

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

ACTIVEX LIMITED

ABN

11 113 452 896

We (the entity) give ASX the following information:

Part 1 - All issues

1	Class of securities issued or to be issued	Ordinary Shares	
2	Number of securities issued or to be issued (if known) or maximum number which may be issued	Maximum of 45,080,725 new shares	
3	Principal terms of the securities	As per existing ordinary shares	
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?	Yes	
5	Issue price or consideration	\$0.05 per share	
6	Purpose of the issue	Continue exploration and development work, costs of the issue and working capital	
7	Dates of entering securities into uncertificated holdings or despatch of certificates.	18 May 2011	
8	Number and class of all securities quoted on ASX	Number	Class
		165,295,993	Ordinary shares
9	Number and class of all securities not quoted on ASX	Number	Class
		450,000	Options exercisable at 25 cents expiring 18 December 2011
		150,000	Options exercisable at 25 cents expiring 31August 2012
		200,000	Options exercisable at 15 cents expiring 30 November 2013
		450,000	Options exercisable at 12 cents expiring 31 December 2013

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Number and class of all securities not quoted on ASX (continued)	Number	Class
	1,200,000	Options exercisable at 15 cents expiring 30 November 2014
10	Dividend policy on the increased capital (interests)	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the securities will be offered	3 for 8
14	Class of securities to which the offer relates	Ordinary Shares
15	Record date to determine entitlements	20 April 2011
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	Rounded to nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new issue documents	The offer is not being extended to any shareholders whose registered address is outside Australia or New Zealand
19	Closing date for receipt of acceptances or renunciations	10 May 2011
20	Names of any underwriters	Veritas Securities Limited
21	Amount of any underwriting fee or commission	5% of underwritten amount plus 1% of funds raised as management fee
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	n/a
25	If the issue is contingent on security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	21 April 2011
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	12 April 2011
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a

30	How do security holders sell their entitlements in full through a broker?	n/a
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	n/a
32	How do security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	Despatch date	18 May 2011

Part 3 - Quotation of securities

34 Type of securities (tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the securities are equity securities, the names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders
- 36 ☐ If the securities are equity securities, a distribution schedule of the additional securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional securities

Entities that have ticked box 34(b)

- 38 Number of securities for which quotation is sought
- 39 Class of securities for which quotation is sought
- 40 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?
If not, please state:
 - the date from which they do
 - the extent to which they participate for the next dividend, or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

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42 Number and class of all securities quoted on ASX
(including the securities in clause 38)

Number	Class

Quotation agreement

- 1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.
 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before quotation of the securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 12 April 2010

(Director/Company Secretary)

Print name:

PAUL CRAWFORD