7th March 2005

Dear Shareholder,

Notice of General Meeting of Members: Takeover of Bendigo Stock Exchange

NSX Limited (NSX) has completed due diligence on BSX Group Holdings Ltd and controlled entities which includes the Australian Market Licencee, Bendigo Stock Exchange. Terms and Conditions for the takeover were advised in the NSX Limited Prospectus Dated 6th December 2004, Section 5.13 page 19. A copy of the prospectus is available from the NSX website or, alternatively, a hardcopy can be made available upon request. The decision was made at the time to seek approval for the issue after the NSX had successfully listed on the ASX and so new shareholders had an opportunity to vote on the proposal.

The Bendigo Stock Exchange (BSX) has nineteen (19) listed securities and three (3) registered broker participants, as at the date of this letter. NSX believes that there are synergies between the two exchanges and that a merger of these two exchanges would create a stronger second stock exchange within Australia.

The full terms and conditions of the takeover are detailed in the attached Explanatory Memorandum and are summarised below.

The Consideration

Pursuant to the Corporations Act and ASX Listing Rules, the consideration for the purchase of the entire issued share capital of BSX Group Holdings Ltd and controlled entities (including any partly paid shares, convertible shares, options, convertible note or any other security giving the holder thereof any interest in the capital of BSX Group Holdings Ltd) will be satisfied by way of the issue of 10 million fully paid ordinary shares in NSX Limited.

Additional Board Members

After completion of the transaction, two BSX Group Holdings Ltd directors, Dudley Keith Chamberlain and Ian George Mansbridge, will be invited to join the NSX Board as non-executive Directors.

The Board and I would like to consider the information provided in the Explanatory Memorandum in its entirety and fully recommend to you the issue of securities.

On Behalf of the Board.
Yours Sincerely

Michael Cox
Director and CEO

PROXY FORM

All correspondence to:
Registries Limited
P O Box R67
Royal Exchange, Sydney NSW 1223
Enquiries: 61 2 9290 9600
Facsimile: 61 2 9279 0664
www.registriesltd.com.au
registries@registriesltd.com.au

NSX LIMITED

ABN 33 089 447 058
General Meeting
Proxy Form

☐ Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

Appointment of Proxy

If appointing a proxy to attend the General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of NSX Limited pursuant to my/our right to appoint not more than two proxies, appoint

☐ The Chairman of the Meeting (mark with an "X") **OR** ________ Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing him/her ________ Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the General Meeting to be held at Newcastle City Town Hall, Mulubinba Room, 290 King Street, Newcastle NSW 2300 on **11th April 2005** at **11.30 am** and at any adjournment of that meeting.

This proxy is to be used in respect of ________% of the ordinary shares I/we hold.

☐ If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolution.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Issue of 10,000,000 new Shares in NSX Limited in consideration for BSX Group Holdings Ltd and controlled entities.	☐	☐	☐

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.
Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Director	Director / Company Secretary	Sole Director & Sole Company Secretary

Dated this ____________ **day of** ____________ **2005**

Contact Name ____________ **Contact Business Telephone / Mobile** ____________

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of NSX Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Security holders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. Completion of a proxy form will not prevent individual shareholders from attending the General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the General Meeting.

3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.

4. A proxy need not be a shareholder of the Company.

5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. Signing Instructions

   You must sign this form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney:	If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
Companies:	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.
	If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.
	Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

9. Lodgement of a Proxy

   This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries	Registries Limited Level 2 28 Margaret Street Sydney NSW 2000
Postal address:	Registries Limited PO Box R67 Royal Exchange NSW 1223
Fax number:	(02) 9279 0664

NSX Limited

ACN 089 447 058

Notice is hereby given that a General Meeting of members of NSX Limited will be held:

Date: Monday 11th April 2005
Time: 11.30 am (AEST)
Location: Newcastle City Hall,
Mulubinba Room,
290 King Street,
Newcastle NSW 2300

Explanatory Memorandum

for the issue of 10,000,000 fully paid ordinary shares in consideration for all the issued capital of BSX Group Holdings Limited (incorporating the Bendigo Stock Exchange)

Proxy Forms should be returned no later than 48 hours before the meeting

IMPORTANT NOTICE

This is an important document and shareholders should read the document in its entirety.

NOTICE OF GENERAL MEETING

NOTICE is given that a **General Meeting of Members** of NSX Limited, will be held Newcastle City Hall, Mulubinba Room, 290 King Street, Newcastle NSW 2300 , on **Monday 11th April 2005 at 11.30 am**.

This General Meeting of Members has been called to consider, and if thought fit, pass the following resolution:-

Resolution 1	That shareholders approve the Issue of 10 Million Shares in NSX Limited as consideration for the purchase of BSX Group Holdings Limited and controlled entities (incorporating the Bendigo Stock Exchange) on the terms and conditions detailed in the Explanatory Memorandum attached to this notice.

Under the constitution of the company, in order to pass this resolution, 50% or more votes cast by shareholders must be in favour.

By Order of the Board

F M (Mark) Menzies
Company Secretary
7th March 2005.

NOTES TO NOTICE OF MEETING

VOTING EXCLUSION STATEMENT

Pursuant to ASX Listing Rule 7.3.8 a voting exclusion statement has been included.

NSX will disregard any votes cast on the Resolution by:

- BSX Group or any "associate" of BSX (as that term is defined in Sections 11, 12, 15, 16 and 17 of the Corporations Act.
- Any other person who might obtain a benefit, except a benefit obtained solely in the capacity of a holder of NSX Shares, if the resolution is passed; and an associate of those persons.

Associates of BSX include any person who:

(a) is a director or secretary of BSX

(b) is a related body corporate of BSX or a director or secretary of such a body; or

(c) is a body corporate that BSX controls, or a body corporate controlled by BSX, or is a body corporate that is controlled by an entity that controls BSX;

(d) has, or proposes to enter into. an agreement, arrangement or understanding with BSX, whether formal or informal, for the purpose of controlling or influencing the composition of the Board or the conduct of its affairs; or

(e) Is acting or proposes to act, in concert with BSX in relation to BSX's affairs.

EXCEPTION TO VOTING EXCLUSION STATEMENT

NSX need not disregard a vote in accordance with the above exclusion statement if:

(a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or

(b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with direction on the proxy form to vote as the proxy decides.

VOTING ENTITLEMENTS

For the purposes of this General Meeting, in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board of Directors has determined that a member's entitlement to vote at the General Meeting will be the entitlement of that member set out in the register of members as at 48 hours before the commencement of the meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

PROXIES

(a) A member entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies.

(b) Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified portion of the member's voting rights. The Company will supply an additional form on request. If 2 proxies are appointed and a proportion is not specified, each proxy is deemed to vote in respect of half the appointer's shares.

(c) A proxy need not be a member of the Company.

(d) A proxy form must be signed by the member of his or her Attorney. Proxies given by corporations must either be signed under seal or under the hand of a duly authorised Officer of Attorney.

(e) To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed or authenticated or a certified copy must be lodged at the Registered Office of the Company (stated on the first page of this form) not later than 48 hours before the time for holding the meeting.

PROXY INSTRUCTIONS

(a) To direct the proxy to cast all votes covered by this instrument in a particular manner, place a tick or a cross in the relevant box.

(b) To direct the proxy to cast some only of the votes covered by this instrument in respect of an item of business in a particular manner, place in the relevant box either the number of votes to be cast in that manner on a poll or the percentage of total votes covered by this instrument to be cast in that manner on a poll. This direction, if given, is also an instrument to the proxy to vote according to the proxy's discretion on a show of hands.

(c) Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

EXPLANATORY MEMORANDUM

A. Explanatory Statement for the General Meeting to be held on Monday 11th April 2005

This Explanatory Memorandum provides information on the Resolution to be considered at NSX's General Meeting on Monday 11th April 2005 at 11:30 AM. The issue relates to the issue, on Completion, of 20.23% of the issued capital of NSX to the members of BSX Group Holdings Ltd ("BSX") under the terms of the Heads of Agreement for NSX's proposed acquisition of BSX. BSX members will be issued 10,000,000 new NSX Shares in return for the issued capital of BSX.

BSX has fourteen (14) listed securities and three (3) registered broker participants, as at the date of this letter. NSX believes that there are synergies between the two exchanges and that a merger of these two exchanges would create a stronger second stock exchange within Australia.

The synergies include, amongst other things, the following:

- Increased economies of scale for the listing of enterprises on each market;
- Operation of dual Exchanges to increase the ability of NSX to address specific capital market segments and assets requiring trading platforms;
- The expansion of the broker and adviser networks for each market;
- The operation of non-standard markets such as Taxi Licence Trading and continued listing of Community based organisations e.g. Bendigo Banks;
- Ability to rationalise operations where appropriate and maintain a cost effective structure for the operation of the markets consistent with maintenance of each Australian Markets Licence;
- Increase awareness of BSX and NSX markets through the clear promotion of the NSX and BSX brands.

(1) The Consideration

The consideration for the purchase of the entire issued share capital of BSX (including any partly paid shares, convertible shares, options, convertible note or any other security giving the holder thereof any interest in the capital of BSX) will be 10,000,000 new shares in NSX.

(2) Conditions to be met

The agreement is subject to the following conditions precedent:

1. approval of the issue of NSX shares by NSX members;
2. acceptance by BSX members; and
3. receiving all necessary regulatory approvals and other consents (including third party consents to change of control and/or assignment or transfer of contracts) in a form reasonably satisfactory to both NSX and BSX and compliance with regulatory requirements in connection with the offer and acquisition of shares;

(3) Board representation

After completion of the proposed transaction, two BSX directors will be invited to join the Board of NSX as non-executive Directors.

(4) The Resolutions

In the prospectus dated 6th December 2004 and lodged with ASIC, NSX announced that it was in discussions with BSX concerning the takeover of the BSX and controlled entities. Shareholder approval is sought for the issue of NSX Shares to BSX under the Resolution for the purposes of ASX Listing Rule 7.1

1. *That shareholders approve the Issue of 10 Million Shares as consideration for the purchase of BSX Group Holdings Limited and controlled entities (incorporating the Bendigo Stock Exchange) on the terms and conditions detailed in the Explanatory Memorandum attached to this notice.*

Your directors encourage you to carefully consider the information in this Explanatory Memorandum that relates to these resolutions.

(5) Current Share Capital of NSX

Securities	Number
Ordinary Equity	**39,420,003**
Partly Paid Securities	1,500,000
Options	2,925,000
Total if fully diluted	43,845,003
Proposed New Issue	10,000,000 ordinary shares only
Total after transaction (undiluted)	**49,420,003**
Total after transaction (diluted)	53,845,003

(6) BSX Beneficiaries

Beneficiary	BSX Shares	% of BSX Shares Held	NSX Shares to be Issued	% of NSX shares held on Completion
1. Small Cap Holdings Pty Ltd c/- Davey Financial Management	1,896,429	10.33%	1,033,181	2.09%
2. Alternative Equity Markets Pty Ltd	908,571	4.95%	494,992	1.00%
3. McCartney Superannuation Pty Ltd (ATF)	37,500	0.20%	20,430	0.04%
4. Cooper Advisory Pty Ltd	319,000	1.74%	173,792	0.35%
5. Slender Teal Pty Ltd	528,143	2.88%	287,734	0.58%
6. Barry Ackerman	49,000	0.27%	26,695	0.05%
7. Matisi Holdings Pty Ltd	33,000	0.18%	17,979	0.04%
8. Tactics Marketing Pty Ltd	17,143	0.09%	9,340	0.02%
9. Sandhurst Trustees Ltd	477,143	2.60%	259,949	0.53%
10. Liquidator for Parkers Edge	198,000	1.08%	107,871	0.22%
11. David Trewern Design Pty Ltd	180,000	0.98%	98,065	0.20%
12. Robert Hunt	50,000	0.27%	27,240	0.06%
13. Bendigo Bank Ltd	10,252,571	55.86%	5,585,634	11.30%
14. Crockerford Superannuation Fund	37,500	0.20%	20,430	0.04%
15. Computershare Ltd	2,062,500	11.24%	1,123,657	2.27%
16. Technology Development Investment	948,750	5.17%	516,882	1.05%
17. AICC Pty Ltd A/c Acc AICC Unit Trust	150,000	0.82%	81,720	0.17%
18. Estate of Rob MacLennan	10,000	0.05%	5,448	0.01%
19. Annette Hunt	200,000	1.09%	108,961	0.22%
Total Shares	**18,355,250**	**100%**	**10,000,000**	**20.23%**

(7) Effective Date and Date of issue and allotment of the securities

Effective date of the purchase will be 12th April 2005. The securities will be allotted as soon as possible after this date but pursuant to ASX Listing Rule 7.3.2 the securities will be issued within three (3) months of the date of the General Meeting.

(8) Issue Price

Pursuant to ASX Listing Rule 7.3.3 the issue price will be the average price of the shares over the last 5 trading days before the Completion Date, 12th April 2005.

(9) Intended use of funds

Pursuant to ASX Listing Rule 7.3.6 no cash funds are to be raised as part of the issue.

(10) Escrow of new NSX shares

NSX do not believe that the ASX will impose any escrow conditions on the holders of the new issue.

B. Shareholders approval under ASX Listing Rule 7.1 and Section 611(7) of the Corporations Act 2001

Subject to a number of exceptions, s606 of the Corporations Act prohibits a person from acquiring a relevant interest in a company's shares if that person's (or someone else's) voting power in that company's shares increases beyond 20%. The new NSX shares proposed to be issued to BSX members under the terms of the Heads of Agreement will result in an increase in BSX's current members shareholding and voting power in NSX going from 0% to 20.23% on an undiluted basis. A meeting of BSX members is to be held to approve the transaction. Voting power of individual members of BSX will not exceed 15% as required by the NSX constitution (See table A6 above).

The requirement to obtain shareholder approval under s611(7) of the Corporations Act is a mechanism to permit existing shareholders to vote in circumstances where control of a company may change. In order for shareholder approval pursuant to s611(7) to be effective, shareholders must be provided with all the information known to the company or known to the proposed allottee of shares (and each of their associates) that is material to the decision on how to vote on the resolution including:

- The identity of the person proposing to make the acquisition and their associates;
- The maximum extent of the increase in that person's voting power in the company that would result from the acquisition;
- The voting power that the person would have as a result of the acquisition; and
- The voting power, and the maximum extent of the increase in voting power, of each of that person's associates as a result of the acquisition.

ASIC Policy Statement 74 "acquisitions agreed by shareholders" and ASX Listing Rule 7.3 also specify the information required to be provided to shareholders where their approval of a proposed issue of shares in a company is sought. Accordingly the following information is provided regarding the issue, at Completion, to BSX according to the Heads of Agreement.

ASX Listing Rule 7.1 requires a listed company to gain shareholder approval to issue or agree to issue securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period. Under the Heads of Agreement with BSX, and subject to certain conditions precedent, NSX will issue BSX members with 10,000,000 new NSX shares as consideration for acquisition of all the issued shares in the capital of BSX by NSX. NSX will be issuing 20.23% of its capital on an undiluted basis. NSX is not required to obtain shareholder approval under LR 7.1, if the issue is approved under s611 item 7, under LR 7.2 exception 16.

(1) Identify the person(s) proposing to acquire NSX shares

The people proposing to acquire NSX shares are the current members of BSX, set out in the table at A6 above.

(2) Associates of BSX

The associates of BSX are:

Associate
1. Small Cap Holdings Pty Ltd c/- Davey Financial Management
2. Alternative Equity Markets Pty Ltd
3. McCartney Superannuation Pty Ltd (ATF)
4. Cooper Advisory Pty Ltd
5. Slender Teal Pty Ltd
6. Barry Ackerman
7. Matisi Holdings Pty Ltd
8. Tactics Marketing Pty Ltd
9. Sandhurst Trustees Ltd
10. Liquidator for Parkers Edge
11. David Trewern Design Pty Ltd
12. Robert Hunt
13. Bendigo Bank Ltd
14. Crockerford Superannuation Fund
15. Computershare Ltd
16. Technology Development Investment
17. AICC Pty Ltd A/c Acc AICC Unit Trust
18. Estate of Rob MacLennan
19. Annette Hunt
20. Michael McCartney
21. Dudley Chamberlain
22. Ian Mansbridge
23. Geoffrey Barrow
24. Geoff Green
25. David Bird
26. Barry Cooper
27. BSX Subsidiaries Bendigo Stock Exchange Ltd BSX Services Pty Ltd BSX Systems Pty Ltd

NSX will disregard from the voting process any NSX shares held by the above persons.

(3) Details (including the number and the percentage) of the NSX shares which BSX members will be entitled, to immediately before and after the proposed acquisition, of NSX shares.

Before the acquisition no BSX member is entitled to an issue of new NSX shares. After completion of the issue please refer to (A6) above.

(4) The identity of any person who will have a relevant interest in the NSX shares to be allotted.

See (B2) above.

(5) The voting power that BSX members would have as a result of the acquisition of new NSX shares, and the maximum extent of the increase in BSX members voting power in NSX that would result from its acquisition of new NSX shares.

See (A6) above.

(6) The identity, associations and qualifications of any person who is intended to become a Director of NSX if the resolution is passed.

As part of the transaction it is proposed to appoint two BSX directors to the NSX Board as non-executive Directors. They will be appointed to casual vacancies once all NSX appointment of directors procedures have been complied with.

The qualifications of each director are as follows:

> **Dudley Keith Chamberlain –** Dudley has been involved in the securities industry for over 40 years principally specializing in all areas of settlement. For 17 years, he was employed by the London Stock Exchange where he had the responsibility for preparing brokers, registrars and other market participants for the introduction of TALISMAN – the settlement system that preceded CREST. Dudley joined Computershare Limited in 1994 and worked closely with Chris Morris as the company rapidly expanded through its early acquisition phases. He was based in South Africa in 1999 to head up and to consolidate the share registry acquisitions there. In 2001, Dudley headed out to Chicago to frame their marketing team and from there to Canada to work with the newly appointed regional head in consolidating and re-organising the business. He is director of Computershare Hong Kong Investor Services Limited and Sepon (Australia) Pty Limited.
>
> **Ian George Mansbridge** (FCIM, CPA, FCIS, DCM) – Career has included experience at senior level in Agriculture, Legal office, Trustee Industry, Banking and Finance. Positions held included Managing Director Sandhurst Trustees Ltd, Managing Director Elders Rural Bank, Managing Director National Mortgage Market Corporation, General Manager Financial Services and Subsidiaries Bendigo Bank.

(7) The terms of any other contract or proposed contract between NSX and BSX or any of their associates which is conditional upon, or directly or indirectly dependent on, shareholders' agreement to the acquisition by BSX members of NSX shares.

NSX and BSX entered into a Heads of Agreement with the terms and conditions outlined in the NSX prospectus Section 5.13, page 19.

GLOSSARY

This glossary of terms is provided to assist persons in understanding some of the expressions used in the Explanatory Memorandum.

$ means Australian dollars.

ASX means Australian Stock Exchange Limited (ACN 008 129 164).

ASX Listing Rules means the official listing rules of the ASX

ASIC means Australian Securities & Investments Commission.

Australian Market License means an Australian market licence issued by ASIC allowing the operation of a financial securities market in Australia.

Australian Market Licensee means a holder of an Australian Market Licence.

Board means the board of Directors of NSX duly appointed in accordance with the Constitution of NSX.

BSX means BSX Group Holdings Limited, the parent company of Bendigo Stock Exchange Limited.

Business Day means a day on which trading banks are open for Business in Sydney, New South Wales.

Completion means the completion of the sale and purchase of BSX shares.

Completion Date means 12th April 2005.

Company or **NSX** means NSX Limited (ABN 33 089 447 058).

Constitution means the constitution (formerly articles of association) of NSX.

Corporations Act means Corporations Act 2001 (Cth).

Directors mean directors of NSX.

AEST means Australian Eastern Standard Daylight Time, Sydney, Australia.

Issue means the Issue of 10,000,000 Shares under this Explanatory memorandum.

New Shares means Shares to be issued pursuant to this Explanatory memorandum

NSX means NSX Limited (ABN 33 089 447 058).

Resolution means the resolution set out in this Notice of Meeting.

Share means an ordinary fully paid share in the capital of NSX.

Trading Day has the meaning set out in the ASX Listing Rules.