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Funding update

NSX Limited (**NSX, the Company**) advises that the Company has entered into a loan agreement with ISX Financial EU Plc (**ISXFEU**) for AUD \$1.6 million.

Purpose of the Loan

The loan is to provide immediate working capital for the Company while the Company engages with investors for additional capital to progress the growth strategy and business development plans.

Terms and Conditions of the Loan.

The loan repayment may be made either by cash or shares or a combination of both.

Given that ISXFEU holds 30.4% of the issued capital of NSX, any conversion into shares would be subject to onerous review and approval processes, including approval by the Australian Securities and Investments Commission (**ASIC**) if the current shareholding percentage would rise as a result of a conversion.

Repayment:

The methods for repayment for the principal and accrued interest are as follows:

1. Can be repaid in Shares, cash or a combination of both depending on NSX's ability to issue Shares or pay cash.
2. The loan agreement provides that ISXFEU is prepared to convert the repayment of the loan progressively if and when the Company performs one or more entitlement offers. The repayment would be offset by ISXFEU's prorata entitlements as long as ISXFEU holding does not exceed the current approved percentage under section 852DM.
3. If the Company was to repay the loan by an issue of shares as a placement to ISXFEU then shareholder approval and an independent experts report is required as per the Corporations Act and ASX Listing Rules in addition to the section 852DM prior approval if ISXFEU's percentage were to exceed the current approved percentage.

Price for conversion to shares.

1. AUD \$0.025 per share; or
2. the least price per share, where NSX shares have been issued or pledged (including by way of any other convertible note or option) to any other party since 31st December 2024 until such date as to the conversion or repayment of the loan in full.

Interest Rate: The interest rate under the Agreement will accrue at the rate of the Reserve Bank of Australia (RBA) Cash rate plus four percent per annum (RBA Cash Rate + 4% pa) on a pro-rata basis (Accrued Interest), with prevailing RBA Cash Rate to be applied from the date following each RBA meeting at which the Cash Rate is adjusted.

Accrued Interest is calculated monthly or from the date of any RBA Cash rate update, and only repayable subject to termination conditions applicable on termination of the agreement or conversion.

Accrued interest can be repaid via cash or shares subject to the repayment terms stated above.

Term of loan agreement: 24 months.

Approved by the board of directors of NSX Limited.

For further information please contact the Company Secretary, Scott Evans by email at cosec@nsx.com.au.