*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

# 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 Fully Paid Shares |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 24,794,398 |
| 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 | $0.027 per share |
| 6 | Purpose of the issue | Exploration funding & working capital. |
| 7 | Dates of entering securities into uncertificated holdings or despatch of certificates. | 11 May 2012 |

8 Number and class of all securities quoted on ASX

| Number | Class |
|---|---|
| 190,090,391 | Ordinary shares |
| 70,714,369 | Options exercisable at 8 cents expiring 31 July 2012 |

9 Number and class of all securities not quoted on ASX

| Number | Class |
|---|---|
| 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 |

| Number | Class |
|---|---|
| 1,200,000 | Options exercisable at 15 cents expiring 30 November 2014 |
| 900,000 | Options exercisable at 6 cents expiring 31 August 2016 |
| 1,000,000 | Options exercisable at 6 cents expiring 30 November 2016 |

| | | |
|---|---|---|
| 10 | Dividend policy on the increased capital (interests) | nil |

## Part 2 - Bonus issue or pro rata issue

| | | |
|---|---|---|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the securities will be offered | |
| 14 | Class of securities to which the offer relates | |
| 15 | Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has security holders who will not be sent new issue documents | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 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 | |

| | | |
|---|---|---|
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do security holders sell their entitlements in full through a broker? | |
| 31 | How do security holders sell part of their entitlements through a broker and accept for the balance? | |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | Despatch date | |

# Part 3 - Quotation of securities

34 Type of securities (*tick one*)

(a) [X] 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?<br>If not, please state:<br>• the date from which they do<br>• the extent to which they participate for the next dividend, or interest payment<br>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | |
| 41 | Reason for request for quotation now | |

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

## 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: 11 May 2012
(Director/Company Secretary)

Print name: **PAUL CRAWFORD**