

ActivEX Limited

A.C.N. 113 452 896

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ASX RELEASE - 24th October 2014

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 26 November 2014 at 3B Macquarie Street, Sydney at 2.30pm.

The Notice of 2014 Annual General Meeting & Explanatory Memorandum has been mailed to Shareholders today.

For further information in relation to this Release, please contact:

Grant Thomas
Managing Director

Or

Craig James
Company Secretary

Tel : (07) 3236 4188

Fax : (07) 3236 4288



ActivEX Limited

ACN 113 452 896

Notice of 2014 Annual General Meeting & Explanatory Memorandum

Meeting information:

2:30pm (Sydney time), Wednesday 26 November 2014
at 3B Macquarie Street, Sydney

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 2014 Annual General Meeting

Notice is given that the 2014 annual general meeting of ActivEX Limited ("Company") will be held at 3B Macquarie Street, Sydney on Wednesday, 26 November 2014 and will commence at 2.30pm (Sydney 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 2014.

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 2014 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 Four resolutions as Ordinary Resolutions:

Resolution 2: Election of Director - Ms Dongmei Ye

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

Notice of 2014 Annual General Meeting

Resolution 3: Re-election of Director - Mr Geoff Baker

That Geoff Baker, 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.

Resolution 4: Ratification of Past Issues of Shares

- 4 (a) That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,000,000 fully paid ordinary shares in the company issued on 21 October 2013 on the terms and conditions set out in the Explanatory Statement. In addition 25,000,000 Options exercisable by 17 October 2015 at 0.03c were granted.

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 (a) by any person that participated in the issue and any of their associates. However the company will not disregard a vote if it is cast by a person as proxy for a person that is entitled to vote (in accordance with the directions of on the Proxy Form) or the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

- 4(b) That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 124,789,826 fully paid ordinary shares in the company issued on 19 February 2014 on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 (a) by any person that participated in the issue and any of their associates. However the company will not disregard a vote if it is cast by a person as proxy for a person that is entitled to vote (in accordance with the directions of on the Proxy Form) or the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

- 4 (c) That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 75,000,000 fully paid ordinary shares in the company issued on 15 September 2014 on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 (a) by any person that participated in the issue and any of their associates. However the company will not disregard a vote if it is cast by a person as proxy for a person that is entitled to vote (in accordance with the directions of on the Proxy Form) or the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

Resolution 5: Share Placement Facility

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Directors be authorised to issue up to 100,000,000 Shares in the Capital of the Company at an issue price of not less than 80% of the average market price of the Company's shares (calculated over the 5 days on which sales of shares were recorded before the day on which the issue is made), such shares to be issued to such persons as the Directors in their absolute discretion may determine and otherwise upon the terms and conditions set out in the Notice and Explanatory Statement.

Notice of 2014 Annual General Meeting

Voting Exclusion: The Company will disregard any votes cast on Resolution 5. by any person that participated in the issue and any of their associates. However the company will not disregard a vote if it is cast by a person as proxy for a person that is entitled to vote (in accordance with the directions of on the Proxy Form) or the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

By order of the Board

Craig James
Company Secretary

Date: 22 October 2014

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 2.30pm (Sydney time) on Wednesday 26th November 2014.

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, 2.30pm (Sydney time), on Monday, 24 November 2014 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:

Boardroom Pty Limited ABN: 14 003 209 836
Level 7, 207 Kent Street
Sydney NSW 2000

F: +61 2 9290 9655
www.boardroomlimited.com.au

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 Monday, 24th November 2014. 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 3B Macquarie Street, Sydney on Wednesday, 26 November 2014 at 2.30pm (Sydney 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 2014, 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 cash-flows and notes to and forming part of the Financial Statements for the Company for the financial year ended 30 June 2014, was included in the 2014 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 2014.

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 2014 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

Explanatory Memorandum

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 – Ms Dongmei Ye

Ms Ye was appointed a Director on 15 October 2014.

Ms Ye as Sole Director of Unique Investment Holdings Pty Limited is a Substantial Shareholder in the Company with a shareholding of 17.29%.

Ms Ye holds a Master of Accounting degree from Macquarie University. Ms Ye is a Member of CPA Australia. For the past 6 years Ms Ye has worked for several Australian accounting firms and has built up extensive experience in the financial and taxation industry in Australian and internationally, in particular Hong Kong.

Directorships held in other listed companies in the last 3 years: Omnitech Holdings Ltd

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

Resolution 3: Re-election of Director – Mr Geoff Baker

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 Baker will retire at the Meeting in accordance with the constitution and Listing Rule and being eligible, has offered himself re-election.

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, a Director of Rey Resources Limited and a Director of Metaliko Resources Limited and an Alternate Director of Key Petroleum.

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

Explanatory Memorandum

4. Resolutions 4 (a) and 4(b) and 4 (c) : Ratification Of Past Issues Of Shares

1. Background

Under ASX Listing Rule 7.1, the Company can issue up to 15% of its issued equity securities in a 12 month period (subject to certain exceptions) without shareholder approval. On 21 October 2013, 19 February 2014 and 15 September 2014, the Company issued Shares as detailed below.

2. ASX Listing Rules

Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Resolutions 4(a) and 4(b) and 4 (c) seek Shareholder approval under ASX Listing Rule 7.4 to ratify these past issues of Shares. The Company confirms that the issue of the Shares the subject of Resolutions 4(a) and 4(b) and 4 (c) did not breach ASX Listing Rule 7.1. None of the recipients of the Shares was a related party of the Company within the meaning of the Corporations Act and the ASX Listing Rules. The effect of the approval under ASX Listing Rule 7.4 of the past issues of Shares will be that these Shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% placement limit imposed by ASX Listing Rule 7.1 (i.e. the 15% limit is "renewed" to the extent of the approval).

3. Shareholder Approval

ASX Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4 and the following information is included in this Explanatory Statement for this purpose:

3.1 The number, issue price, issue date and recipients of the Shares issued by the Company are as follows:

Resolution 4(a), 25,000,000 Shares at an agreed price of \$0.02 per Share to Great Scheme Investments Ltd on 21 October 2013, announced to ASX on 21 October 2013; (Great Scheme Investments was also issued 25,000,000 Share Options exercisable by 17 October 2015 at 0.03c); and

Resolution 4(b), 124,789,826 Shares via a 1 for 2 non-renounceable rights issue to all Shareholders on 3 January 2014, announced to ASX on 3 January 2014 and 19 February 2014;

Resolution 4(c), 75,000,000 Shares at an agreed price of \$0.016 per Share to Unique Investment Holdings Pty Ltd on 15 September 2014, announced to ASX on 16 September 2014; and

3.2 The purpose of the issue of the Shares was as follows:

Resolution 4(a), the issue of Shares was used to advance exploratory drilling at the Company's Barambah high-grade gold & silver deposit north west of Gympie and for working capital

Resolution 4(b), the issue of Shares was made to provide funds for the Company's exploration and drilling programs and ongoing working capital;

Resolution 4 (c), the issue of Shares was made to sub-underwrite a Metaliko Resources Limited Rights Issue for the acquisition of the Bronzewing Gold Project as well as working capital.

3.3 All of the Shares issued pursuant to the placements above were fully paid ordinary shares which ranked equally with all other existing Shares from their date of issue.

Explanatory Memorandum

4. Board Recommendation

The Board is not aware of any information not set out in this Explanatory Statement that would be reasonably required by Shareholders to make a decision in relation to Resolutions 4(a) and 4(b) and 4(c).

The Board believes that the ratification of the issue of shares is beneficial for the Company. Each of the Directors recommends that Shareholders vote in favour of Resolutions 4(a) and 4(b) and 4(c) as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 5: Share Placement Facility

1. Background

Resolution 5 seeks the approval of Shareholders for a Share Placement Facility of up to 100,000,000 ordinary fully paid Shares, which the Directors may utilise to raise additional working capital for the Company.

The Directors believe that it is prudent for the Company to have a Share Placement Facility available so that it has the flexibility to raise additional capital should market conditions provide the opportunity. If not utilised, the facility would lapse 3 months after the date for the meeting.

2. ASX Listing Rules

ASX Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its issued capital in any 12 month period, without the prior approval of its shareholders (subject to certain exceptions). Accordingly Shareholder approval is being sought under Listing Rule 7.1 for the issue of up to 100,000,000 Shares in the Company.

3. Shareholder Approval

In accordance with Listing Rule 7.3 the following information is provided to Shareholders.

- (a) the maximum number of securities that may be issued under Resolution 6 is 100,000,000 Shares;
- (b) any Shares issued in accordance with Resolution 6 will be issued within 3 months from the date of the AGM (or such later date as approved by ASX);
- (c) the Shares will be issued to institutional and sophisticated investors. As at the date of this Notice there has been no decision by the Directors to issue any Shares. Accordingly, the names of any allottee or proposed allottees are not known;
- (d) the Shares will be issued at a price which is not less than 80% of the average market price of the Company's Shares, calculated over the 5 days in which sales on the Company's Shares were recorded on ASX before the day on which an issue is made;
- (e) any Shares issued pursuant to Resolution 6 will rank equally in all respects with existing fully paid Shares issued in the Company;
- (f) funds raised by the issue of any Shares will be issued as additional working capital for the Company to continue exploration of the Canning and Perth Basin permits as well as ongoing evaluation of new venture opportunities; and

Explanatory Memorandum

(g) it is not known whether any issues will occur as a single issue or will occur progressively, however, it would be likely that any issue of Shares will be made as a single issue.

4. Board Recommendation

The Board believes that approval of the Share Placement Facility is beneficial for the Company. The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

The Chairman of the meeting intends to vote undirected proxies 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 Wednesday, 26 November 2014 at 2.30pm (Sydney 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.

All Correspondence to:

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: www.boardroomlimited.com.au

☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

To :

<insert> Sample Shareholder
Address
Address

Address

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm (Sydney Time) on Monday 24 November 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm (Sydney Time) on Monday, 24 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 By Fax +61 2 9290 9655

✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 In Person Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of ActivEX Limited (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at 3B Macquarie Street, Sydney NSW 2000 on Wednesday 26 November 2014 at 2:30pm (Sydney Time) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for ActivEX Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Ms Dongmei Ye as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Geoff Baker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(a)	Approval and ratification of 25,000,000 shares issued on 21 October 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(b)	Approval and ratification of 124,789,826 shares issued on 19 February 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(c)	Approval and ratification of 75,000,000 shares issued on 15 September 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Share Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014