



Axxis Technology Group Ltd (ACN 009 805 298)

Prospectus

For a pro rata non-renounceable Rights Issue on the basis of 2 New Shares for every 9 existing Shares held at an issue price of \$0.032 per New Share, to raise up to \$276,890 (before expenses) (**Offer**).

The Lead Manager to the Offer is Xcel Capital Pty Ltd



The Offer is not underwritten

The Offer closes at 5.00pm WST on Wednesday 6 March 2019

Important Notice

This is an important document and should be read in its entirety. This Prospectus is a transaction-specific prospectus issued in accordance with Section 713 of the Corporations Act 2001. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay.

The Shares offered by this Prospectus should be considered speculative.

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IMPORTANT INFORMATION

This Prospectus is dated 15 February 2019 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the New Shares the subject of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to Section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The New Shares to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Shareholders should refer to the Risk Factors affecting the Company set out in Section 2. Eligible Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at www.axxis.com. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 8.

OVERSEAS SHAREHOLDERS

New Shares will not be issued pursuant to this Prospectus to Shareholders with a registered address which is outside Australia or New Zealand. This is because the Company has determined that it would be unreasonable to make the Offer under this Prospectus to such Shareholders having regard to the number of Shareholders in the places where the Offer would be made, the number and value of the New Shares that would be offered and the costs of complying with the legal requirements of those places. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

LEAD MANAGER ARRANGEMENTS (Refer to Section 5.4)

The Company has engaged Xcel Capital Pty Ltd (**Xcel Capital**) pursuant to the terms of a lead manager mandate (**Lead Manager Mandate**) as the Lead Manager for the Rights Issue and for the placement of any Shortfall that arises as a result of the Offer. Xcel will receive the following fees for its Lead Manager and offer management services:

- (a) a management fee of \$15,000 (plus GST, if applicable); and
- (b) a selling fee of 6% of the amount of any Shortfall placed by Xcel Capital (plus GST, if applicable).

The material terms and conditions of the Lead Manager Mandate are set out in Section 5.4 of this Prospectus.

RISK FACTORS (Refer to Section 2)

Refer to Section 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

Risks of investing in the Company's existing assets and general risks are set out in Section 2 of this Prospectus.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Shares offered for subscription under this Prospectus. Investors should consider the risk factors described in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Shares.

DIRECTORS' INTERESTS (Refer to Section 5.6)

The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlements under the Offer are set out below.

Director	Shares	Voting Power	Entitlement	Value of Entitlement
Jeremy King	Nil	Nil	Nil	Nil
Ariel Edward King	Nil	Nil	Nil	Nil
Justyn Stedwell*	7,650	0.02%	1,700	\$54.40

Notes:

* Of these shares, 5,000 are held directly by Mr Stedwell, and 2,650 are held indirectly. Mr Stedwell does not intend to subscribe for his full Entitlement under this Prospectus.

1. The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting to be divided between the Directors as agreed, currently set at \$200,000.
2. Each of the Company's current directors receives fees of \$24,000 per annum. The Company incurred remuneration costs relating to its Directors of \$88,268 for the year ended 30 June 2017 and \$72,000 for the year ended 30 June 2018.
3. If a Director, at the request of the Board of Directors, performs extra services, the Company may pay that Director a fixed sum set by the Board of Directors for doing so. Directors are also reimbursed for out of pocket expenses incurred as a result of the directorship or any special duties.

SUBSTANTIAL HOLDERS

Based on public information as at the date of this Prospectus, there are no persons who (together with their associates) have a relevant interest in 5% or more of the Company's securities. In the event all Entitlements are accepted (or all Shortfall is placed) there will be no change to the substantial holders on completion of the Offer.

CORPORATE DIRECTORY

Directors

Jeremy King (Non-Executive Director)
Ariel Edward King (Non-Executive Director)
Justyn Stedwell (Non-Executive Director)

Company Secretary

Mauro Piccini

Registered Office and Principal Place of Business

Suite 2, Level 1,
1 Altona Street
West Perth WA 6005

ASX Code: AYG

Lead Manager

Xcel Capital Pty Ltd
Level 29, 221 St Georges Terrace
PERTH WA 6000

Share Registry*

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace,
Perth WA 6000

Investor enquiries:
Telephone: + 1300 850 505

Solicitors

Nova Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

Auditors*

BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

* These parties are included for information purposes only. They have not been involved in the preparation of this Prospectus.

TIMETABLE AND IMPORTANT DATES

EVENT	DATE*
Prospectus lodged with ASIC Announcement of Rights Issue, Prospectus and Appendix 3B lodged with ASX	Friday 15 February 2019
Notice of Rights Issue sent to Shareholders	Friday 15 February 2019
Ex Date	Wednesday 20 February 2019
Record Date for determining Entitlements (date for determining Shareholder entitlements to participate in the Rights Issue)	Thursday 21 February 2019
Opening Date of Offer Prospectus sent to Shareholders	Monday 25 February 2019
Closing Date of Offer**	Wednesday 6 March 2019
Notification of under-subscriptions to ASX	Monday 11 March 2019
Issue date/New Shares entered into Shareholders' security holdings	Wednesday 13 March 2019
Quotation of New Shares and Dispatch of Holding Statements***	Thursday 14 March 2019

* Dates are indicative only

**Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the Shares

*** The Company's securities have been suspended since 22 September 2016 and the Company securities will remain suspended until all necessary shareholder and regulatory approvals are obtained, completion of the proposed Acquisition and until the Company satisfies any re-admission conditions imposed by ASX (which will include the Company convening a shareholder meeting and conducting a further capital raising under a separate prospectus). Due to the Company's long term suspension, and the change in nature and scale of activities which will result from completion of the proposed Acquisition of ECS Botanics Pty Ltd, ASX requires the Company to conduct the Re-compliance. Refer to the Company's announcement of 15 February 2019 for the key terms of the Acquisition and Re-compliance.

1. DETAILS OF THE OFFER

1.1 Details of the Rights Issue Offer

The Company is making a pro rata non-renounceable rights issue (**Rights Issue** or **Offer**) of fully paid ordinary shares in the capital of the Company (**New Shares**) on the basis of 2 New Shares for every 9 existing shares held.

The purpose of the Offer and the intended use of funds raised are further set out in Section 3, however:

- As announced on 15 February 2019, AYG has entered into a binding term sheet (**Term Sheet**) for the acquisition of 100% of the issued capital of agribusiness and hemp food company ECS Botanics Pty Ltd (**ECS**) (**Acquisition**). To effect the Acquisition, AYG will be required to comply with Chapters 1 & 2 of the Listing Rules (**Recompliance**).
- The Company intends that the funds raised from the Rights Issue to cover interim working capital and costs of the Acquisition and Recompliance and otherwise for working capital purposes.

Shares under the Rights Issue will be offered at \$0.032 per New Share. The maximum number of New Shares which may be issued under the Rights Issue is 8,652,810 to raise approximately \$276,890 (before expenses).

The Offer is being made to all shareholders of the Company named on its register of members at 5.00pm WST on Thursday 21 February 2019 (**Record Date**), whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

In the calculation of any Entitlement, fractions will be rounded up to the nearest whole number.

The New Shares offered pursuant to this Prospectus will rank equally with existing Shares on issue. The full terms and conditions of the New Shares are set out in Section 4.

The number of New Shares to which you are entitled as an Eligible Shareholder is shown on the accompanying personalised Entitlement and Acceptance Form.

1.2 Underwriting

The Offer is not underwritten.

1.3 No Rights Trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your right to subscribe for New Shares to another party. If you do not take up your Entitlement under the Offer by the Closing Date, the Offer to you will lapse.

1.4 Minimum Subscription

There is no minimum subscription under the Rights Issue.

1.5 Opening and Closing Dates

The Rights Issue will open for receipt of acceptances on **Monday 25 February 2019**.

The Rights Issue will close at **5.00pm WST on Wednesday 6 March 2019**, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

1.6 How to Accept the Offer

The number of New Shares to which you are entitled is shown in the accompanying Entitlement and Acceptance Form.

In determining Entitlements, any fractional Entitlement will be rounded up to the nearest whole number.

Acceptance of Entitlement in Full

To take up **all** of your Entitlement complete the Entitlement and Acceptance Form (attached to the Prospectus) in accordance with the instructions set out on the reverse of that form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form, or by making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form.

Partial Acceptance of Entitlement

You may wish to take up only part of your Entitlement (by completing the Entitlement and Acceptance form for only the number of Shares you wish to take up).

Non- Participation

If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.

If you choose to do nothing with your Entitlements, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

If you decide not to accept all or part of your Entitlement, the New Shares not accepted by you will form part of the Shortfall and be dealt with in accordance with Section 1.7.

Acceptance of Terms

All applications for New Shares must be made on the Entitlement and Acceptance Form. Any application will be treated as an offer from the applicant to acquire New Shares on the terms and conditions set out in the Prospectus. The Directors reserve the right to reject any applications for New Shares.

Those who elect to pay via cheque, please make the cheque payable to '**Axxis Technology Group Ltd - Offer A/C**' and cross it 'Not Negotiable'.

If you are paying by cheque, please ensure the completed Entitlement and Acceptance Form and your cheque is received by the Company at:

Suite 2, Level 1,
1 Altona Street
West Perth WA 6005

Those who elect to pay via BPAY must follow the instructions for BPAY set out in the Entitlement and Acceptance Form. Investors who elect to pay via BPAY will not need to return their completed Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be received not later than 5.00pm WST on the Closing Date, being Wednesday 6 March 2019. Please note that payment via BPAY must be made by **no later than 3.00pm WST on Wednesday 6 March 2019**. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the date and time mentioned above. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form. If you have multiple holdings you will have multiple BPAY customer reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

1.7 Shortfall Offer

If you do not wish to take up any part of your Entitlement under the Offer, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer.

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.032 being the price at which Shares have been offered under the Offer. The Company reserves the right to close the Shortfall Offer early.

In respect of the Shortfall Offer, it is the responsibility of any applicant outside Australia to ensure compliance with all laws of any country relevant to their applications, and any such applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued any securities.

No action has been taken to register or qualify the Shortfall Shares or the Shortfall Offer or otherwise to permit a public offering of the Shortfall Shares in any jurisdiction outside Australia. Priority to any allocation of Shortfall Shares will be given to existing Shareholders, following which any remaining Shortfall Shares will be allocated at the Directors' absolute discretion.

The Directors (in consultation with the Lead Manager) reserve the right to issue Shortfall Shares at their absolute discretion including issuing to an Applicant a lesser number of Shortfall Shares than the number for which the Applicant applies for, or to reject an application, or to not proceed with placing the Shortfall.

An Applicant will not be allocated any Shortfall Shares if the issue of those Shortfall Shares will result in their voting power in the Company exceeding 20%.

1.8 Lead Manager

Xcel Capital has been appointed as Lead Manager to the Offer.

A summary of Lead Manager Arrangement is provided in the Important Information section above. Further, the material terms and conditions of the Lead Manager Arrangement are set out in Section 5.4 of this Prospectus.

1.9 Australian Securities Exchange Listing

The Company will apply to ASX for quotation of the Shares offered pursuant to this Prospectus within seven days after the date of this Prospectus. If an application for quotation of the Shares

is not made within seven days after the date of this Prospectus, or ASX does not grant permission for official quotation of the Shares within three months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered under this Prospectus.

1.10 Issue of Shares

The Shares to be issued pursuant to the Offer will be issued in accordance with the Timetable and Important Dates and otherwise in accordance with the Listing Rules.

Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the Timetable and Important Dates and otherwise in accordance with the Listing Rules and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

1.11 CHESS and Issuer Sponsorship

The Company operates an electronic CHESS sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up the Company's register of securities. The Company will not issue certificates to investors. Rather, holding statements (similar to bank statements) will be dispatched to investors as soon as practicable after issue.

Holding statements will be sent either by CHESS (for new investors who elect to hold their securities on the CHESS sub-register) or by the Company's Share Registry (for new investors who elect to hold their securities on the Issuer sponsored sub-register). The statements will set out the number of Shares issued under the Prospectus and provide details of a Holder Identification Number (for new investors who elect to hold their securities on the Chess sub-register) or Security holder Reference Number (for new investors who elect to hold their securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each new investor following the month in which the balance of their holding of Shares changes, and also as required by the Listing Rules or the Corporations Act.

1.12 Risks

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.13 Overseas Shareholders

The Company is of the view that it is unreasonable to make an offer under the Rights Issue under this Prospectus to Shareholders outside of Australia and New Zealand having regard to:

- the number of Shareholders registered outside of Australia and New Zealand;
- the number and value of the New Shares that would be offered to Shareholders registered outside of Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to offer the New Shares under the Prospectus to Shareholders registered outside of Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares the subject of this Prospectus or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia.

1.14 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Shares of the Company.

1.15 Privacy Disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities to provide facilities and services to Shareholders and Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders and Shareholders can be obtained by that Shareholder or Shareholder through contacting the Company or the Share Registry.

1.16 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding your Entitlement or the Offer, please contact the Company's Share Registry on 1300 850 505, from 8.30am to 5.00pm WST, Monday to Friday.

2. RISK FACTORS

2.1 Introduction

The Shares offered under this Prospectus should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Shareholders take up their Entitlement, there are however numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which the New Shares will trade.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for the Shares.

2.2 Company specific risks

2.2.1 Recombliance, Removal of Suspension and additional requirements for capital

Due to the Company's long term suspension, and the change in nature and scale of activities which will result from completion of the proposed Acquisition of ECS Botanics Pty Ltd, ASX requires the Company to conduct the Recombliance. Refer to the Company's announcement of 15 February 2019 for the key terms of the Acquisition and Recombliance.

The Company's securities have been suspended since 22 September 2016 and the Company securities will remain suspended until all necessary shareholder and regulatory approvals are obtained, completion of the proposed Acquisition and until the Company satisfies any re-admission conditions imposed by ASX (which will include the Company convening a shareholder meeting and conducting a further capital raising under a separate prospectus).

Completion of the Term Sheet is subject to various conditions, including AYG being satisfied with its due diligence on ECS and its industrial hemp business, and the risks associated with it. There is a risk that the Company's shareholders will not approve the Acquisition, or ASX will not grant the relevant approvals, or that the Company may not be able to satisfy the re-admission conditions imposed by ASX. In this event, the Company's securities will remain suspended from trading.

Subject to proposed changes to the Listing Rules being implemented (as set out in ASX's November 2018 Consultation Paper - *Simplifying, clarifying and enhancing the integrity and efficiency of the ASX Listing Rules*), AYG is of the understanding that it may be removed from the Official List on 2 July 2019 (unless it is able to re-comply with Chapters 1&2 of the Listing Rules). AYG is seeking to meet this requirement by completing the Acquisition and Recombliance. However, there is a risk that if the Acquisition and Recombliance are not completed by this date, AYG will be removed from the Official List. Subject to receiving shareholder approval for the Acquisition, AYG intends to seek an extension of this date. However, there is no guarantee that ASX will exercise its discretion to grant the extension.

2.2.2 Significant dilution risk

Following the Rights Issue Offer, subject to completion of the proposed Acquisition and Re-compliance, the Company's ordinary Shares will increase from 38,937,646 to 457,590,456 (refer to the capital structure set out in section 3.4 for further details). This means that each Share will represent a significantly lower proportion of the ownership of the Company on completion of the Acquisition and Re-compliance.

It is not possible to predict what the value of the Company or a Share will be following completion of the Acquisition and Re-compliance, and the Directors do not make any representation as to such matters. The last trading price of Shares on ASX prior to AYG's suspension on 21 September 2016 of \$0.10 is not a reliable indicator as to the potential trading price of Shares after completion of the Rights Issue Offer, Acquisition and Re-compliance.

2.3 General risks

2.3.1 Equity market conditions

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

2.3.2 Litigation risks

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

2.3.3 Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

2.3.4 General economic and political risks

Changes in the general economic and political climate in Australia and on a global basis may impact on economic growth, interest rates, the rate of inflation, taxation and tariff laws, domestic security which may affect the value and viability of any activities that may be conducted by the Company.

2.3.5 Insurance

Insurance against all risks associated with the Company's business is not always available or affordable. The Company maintains insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

2.3.6 Unforeseen expenditure risks

Expenditure may need to be incurred which has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, however if such expenditure is subsequently required or incurred, this may adversely impact budgeted expenditure proposals by the Company.

2.4 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the underlying Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose of the Offer

As announced on 15 February 2019, AYG has entered into the Term Sheet for the acquisition of 100% of the issued capital of ECS. To effect the Acquisition, AYG will be required to comply with Chapters 1 & 2 of the Listing Rules.

The Company intends that the funds raised from the Rights Issue to cover interim working capital and costs of the Acquisition and Recombliance and otherwise for working capital purposes.

The purpose of the Offer is therefore to raise approximately \$276,890 (before expenses), as follows:

Use of Funds	\$
Initial Costs of Recombliance and due diligence	\$100,000
Administrative and Corporate Costs	\$30,000
Costs of the Offer	\$60,000
General working capital requirements	\$86,890
Total	\$276,890

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

Please refer to Section 5.9 of this Prospectus for further details of the expenses of the Offer. The table above includes fees payable to Xcel Capital pursuant to the Lead Manager Mandate as set out in Section 5.4.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

Following the Offer, the Company intends to convene a shareholder meeting to seek the necessary shareholder and regulatory approvals to implement the Acquisition and Recombliance. Refer to the Company's announcement of 15 February 2019 for further details.

3.2 Effect of the Offer and Pro Forma Consolidated Statement of Financial Position

The principal effect of the Offer (assuming full subscription) will be that:

- (a) cash reserves will increase by approximately \$276,890 (before expenses) immediately after completion of the Offer; and
- (b) Up to 8,652,810 New Shares will be issued. A summary of all the Shares the Company will have on issue after the Offer is outlined in section 3.4.

3.3 Pro Forma Consolidated Statement of Financial Position

The unaudited management based Pro Forma Statement of Financial Position as at 11 February 2019, shown below has been prepared on the basis of the audited accounts as at 30 June 2018 together with unaudited management based pro-forma adjustments, pursuant to accounting policies normally adopted by the Company and reflect the changes to its financial position (**Statements of Financial Position**). They have been prepared on the assumption that all Shares pursuant to the Offer in this Prospectus are issued.

The Statements of Financial Position have been prepared to provide information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Axxis Technology Group Ltd Audited 30-Jun-18 \$	Pro Forma Adjustments (1), (2) \$	Pro Forma After Offer \$
ASSETS			
Current Assets			
Cash & cash equivalents	205,045	245,277	450,322
Trade and other receivables	7,672		7,672
Total Current Assets	212,717	245,277	457,994
TOTAL ASSETS	212,717	245,277	457,994
Current Liabilities			
Trade and other payables	24,233		24,233
Total Current Liabilities	24,233	-	24,233
TOTAL LIABILITIES	24,233	-	24,233
NET ASSETS	188,484	245,277	433,761
Equity			
Contributed equity	51,548,154	260,277	51,808,431
Reserves	-		-
Accumulated losses	(51,359,670)	(15,000)	(51,374,670)
TOTAL EQUITY	188,484	245,277	433,761

The above pro forma unaudited Consolidated Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 11 February 2019 and the completion of the Offer, except:

1. completion of the Rights Issue, by way of full subscription for the Offer, to raise \$276,890 (before expenses of the Offer) and up to 8,652,810 New Shares being issued as a result of the Offer;
2. expenses of the Offer (assuming full subscription) are estimated at \$15,000, plus capital raising fees under the Lead Manager Mandate and have been offset against proceeds of the Offer;

3.4 Effect on Capital Structure After Completion of Offer

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below:

Shares	Number of Shares
Shares on issue at date of Prospectus	38,937,646
Total New Shares issued pursuant to the Offer	8,652,810
Total Shares on issue after completion of the Offer	47,590,456

In addition to the New Shares under the Offer, the Company is also anticipating issuing further Shares, Options and Performance Rights pursuant to the terms of the acquisition of ECS Botanics Pty Ltd under the binding Term Sheet as detailed in the Company's announcement of 15 February 2019 (**Acquisition**).

The Acquisition will also require the Company to re-comply with Chapters 1&2 of the Listing Rules (**Recompliance**). As set out in the announcement of 15 February 2019, the additional securities which may be issued pursuant to the Acquisition are subject to various shareholder and regulatory approvals as a result of the Recompliance.

Accordingly, the Company will issue a separate prospectus for the securities to be issued under the Recompliance (at a later date). However, details of the proposed additional issues as a result of the Acquisition and Recompliance detailed below:

Shares	
Shares currently on issue	38,937,646
Rights Issue Shares to be issued under this Prospectus	8,652,810
Shares to be issued pursuant to the Recompliance Prospectus Capital Raising	112,500,000
Consideration Shares to be issued to Vendors	287,500,000
Facilitation Shares to Sanlam and Xcel Capital	10,000,000
Total Shares on completion of the Rights Issue Offer and Recompliance	457,590,456
Options	
Director Options - incoming directors	1,875,000
Director Options - existing AYG directors	24,000,000
Total Options on completion of the Recompliance	25,875,000
Performance Rights	
Currently on issue	Nil
Performance Rights to be issued pursuant to Vendors	131,250,000
Total Performance Rights on completion of the Recompliance	131,250,000

Please refer to the Company's announcement of 15 February 2019 for further details.

4. RIGHTS ATTACHING TO SHARES

4.1 Terms and Conditions of New Shares

All New Shares issued will rank pari passu in all respects with the Company's existing ordinary fully paid shares. The Company will apply for Official ASX Quotation of all New Shares issued under The Offer.

4.2 Rights and Liabilities Attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, the Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

- (a) At the date of this Prospectus all Shares are of the same class and rank equally in all respects. Specifically, the Shares that may be issued pursuant to the exercise of the New Shares offered under this Prospectus will rank equally with existing Shares on issue.
- (b) Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each Share held.
- (c) Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.
- (d) The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares of the affected class, or with the sanction of a special resolution passed at a meeting of the holders of the Shares of the affected class.
- (e) Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.
- (f) Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.
- (g) If the Company is wound up, the liquidator may, with the sanction of a special resolution:
 - (i) divide among the Shareholders the whole or any part of the Company's property; and
 - (ii) decide how the division is to be carried out between the Shareholders.

5. ADDITIONAL INFORMATION

5.1 Nature of this Prospectus

The New Shares to be issued pursuant to this Prospectus are continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and

- (b) the rights and liabilities attaching to the New Shares offered pursuant to this Prospectus and the underlying securities.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

5.2 Continuous Reporting and Disclosure Obligations

The Company is listed on ASX and its Shares are quoted on ASX under the code “AYG”.

The Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the Company lodged its most recent Annual Financial Report on 29 August 2018 free of charge to any investor who so requests prior to the Closing Date. A list of those documents for the period from 29 August 2018 to the time of lodging this Prospectus is set out in Section 6. The Company will also provide a copy of the Annual Financial Report for the period ended 30 June 2018 free of charge upon request.

5.3 Market Price of Shares

The Company’s Shares have been suspended since 22 September 2016. The last closing market sale price of the Shares quoted on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was \$0.10 on 21 September 2016.

5.4 Lead Manager Mandate

The Company has engaged Xcel Capital pursuant to the terms of the Lead Manager Mandate as the Lead Manager for the Rights Issue and for the placement of any Shortfall that arises as a result of the Offer. Xcel will receive the following fees for its Lead Manager and offer management services:

- (a) a management fee of \$15,000 (plus GST, if applicable); and
- (b) a selling fee of 6% of the amount of any Shortfall placed by Xcel Capital (plus GST, if applicable).

Xcel Capital will also be reimbursed for any out of pocket expenses.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this type.

5.5 Litigation

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against the Company.

5.6 Directors' Interests

Other than as set out elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- to induce him to become, or to qualify him as, a Director; or
- for services rendered by him in connection with the formation or promotion of the Company or the Offer.

5.7 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

5.8 Interests and Consents of Advisers

Other than as set out below or elsewhere in this Prospectus, no underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus holds, or has held within two years before lodgement of this Prospectus with ASIC, any interest in:

1. the formation or promotion of the Company; or
2. property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
3. the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Pursuant to Section 716 of the Corporations Act, Nova Legal has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Nova Legal has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name. Nova Legal has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Nova Legal \$5,000 (excluding GST and disbursements) for these services. During the 24 months

preceding lodgement of this Prospectus with the ASIC, Nova Legal has received fees of approximately \$6,914 in respect of general legal services provided to the Company (separate to the Offer).

Xcel Capital Pty Ltd has given, and has not withdrawn, its written consent to be named as the Lead Manager to the Offer in this Prospectus, in the form and context in which it is named. Xcel Capital has acted as Lead Manager to the Company in relation to the Offer. The Company estimates it will pay Xcel Capital fees for these services in accordance with the Lead Manager Mandate set out in Section 5.4 of the Prospectus. During the 24 months preceding lodgement of this Prospectus with the ASIC, Xcel Capital has received fees of \$86,900 in respect of general corporate services provided to the Company (separate to the Offer).

5.9 Estimated Expenses of the Offer

In the event the Offer is fully subscribed, the estimated expenses of the Offer (excluding GST) are as follows:

Fees/Expenses	(\$)
ASIC fees	3,206
ASX fees	3,513
Legal fees	5,000
Printing, registry and other expenses	3,281
Total	15,000

5.10 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

6. INFORMATION AVAILABLE TO SHAREHOLDERS

The Company will provide a copy of each of the following documents, free of charge, to any Shareholder who so requests:

- (a) the Annual Financial Report for the Company for the period ended 30 June 2018; and
- (b) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ending 30 June 2018 and prior to the date of this Prospectus.

Date	ASX Announcement
15/02/2019	Acquisition of ECS
24/01/2019	Appendix 4C - quarterly
01/11/2018	Results of Meeting
23/10/2018	Appendix 4C - quarterly
28/09/2018	Notice of Annual General Meeting/Proxy Form
10/09/2018	Corporate Governance Statement
31/08/2018	Appendix 4G

7. DIRECTORS' CONSENT

This Prospectus is dated 15 February 2019 and is issued by Axxis Technology Group Ltd.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of Axxis Technology Group Ltd has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Axxis Technology Group Ltd.

A handwritten signature in black ink, appearing to read 'Jeremy King', written in a cursive style.

Jeremy King
Non-Executive Director

8. DEFINITIONS

Acquisition means the Company's proposed Acquisition of 100% of the issued capital of ECS Botanics Pty Ltd, pursuant to the Term Sheet, as described in the Company's announcement of 15 February 2019.

Applicant means a person who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

Application Money means the aggregate amount of money payable for Shares applied for in the Entitlement and Acceptance Forms.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) operating as the Australian Securities Exchange.

Business Day means any day which is defined to be a Business Day pursuant to Listing Rule 19.12 of the Listing Rules.

CHES means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd (ACN 008 504 532).

Closing Date means the closing date of the Offer being 5.00pm (WST) on Wednesday 6 March 2019 (unless extended).

Company means Axxis Technology Group Ltd (ACN 009 805 298).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means directors of the Company.

Dollars or \$ means dollars in Australian currency.

Eligible Shareholder means a Shareholder who has a registered address in Australia or New Zealand and who held Shares as at the Record Date.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Rights Issue Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Prospectus.

GST means goods and service tax levied in Australia pursuant to *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

Lead Manager Mandate means the mandate between the Company and Xcel Capital in respect of Xcel Capital's lead manager services for the Offer, on the terms and conditions set out in Section 5.4.

Listing Rules means the Listing Rules of the ASX.

New Share means a Share issued pursuant to the Offer under this Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of ASX.

Opening Date means Monday 25 February 2019.

Option means an option to acquire a Share in the capital of the Company.

Prospectus means this prospectus dated 15 February 2019.

Quotation and **Official Quotation** means official quotation on ASX.

Recompliance means the Company's proposed recompliance with Chapters 1 & 2 of the Listing Rules, as required by ASX as a result of the Company's proposed Acquisition of 100% of the issued capital of ECS Botanics Pty Ltd, pursuant to the Term Sheet, as described in the Company's announcement of 15 February 2019.

Record Date means Thursday 21 February 2019.

Right means a right to subscribe for a Share pursuant to this Prospectus.

Rights Issue or **Offer** means the pro rata non-renounceable Rights Issue on the basis of two New Shares for every five Shares currently held by the Shareholder, together with one New Option for every New Share issued, further details of which are included in Section 1.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of a Share as recorded in the register of the Company.

Share Registry means Computershare Investor Services Pty Ltd.

Shortfall means those New Shares under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 1.7 of this Prospectus.

Shortfall Shares means those Shares issued pursuant to the Shortfall.

Term Sheet means the binding term sheet entered into by the Company, ECS Botanics Pty Ltd and the shareholders of ECS Botanics Pty Ltd in respect of the Company's proposed Acquisition of 100% of the issued capital of ECS Botanics Pty Ltd, on terms described in the Company's announcement of 15 February 2019.

WST means Western Standard Time, Perth, Western Australia.

Xcel or **Lead Manager** means Xcel Capital Pty Ltd in accordance with the Lead Manager Mandate.

Axxis Technology Group Ltd

ABN 98 009 805 298

For all enquiries:

Phone:
(within Australia) XXXXXXXXXXXXX
(outside Australia) XXXXXXXXXXXXX

Web:
www.investorcentre.com/contact

AYG


MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Pro rata Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (WST) Wednesday 6 March 2019**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus dated 15 February 2019.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Axxis Technology Group Ltd**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Axxis Technology Group Ltd Pro rata Non-Renounceable Rights Issue
Payment must be received by 5:00pm (WST) Wednesday 6 March 2019


© Registered to **BPAY** Pty Limited ABN 69 079 137 518

Entitlement and Acceptance Form

X 9999999991

I ND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
5:00pm (WST) Thursday 21 February 2019:

Entitlement to New Shares
on a 2 for 9 basis:


Amount payable on full acceptance
at \$0.032 per New Share:

4,000

1

\$0.01

STEP 2 Make Your Payment

	Bill Code: 99999 Ref No: 1234 5678 9123 4567 89
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Pay by Mail:



Make your cheque, bank draft or money order payable to "**Axxis Technology Group Ltd**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (WST) Wednesday 6 March 2019. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Axxis Technology Group Ltd accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (WST) Wednesday 6 March 2019. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Axxis Technology Group Ltd accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuers administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here _____

Axxis Technology Group Ltd Acceptance Payment Details

Entitlement taken up:

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Amount enclosed at \$0.032
per New Share:

A\$

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Entitlement No: 12345678

Payment must be received by 5:00pm (WST) Wednesday 6 March 2019

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+000000001-3051+14