ActivEX Limited.
A.C.N. 113 452 896
117 Quay Street
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ASX Release – 22 October 2013

NOTICE OF ANNUAL GENERAL MEETING

Attached is a Notice of Meeting and Proxy Form in relation to the annual general meeting of shareholders to be held on 22 November 2013

The notice and proxy have been mailed to shareholders.

For further information contact:

Mr Doug Young, Managing Director

or

Mr Paul Crawford, Company Secretary

Tel: (07) 3236-4188
Fax:: (07) 3236-4288
Email: admin@activex.com.au
Web: www.activex.com.au

ActivEX Limited

ACN 113 452 896

Notice of 2013 Annual General Meeting & Explanatory Memorandum

Meeting information:

10.00am (Brisbane time), Friday 22 November 2013

at 117 Quay Street, Brisbane

This document contains important information regarding the annual general meeting of ActivEX Limited and should be read in its entirety. If you are in doubt as to how you should vote at the Meeting, you should seek advice from your professional adviser without delay.

Notice of 2013 Annual General Meeting

Notice is given that the 2013 annual general meeting of ActivEX Limited ("Company") will be held at 117 Quay Street, Brisbane on Friday, 22 November 2013 and will commence at 10.00am (Brisbane time).

The Explanatory Memorandum accompanying this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum is intended to be read in conjunction with, and forms part of, this Notice. The accompanying Shareholder Information is also intended to be read by shareholders and forms part of this Notice.

Words that are defined in the Explanatory Memorandum have the same meaning when used in this Notice, unless the context requires otherwise.

ORDINARY BUSINESS

Annual financial report, Directors' report and auditor's report.

To receive and consider the Company's annual financial report, Directors' report and the auditors' report for the financial year ended 30 June 2013.

To consider, and if thought fit, to pass the following resolution as an advisory only ordinary resolution:

Resolution 1: Directors' remuneration report

That the Directors' remuneration report for the year ended 30 June 2013 be adopted.

Voting exclusion statement:

The Company will disregard any votes cast on resolution 1 by:

(a) Key Management Personnel (in any capacity), whose remuneration is included in the remuneration report (Excluded Persons); and

(b) Closely Related Parties of an Excluded Person.

However, the Company need not disregard a vote cast by an Excluded Person or a Closely Related Party of an Excluded Person if:

(a) The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and

(b) The vote is not cast on behalf of an Excluded Person or a Closely Related Party of an Excluded Person.

The Chairman is also entitled to vote undirected proxies on the resolution, in the circumstances set out in the Explanatory Memorandum. For the purposes of the voting exclusion statement, Key Management Personnel (KMP) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, and anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls.

To consider and, if thought fit, to pass each of the following three resolutions as ordinary resolutions:

Resolution 2: Election of Director – Mr Geoff Baker

That Geoff Baker, having being appointed as a Director of the Company since the last annual general meeting, be elected a Director of the Company.

Resolution 3: Election of Director – Mr Grant Thomas

That Grant Thomas, having being appointed as a Director of the Company since the last annual general meeting, be elected a Director of the Company.

Resolution 4: Re-election of Director - Mr Paul Crawford

That Paul Crawford, a Director who retires by rotation in accordance with the provisions of the constitution of the Company and ASX Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director.

SPECIAL BUSINESS

Resolution 5: Authorise the Issue of Shares

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company is authorised to issue the securities (ordinary shares and options) to the person(s) and on the terms and conditions described in the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on resolution 5 by a person or entity that may participate in the issue and allotment of the securities and any associate of that person or entity.

However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of 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 a direction on the Proxy Form to vote as their proxy decides.

By order of the Board

Paul Crawford
Company Secretary

Date: 21 October 2013

Shareholder Information

How to vote

You may vote at the Meeting in person, by proxy or authorised corporate representative.

Voting in person

To vote in person, attend the Meeting on the date and at the time set out in the Notice. The Meeting will commence at 10.00am (Brisbane time) on Friday, 22 November 2013.

Voting by proxy

A member who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. A form of appointment of proxy is enclosed with this Notice.

The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify a percentage or number and two proxies are appointed, each may exercise half of the votes to which that member is entitled (in which case any fraction of votes will be disregarded).

All Proxy Forms will need to be lodged with the Company by, 10.00 am (Brisbane time), on Wednesday, 20 November 2013 being 48 hours before commencement of the meeting. Any Proxy Form received after that time will not be valid for the Meeting.

If you wish to appoint a proxy and are entitled to do so, then complete the enclosed proxy form in accordance with the instructions on it and return it to the Company's share registry posting or faxing the form by the deadline for lodgement:

Computershare Investor Services Pty Limited

GPO Box 242
Melbourne VIC 3001
Australia

Facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Intermediary Online subscribers only (custodians): www.intermediaryonline.com

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised attorney. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit. If a shareholder appoints the chair of the Meeting as the shareholder's proxy and does not specify how the chair is to vote on an item of business, the chair will vote, as proxy for that shareholder, in favour of the item on a poll.

Voting by corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the Meeting must provide that person with an authority executed in accordance with the Company's constitution and the Corporations Act authorising him or her to act as the company's representative. The authority must be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Right to vote

The Board has determined that, for the purposes of the Meeting, shares will be taken to be held by the persons who were the registered holders of those shares at 7.00 pm (Sydney time), on Thursday, 21 November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Shareholder questions and comments

The chair of the Meeting will provide shareholders with an opportunity at the meeting to ask questions and make comments.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of members of the Company in connection with the business to be conducted at the annual general meeting of the Company to be held at 117 Quay Street, Brisbane on Friday, 22 November 2013 at 10.00am (Brisbane time).

This Explanatory Memorandum forms part of and should be read in conjunction with the accompanying Notice. A number of words and terms used in this Explanatory Memorandum have defined meanings, which are set out in the Glossary.

Annual financial report

The financial report of the Company for the financial year ended 30 June 2013, comprising the Directors' report, the auditors' report, the Directors' declaration, statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cashflows and notes to and forming part of the Financial Statements for the Company for the financial year ended 30 June 2013, was included in the 2013 annual report of the Company, which was sent to Shareholders along with the Notice.

Time will be allowed during the Meeting for questions by Shareholders regarding the financial report and the Directors' and auditor's reports.

Each Shareholder is entitled to submit a written question to the auditor before the Meeting if the question relates to the content of the auditor's report or the conduct of the audit in relation to the financial statements for the financial year ended 30 June 2013.

All written questions must be received by the Company no later than five business days before the Meeting. All questions should be sent to the Company and should not be sent direct to the auditor. The Company will send all questions to the auditor.

The auditor will attend the Meeting and will be available to answer questions from Shareholders relevant to:

- 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. The auditor will also answer written questions submitted prior to the Meeting.

Resolution 1: To adopt the Directors' remuneration report

The Corporations Act requires all listed companies to present their remuneration report for each financial year for adoption by Shareholders at the company's annual general meeting. The Directors' remuneration report can be found as a separately identified "Remuneration Report" within the Directors' report section of the Company's 2013 annual report.

Time will be allowed during the Meeting for questions by Shareholders regarding the Directors' remuneration report.

The vote on this resolution is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policy.

Under changes to the Corporations Act that came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual

General Meeting, and then again at next year's Annual General Meeting (second AGM), the Company will be required to put to Shareholders a resolution proposing the calling of an Extraordinary General Meeting to consider the appointment of Directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Extraordinary General Meeting (Spill Meeting) within 90 days of the second AGM. All of the Directors who were in office before the second AGM, other than the Managing Director of the

Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

In the event that you choose to appoint the Chairman as your proxy:

- The Chairman's voting intention is to vote in favour of this Resolution to adopt the Remuneration Report.
- The attached Proxy Form provides that if the Chairman is appointed as proxy, the Chairman is directed to vote in accordance with the voting intention set out above, unless you direct the Chairman to vote in a different manner.
- The Chairman will only vote in accordance with his stated voting intention if the relevant Proxy Form box is marked as required.
- If the relevant box is unmarked, the Chairman will not be permitted to vote the relevant shares on the Resolution in relation to the Remuneration Report.
- For all other Resolutions where the Chairman is appointed as proxy, those proxies can remain undirected and may be voted on by the Chairman on that basis.

Resolution 2: Election of Director – Mr Geoff Baker

Mr Baker was appointed a Director on 15 February 2013.

For over 20 years Mr Baker has been active in Asia and China working in law and conducting a practice in assisting companies doing business in the region. As an experienced lawyer qualified to practice in Australia and Hong Kong, Geoff provides valuable assistance to the Board and in particular to the negotiation, structuring and implementation of joint venture and co-operation agreements with key strategic partners.

He is also a director of ASX listed companies ASF Group Limited and Rey Resources Limited.

The Directors, with Mr Baker abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 3: Election of Director – Mr Grant Thomas

Mr Thomas was appointed a Director on 29 July 2013

Mr Thomas has 30 years of professional experience covering exploration and resource evaluation, together with valuations for many minerals, including iron ore, gold, copper, lead, zinc, uranium, fluorspar and coal in Australia, China, South Africa, Tajikistan, Kazakhstan, Brazil and Mongolia.

Mr Thomas was Managing Director of Tianshan Goldfields Limited, an ASX listed company from 2004 to 2009. As Managing Director of Tianshan Goldfields Limited, Mr Thomas led teams that discovered the 2.4M Ozs Xinjiang Gold Mountain deposit (China), its evaluation and completion of a positive pre-feasibility study. Mr Thomas was also Managing Director of Celsius Coal Limited, an ASX listed company from March 2012 to May 2013. Prior to that he consulted for Dragon Mining Consulting Limited (HK) and to various international and Chinese coal companies listed on the Hong Kong Stock Exchange.

The Directors, with Mr Thomas abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 4: Re-election of Director – Mr Paul Crawford

The constitution of the Company and ASX Listing Rule 14.4 requires that one third of the Directors, other than the managing Director, must retire by rotation at each annual general meeting. Mr Crawford will retire at the Meeting in accordance with the constitution and Listing Rule and being eligible, has offered himself re-election.

Mr Crawford is an accountant with over 30 years of commercial experience, including various technical and management roles within the minerals, coal and petroleum industries. He is principal of his own corporate consultancy firm, providing accounting, corporate governance, business advisory and commercial management services to a number of corporate clients since 2001.

He is a founding Director of the Company and is also an executive director of ASX listed Sayona Mining Limited.

The Directors, with Mr Crawford abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 5: Authorise the Issue of Shares

Resolution 5 seeks Shareholder approval for the Company to issue 25,000,000 fully paid ordinary shares and 25,000,000 options Shares to Great Scheme Investments Limited.

In accordance with Listing Rules 7.4 and 7.5 the following additional information is provided to Shareholders:

- The total number of shares to be allotted are: 25,000,000
- The date for allotment of those shares was: 21 October 2013
- The price paid per share for each share was: $0.02 (2 cents)
- The allocation of shares was by placement to a professional or sophisticated investor: Great Scheme Investments Limited – 25,000,000 shares
- The allotted shares have issued on the same terms, conditions and rights as other fully paid ordinary shares in issue
- The amount of funds subscribed (excluding costs involved) was $500,000 and is intended to be used for ongoing exploration and working capital

It is intended to apply for ASX quotation of these shares.

In addition to these securities, the Company also issued options to Great Scheme Investments Limited on the basis of one option for each allotted share. Each option is exercisable on payment of an exercise fee of $0.03 per option exercisable by 5.00pm Brisbane time on 20 October 2015.

It is not intended to apply for ASX quotation of the options. Funds raised from the exercise of the options (up to $750,000) will be applied as working capital of the Company.

The options issued on the same date of issue as the placed shares and to each allottee of the shares in the same proportions.

Under ASX Listing Rule 7.1, an ASX listed company is permitted, in aggregate, to place up to 15% of its issued equity securities in a twelve months period without needing shareholder approval. The shares and options issued pursuant to resolution 5 or otherwise issued in the last 12 months are less that the 15% threshold, so that no shareholder approval is required. However, under ASX listing rules 7.4 and 7.5, shareholders can approve a placement of securities (such as ordinary shares and options) under the 15% threshold after issue and consequently ‘refresh’ the Company’s ability to issue equity securities for the ensuing 12 months past the approval date up to the 15% threshold.

The Directors unanimously recommend that you vote in favour of the resolution.

Glossary of Terms

In the attached Notice and Explanatory Memorandum, the following words and expressions have the following meanings:

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on Friday, 22 November 2013 at 10.00am (Brisbane time).

ASX means the ASX Limited ACN 008 624 691 or the market that it operates, as the context requires.

Board means the Board of Directors of the Company.

Company or ActivEX means ActivEX Limited ACN 113 452 896.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company from time to time, and Director means any one of them.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice contained in this booklet.

Listing Rules or ASX Listing Rules means the official listing rules of ASX.

Notice means the notice of meeting convening the Meeting.

Proxy Form means a proxy form accompanying the Notice.

Share means an ordinary share in the capital of the Company, the terms of which are contained in the Company's constitution.

Shareholders mean the holders of the Shares from time to time and the term is synonymous with members.

ActivEX

ActivEX Limited
ABN 11 113 452 896

000001 000 AIV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (Brisbane time) Wednesday, 20 November 2013

How to Vote on Items of Business
All your securities will be voted in accordance with your directions.

Appointment of Proxy
Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions
Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

View your securityholder information, 24 hours a day, 7 days a week:
www.investorcentre.com

☑ **Review your securityholding**
☑ **Update your securityholding**

Your secure access information is:

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of ActivEx Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** ______________________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ActivEX Limited to be held at **117 Quay Street, Brisbane at 10.00am (Brisbane time) on Friday, 22 November 2013** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

Ordinary Business

		For	Against	Abstain
1	Directors' remuneration report	☐	☐	☐
2	Election of Director – Mr Geoffrey Baker	☐	☐	☐
3	Election of Director – Mr Grant Thomas	☐	☐	☐
4	Re-election of Director - Mr Paul Crawford	☐	☐	☐

Special Business

		For	Against	Abstain
5	Authorise the Issue of Shares	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ______________________ **Contact Daytime Telephone** ______________________ **Date** ____/____/____