164,681
Total non-current assets	1,150,580					1,150,580
Total assets	4,315,122	260,183	0	500,000	-500,000	4,575,305
Liabilities						
Current liabilities						
Trade and other payables	1,008,063					1,008,063
Convertible note payable	519,726				-519,726	0
Lease liabilities	631,580					631,580
Employee benefits	238,106					238,106
Share cancellation funds payable	1,939,817		-1,939,817			0
Additional \$2.2 Funds		260,183	-260,183			0
Contract liabilities	236,569					236,569
Total current liabilities	4,573,861	260,183	-2,200,000	0	-519,726	2,114,318
Non-current liabilities						
Lease liabilities	518,097					518,097
Employee benefits	17,796					17,796
Contract liabilities	111,598					111,598
Total non-current liabilities	647,491	0	0	0	0	647,491
Total liabilities	5,221,352	260,183	-2,200,000	0	-519,726	2,761,809
Net (liabilities)/assets	-906,230	0	2,200,000	500,000	19,726	1,813,496
Equity						
Issued capital	65,846,978		2,200,000			68,046,978

Reserves	501,713					501,713
Accumulated losses	-67,254,920	0		500,000	19,726	-
Total equity	-906,229	0	2,200,000	500,000	19,726	1,813,497

8.7 Advantages of approving Resolution 7

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Securityholder's decision on how to vote on the proposed Resolution 1:

- (a) The Company will have a stronger balance sheet with net equity increasing from \$(906,229) to \$1,292,771;
- (b) The Company will have preserved cash available for working capital and business development purposes by issuing equity; and
- (c) The Company does not have to pay \$2,200,000 to retire the convertible loan which in that event would have severely diminished the working capital of the Company.
- (d) The Company will not have debt on its balance sheet which will enable the Company to raise capital that would go to business development activities.

8.8 Disadvantages of approving Resolution 7

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Securityholder's decision on how to vote on the proposed Resolution 7:

- (a) Securityholders may consider that ISXFEU would have significant control over the Company.

8.9 Independent Experts Report

Pursuant to ASX listing rules and the Corporations Act requirements in relation to such share issues the Company provides for the benefit of Securityholders an Independent Expert's report written by Moore. The full report is attached to this Notice of Meeting as Annexure A.

The Independent Experts Report concludes that the approval contemplated by Resolution 7 is **fair and reasonable** to the non-associated Securityholders of the Company. The following table shows the Low to High ranges of the assessment made by Moore for Resolution 7 and if Resolutions 6 and 7 taken together.

\$ whole per share	Low	Mid	High
Evaluation summary			
Resolution 7			
Pre Proposal share price - control	-	0.004	0.009
Post Proposal share price - minority	0.002	0.006	0.010
Share price Higher / (Lower) Post Proposal	0.002	0.002	0.001
Quantitative evaluation - Resolution 7	Fair	Fair	Fair
Resolution 6 & 7 together			
Pre Proposal share price - control	-	0.004	0.009

\$ whole per share	Low	Mid	High
Post Proposal share price - minority	0.003	0.005	0.008
Share price Higher / (Lower) Post Proposal	0.003	0.002	-0.001
Quantitative evaluation – Resolution 6 & 7	Fair	Fair	Not Fair

The following table provided by Moore in their report shows the advantages and disadvantages of the transaction for Resolution 7. Of note is that if both Resolutions 6 and 7 were approved then the Company's financial position would improve as there would be no debt no interest repayments and no potential for share conversion that would dilute the non-associated Securityholders.

Resolution 7	
Advantages of the Resolutions	The Resolution is fair at all ranges, which indicates a control premium is likely being paid by ISXFEU. The Resolution results in a reduction in debt by \$2.2m. The average price to be paid of 2.5 cents per share is greater than the current market price for NSX Shares of ~1.4 cents per share, albeit that we consider that price illiquid.
Disadvantages of the Resolutions	Ordinary Shareholders will have their voting interests in the Company diluted from ~70% to ~59%.
Other considerations including no change in circumstances	Given ISXFEU's substantial interest of ~30%, their greater interest of ~42% may not reflect any substantive change in control or liquidity.
Alternatives to the Resolution	Directors confirm there are no other viable alternatives to the Resolution. The Company does not have the funds to repay ISXFEU.

Securityholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the analysis and the sources of information and assumptions made to arrive at their conclusions.

8.10 What majority of votes is required for Resolution 7 to be passed?

An Ordinary Resolution is required for Resolution 7 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

8.11 What if Resolution 7 is not passed?

Pursuant to ASX Listing Rule 14.1A, if Resolution 7 is not passed the Company will be in the following position:

1. The Convertible Loan will remain in place and the loan will start to accrue interest at the rate of 10% from the end of November 2024;
2. The Company will not be in a position to retire the debt;
3. Servicing interest repayments will place an additional drain on the Company's cash resources;
4. Securityholders will be required to contribute more funds at a future capital raise;
5. The Net Equity of the Company will not be improved and will deteriorate from \$(909,229) until such time as additional sales are made or additional capital is raised.

8.12 Who can vote on Resolution 7? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 7 except for ISX Financial EU Plc. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

8.13 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 7. All of the directors are considered independent for the purposes of this Resolution 7. Each director has stated their recommendation individually as follows:

Director	Recommendation
Michael Aitken	Recommended
Max Cunningham	Recommended
Barnaby Egerton-Warburton	Recommended
Tim Hart	Recommended
Kelly Humphreys	Recommended
Tod McGrouther	Recommended

9. RESOLUTION 8: INCREASE IN SHARE PLACEMENT CAPACITY

9.1 Resolution 8

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company's share capital (at the time of issue) calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Memorandum.”

9.2 Placement capacity under ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek Securityholder approval by Special Resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period (10% Placement Facility).

This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

Resolution 8 is seeking approval of Securityholders by Special Resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine and, on the terms described in this Explanatory Memorandum.

9.3 Issue / cancellation of shares since 1 July 2023

The Company issued or cancelled shares at the following times since 1 July 2023:

Date	Type of Issue	Number Issued	Issue Price / Exercise Price
24 July 2023	Conversion of performance rights	181,434	\$0.000 per share
14 December 2023	Conversion of performance rights	222,222	\$0.00 per share
8 March 2024	Issue of shares under entitlement offer	51,044,260	\$0.025 per share
8 March 2024	Issue of shares under convertible loan conversion	20,106,546	\$0.025 per share
22 May 2024	Conversion of performance rights	1,318,375	\$0.00 per share
4 June 2024	Issue of shares under shortfall placement	61,484,159	\$0.025 per share
5 August 2024	Cancellation of shares	(77,592,652)	\$0.025 per share
Current shares on issue		457,780,971	

Up to the date of this notice the number of Performance Rights on issue is 2,190,196. There are 7,500,000 options on issue with an expiry date of 3 January 2027 and exercise price of \$0.07. There are 1,500,000 partly paid shares on issue paid up to \$0.01 per share with \$0.99 per share outstanding.

The Company previously sought approval for the 10% placement facility at the 2023 AGM which was approved by Securityholders.

9.4 Eligibility

A company is eligible to seek Securityholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- It has a market capitalisation of AU\$300 million or less; and
- Is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will continue to satisfy both these criteria at the date of the AGM as well.

9.5 Number of shares that can be issued (7.1A.2)

The number of shares which may be issued or the Company may agree to issue, under the approval sought by Resolution 8 is calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A.2:

(A x D) – E

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without Securityholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Securityholders under ASX Listing Rule 7.1 or 7.4.

9.6 Issue Price (7.1A.3)

For the purposes of ASX Listing Rule 7.3A.1, the following information is provided:

The minimum price at which the ordinary shares will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed; or
- b) if the securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the securities are issued.

9.7 Statement of risk and dilution to existing shareholdings (7.3A.2)

The existing ordinary Securityholders face the risk of economic and voting dilution as a result of the issue of equity shares which are the subject of this resolution, to the extent that such shares are issued; including:

- a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
- b) the ordinary shares may be issued at a price that is at a discount to the market price for those ordinary shares on the issue date.

The following table gives examples of the potential dilution of existing ordinary Securityholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary shares as at the date of this Notice of Meeting and Explanatory Memorandum (Variable A) calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting and Explanatory Memorandum.

The following dilution table also shows:

- a) examples of where Variable A has increased by 50%, and by 100%, respectively. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Securityholder approval (for example the pro-rata entitlement issue or script issue under a takeover offer) or future specific requirements under Listing Rule 7.1 that are approved as a future Securityholders meeting; and
- b) examples of where the issue price of ordinary securities has decreased by 50%, and increased by 100%, respectively, as against the current market price.

Dilution Table

Share Capital (Variable 'A' in Listing Rule 7.1A.2)		Dilution Table		
		50% Decrease in Issue price	Current Issue Price	100% increase in Issue Price
Price		0.014	0.028	0.056
Current Issued Shares	Number of Shares	45,778,097	45,778,097	45,778,097
457,780,971	Funds \$	640,893	1,281,787	2,563,573
50% Increase in Shares	Number of Shares	68,667,146	68,667,146	68,667,146
686,671,457	Funds \$	961,340	1,922,680	3,845,360
100% Increase in shares	Number of Shares	91,556,194	91,556,194	91,556,194
915,561,942	Funds \$	1,281,787	2,563,573	5,127,147

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur.

- The table assumes that the Company issues the maximum number of ordinary shares available under ASX Listing Rule 7.1A.
- The table assumes that no options or performance rights are exercised for ordinary shares before the date of the issue of ordinary shares under ASX Listing Rule 7.1A.
- The table does not show an example of dilution that may be issued to a particular Securityholder by reason of placements under the 10% Placement Facility based on that Securityholder's interest at the date of the meeting.
- The table shows the effect of an issue of ordinary shares under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- The issue price of AU\$0.028 being the last traded price on 7 October 2024.

9.8 Date of Issue of shares (7.3A.3)

The date by which the Company may issue the ordinary shares is the period commencing on the date of the AGM (to which this Notice of Meeting relates i.e. 21 November 2024) at which approval is obtained and expiring on the first to occur of the following:

- the date which is 12 months after the date of the AGM at which approval is obtained (i.e. 21 November 2025); and
- the date of the approval by Securityholders of the Company's ordinary shares of a transaction under ASX Listing Rule 11.1.2 or 11.2. The approval under ASX Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary shares approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

9.9 Purpose of the 10% placement (7.3A.4)

The Company may seek to issue Shares under the 10% Placement for a cash issue price. In this case, the Company may use the funds for working capital, retirement of debt or for other corporate purposes. The cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

9.10 Allocation policy (7.3A.5)

The Company's allocation policy is dependent on the prevailing market conditions at the times of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- The methods of raising funds that are available to the Company;
- The effect of the issue of the Equity Securities on the control of the Company. Allocation will be subject to takeover thresholds;
- The financial situation and solvency of the Company; and

- d) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Securityholders and/or new Securityholders who are not related parties or associates of a related party of the Company.

9.11 Allotment of shares in previous 12 months (7.3A.6)

Other than cancelled shares, no securities have been issued as per ASX Listing Rule 7.1 or 7.1A.

As required by Listing Rule 7.3A.6(a) the total number of securities issued preceding the date of the meeting and the percentage they represent of the Company's securities on issue at the commencement of that 12-month period are presented in the table below:

Date	Type of Issue / reason for issue	Number Issued	Issue Price / Exercise Price	%
24 July 2023	Conversion of performance rights	181,434	\$0.000 per share	0.03
14 December 2023	Conversion of performance rights	222,222	\$0.00 per share	0.04
8 March 2024	Issue of shares under entitlement offer	51,044,260	\$0.025 per share	11.15
8 March 2024	Issue of shares under convertible loan conversion	20,106,546	\$0.025 per share	4.39
22 May 2024	Conversion of performance rights	1,318,375	\$0.00 per share	0.27
4 June 2024	Issue of shares under shortfall placement	61,484,159	\$0.025 per share	13.43
5 August 2024	Cancellation of shares	(77,592,652)	\$0.025 per share	-16.94
Current shares on issue		457,780,971		

9.12 Voting exclusions (7.3A.7)

At the date of the Notice, the proposed allottees of any Securities which may be issued in accordance with this resolution are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue.

Where it is not known who will participate in the proposed issue (as is the case in respect of the Securities which may be issued in accordance with this resolution), Securityholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

On the above basis and for the purposes of the Listing Rules, a voting exclusion statement is not required for this resolution.

9.13 Special resolution requirements

Resolution 8 is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes cast by Securityholders entitled to vote on Resolution 8 must be in favour of the resolution.

9.14 Director Recommendation

The Directors believe that Resolution 8 will provide the Company with flexibility to raise capital quickly if advantageous terms are available and is in the best interests of the Company. The Directors recommend that Securityholders vote in favour of this Resolution 8.

10. RESOLUTION 9: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO SCOTT EVANS

10.1 Resolution 3 – Approval to Issuer Performance Rights to Scott Evans

The Company has agreed, subject to obtaining SecurityHolder approval, to issue 400,000 Performance Rights (**CoSec Performance Rights**) to Mr Scott Evans, the Company Secretary (or his nominee) pursuant to the terms and conditions set out below.

The Employee Performance Rights Plan was approved by SecurityHolders at the previous AGM held in November 2022. The Directors would like SecurityHolders to note that while SecurityHolder approval is not required to issue the Performance Rights under the Listing Rules in relation to Resolution 9, the Company is nonetheless seeking a general approval as a matter of good corporate governance. The CoSec Performance Rights to be issued to Mr Evans will be issued on the terms and conditions set out below and in Section 10 of this Notice. The issue of the CoSec Performance Rights is a non-cash form of remuneration and will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Evans.

10.2 Information about the issue of CoSec Performance Rights

Mr Evans is the Company Secretary of the Company and has been Company Secretary since 2006. Up until 30 June 2017 Mr Evans was General Manager and Company Secretary performing a wide range of activities in relation to those roles. Mr Evans was originally employed in this full-time role by the Company in September 2001 and since 1 July 2017 as an independent contractor performing various training, special project and consulting tasks as well as company secretary on a part time basis.

Mr Evans long term experience and knowledge of the operations of the Company and helping to mentor and train NSX staff is seen by the Board as invaluable and the issue of the CoSec Performance Rights is a way of rewarding and maintaining that knowledge without additional cash out lay by the Company.

Mr Evans currently owns 614,223 fully paid ordinary shares in the Company and 270,270 performance rights issued last year due to convert on 27 November 2024. The value of the CoSec Performance Rights is \$10,000 at an issue price of \$0.025 (February Entitlement Offer Price). If approved, the vesting date will 21 November 2025.

10.3 Outline of terms of the Performance Rights Plan

The performance plan on the same terms and conditions as that afforded to other staff. A summary of the key terms and conditions of the Performance Rights Plan is set out below to be effective once approved by shareholders. In addition, a copy of the Performance Rights Policy is available for review by SecurityHolders on the NSX website at nsx.com.au/about/governance/constitution-and-policies.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (including Directors), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan.

Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognisant of general SecurityHolder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

Eligible Participants: The eligible participants under the Performance Rights Plan are full time or part time employees (including Directors) of the Company and its subsidiaries, a contractor or casual employee who works a pro-rata equivalent of 40% or more of a comparable full-time position for the Company or its subsidiaries, or any other person determined by the Board to be an eligible employee for the purposes of the Plan ("**Eligible Employees**").

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Limits on Entitlements: The Company may issue such number of Performance Rights, where the number of Shares that may be acquired on conversion of those Performance Rights when added to the total number of Shares or Performance Rights that have already been issued pursuant to the Performance Rights Plan or other incentive scheme in the previous three years, will not exceed 22,889,049 Shares of the total number of issued Shares at the time of the issue.

If relying on an ASIC class order to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order.

Individual Limits: The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (Offer) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy or Death: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its discretion, whether those Performance Rights which have not satisfied the performance condition but have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- e) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation
- f) with any other company or companies and the SecurityHolders of the Company approve the proposed compromise or arrangement at such meeting;
- g) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in more than 50% of the shares in the Company; or placement
- h) any person acquires a relevant interest in 50.1% or more of the shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's SecurityHolders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's SecurityHolders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

10.4 Technical information required by ASX Listing 7.2

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 10.3.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule.	575,826 performance rights have been issued to Mr Evans since the start of the plan.
The maximum number of equity securities proposed to be issued under the scheme following the approval.	The aggregate maximum number of equity securities proposed to be issued under the Performance Rights Plan is the number equal to 22,889,048 Shares of the issued capital of the Company as at the date of adoption of the Performance Rights Plan.
A voting exclusion statement.	A voting exclusion statement is included in Resolution 3 of this Notice.
Vesting date	The vesting date is to be 21 November 2025.
Conversion	Each Performance Right is convertible on a one-to-one basis into one Share.

10.5 What majority of votes is required for Resolution 9 to be passed?

An Ordinary Resolution is required for Resolution 9 to be passed. That is more than 50% of the votes counted either by a show of hands or in a poll.

10.6 What if Resolution 9 is not passed?

In accordance with ASX Listing Rule 14.1A, if Resolution 9 is not passed, Mr Evans will not receive the CoSec Performance Rights.

10.7 Who can vote on Resolution 9? (voting exclusions)

Subject to the Constitution and voting exclusions, all Securityholders can vote on Resolution 9 except for Mr Evans. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 9 by marking either “**For**”, “**Against**” or “**Abstain**” on the proxy form for that Resolution.

A voting exclusion applies to this resolution.

11. RESOLUTION 10: EMPLOYEE PERFORMANCE PLAN

11.1 General

Resolution 10 seeks Shareholder approval, pursuant to ASX Listing Rule 7.2, Exception 13, for the adoption of an employee incentive scheme titled "Performance Rights Plan" and to enable issues of Performance Rights under the Performance Rights Plan.

The Performance Rights Plan provides for the issuance of Performance Rights which, upon a determination by the Board that the performance conditions attached to the Performance Rights have been met, will result in the issue of one fully paid ordinary share in the Company for each Performance Right.

As set out above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. ASX Listing Rule 7.2 (Exception 13) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to ASX Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to issue Performance Rights under the Performance Rights Plan to eligible participants over a period of 3 years. The issue of any Performance Rights to eligible participants under the Performance Rights Plan (up to the maximum number of Performance Rights stated in section 5.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights under the Performance Rights Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 10 is not passed,

- a) The Company will continue with the current plan that will expire in November 2025; and after that
- b) the Company will be to proceed with the issue of Performance Rights under the Performance Rights Plan to eligible participants, but any issues of Performance Rights will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

11.2 Reasons for the Performance Rights Plan

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible participants under the Performance Rights Plan provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Performance Rights Plan:

- a) enables the Company to recruit, incentivise and retain Key Management Personnel and other eligible employees needed to achieve the Company's business objectives;
- b) links the rewards of key staff with the achievements of strategic goals and the long-term performance of the Company;
- c) aligns the financial interests of participants of the Performance Rights Plan with those of Securityholders; and
- d) provides incentives to participants of the Performance Rights Plan to focus on superior performance that creates Securityholder value.

Any future issues of Performance Rights under the Performance Rights Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

11.3 Outline of terms of the Performance Rights Plan

A summary of the key terms and conditions of the Performance Rights Plan is set out below to be effective once approved by shareholders. In addition, a copy of the Performance Rights Policy is available for review by Securityholders on the NSX website at nsx.com.au/about/governance/constitution-and-policies.

Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (excluding Directors), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board. In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan. Performance Rights to be issued to Directors will be the subject of a separate approval by SecurityHolders.

Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognisant of general SecurityHolder concern that long-term equity based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

Eligible Participants: The eligible participants under the Performance Rights Plan are full time or part time employees (including Directors) of the Company and its subsidiaries, a contractor or casual employee who works a pro-rata equivalent of 40% or more of a comparable full-time position for the Company or its subsidiaries, or any other person determined by the Board to be an eligible employee for the purposes of the Plan ("**Eligible Employees**").

In accordance with the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

Limits on Entitlements: The Company may issue such number of Performance Rights to Max Cunningham as approved by SecurityHolders.

If relying on an ASIC class order to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order.

Individual Limits: The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

Consideration Payable: Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

Offer and Performance Conditions: The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (Offer) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the participant and/or by the Company (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest, or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board in its absolute discretion determines whether performance conditions have been met.

Milestone Date, Expiry Date & Lapse: Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the Offer. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Rights will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

Retirement, Disability, Redundancy or Death: Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its discretion, whether those Performance Rights which have not satisfied the performance condition but have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

Forfeiture: If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

Assignment: Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

Takeover Bid or Change of Control: All Performance Rights automatically vest in the event of:

- a) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation
- b) with any other company or companies and the SecurityHolders of the Company approve the proposed compromise or arrangement at such meeting;
- c) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in more than 50% of the shares in the Company; or placement
- d) any person acquires a relevant interest in 50.1% or more of the shares in the Company by any other means.

Alteration in Share Capital: Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

Pro Rata Issue of Securities: If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's SecurityHolders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's SecurityHolders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

Bonus Issue: If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

Participation in other Opportunities: There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

Termination, Suspension or Amendment: The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

11.4 Technical information required by ASX Listing 7.2

A summary of the terms of the scheme.	A summary of the Performance Rights Plan to be adopted at section 5.3.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule.	Last plan approved by SecurityHolders on 24 November 2022. 2,190,196 performance rights remain unvested to employees as part of the current plan.
The maximum number of equity securities proposed to be issued under the scheme following the approval.	The aggregate maximum number of equity securities proposed to be issued under the Performance Rights Plan is the number equal to or 22,889,048 Shares of the issued capital of the Company as at the date of adoption of the Performance Rights Plan.
A voting exclusion statement.	A voting exclusion statement is included in Resolution 10 of this Notice.
Vesting date	Various dates over the 3 year period
Conversion	Each Performance Right is convertible on a one-to-one basis into one Share.

12. GLOSSARY

\$ and cents means an amount in Australian currency.

Annual Report means the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2024.

ASX means ASX Limited ACN 008 624 691 or the securities market which it operates, as the case may be.

Board means the board of directors of the Company of NSX Limited.

Closely Related Party means, as defined in the *Corporations Act*, a closely related party of a member of the Key Management Personnel being:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means NSX Limited ABN 33 089 447 058.

Constitution means the constitution of the Company at the date of these Explanatory Notes.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Explanatory Notes means these Explanatory Notes.

Key Management Personnel means those people described as Key Management Personnel in the Company's Remuneration Report and includes all Directors.

Listing Rule or Listing Rules means a listing rule of the ASX.

Notice of Annual General Meeting means the Notice of Annual General Meeting accompanying these Explanatory Notes.

Ordinary Resolution means a simple majority (at least 50%) of those Securityholders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

Performance Rights means performance rights in the capital of the Company

Performance Rights Plan means the "NSX Limited Employee Incentive Plan – Performance Rights".

Resolution means a resolution in the Notice of Annual General Meeting which requires Securityholder approval.

Share means a fully paid ordinary share in the Company or an equivalent paid up value of a partly paid share.

Securityholder means any person holding Shares.

Special resolution means a majority of at least 75% of those Securityholders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

Annexure A

Independent Expert's Report