



**NOTICE OF THE ANNUAL GENERAL MEETING
OF AUSMEX MINING GROUP LIMITED ACN 148 860 299
EXPLANATORY STATEMENT
PROXY FORM**

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE: The Annual General Meeting of the shareholders of Ausmex Mining Group Limited ('the Company') will be held at 11.30am (AEDT) on Thursday, 29 November 2018 at the offices of HLB Mann Judd, at Level 19, 207 Kent Street, Sydney New South Wales 2000.

YOUR VOTE IS IMPORTANT: To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY: To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
 - (a) by hand to: Automic Registry Services, Level 5, 126 Phillip Street, Sydney NSW 2000; or
 - (b) by post to: Ausmex Mining Group Ltd c/- Automic Registry Services, GPO Box 5193, Sydney NSW 2000 or
2. by facsimile to +61 2 8583 3040; or
3. by email to: hello@automic.com.au; or
4. lodge online at www.automic.com.au,

so that it is received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chairman's Voting Intention for Undirected Proxies:

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of all Resolutions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Ausmex Mining Group Limited (ACN 148 860 299) will be held at 11:30am (AEDT) on Thursday, 29 November 2018 at the offices of HLB Mann Judd, at Level 19, 207 Kent Street, Sydney New South Wales 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 27 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

AGENDA

ORDINARY BUSINESS

1. Directors Report, Financial Statements and Audit Report

To receive and consider the Directors' Report, Financial Statements of the Company and Notes, and the Independent Auditors Report thereon for the year ended 30 June 2018.

Note: This item of ordinary business is for discussion only and is **not a resolution**. Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

RESOLUTIONS

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for all purposes, the Remuneration Report set out in the Directors' Report for the year ended 30 June 2018 be adopted."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast in respect of Resolution 1 by a member of the Key Management Personnel of the company (details of whose remuneration are included in the remuneration report, including each director) (KMP Member), or a Closely Related Party of a KPM Member.

However, the company need not disregard a vote in relation to Resolution 1 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides (and the appointment expressly authorises the chair to vote in accordance with a direction on the proxy form to vote as the proxy decides).

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

3. RESOLUTION 2: ELECTION OF MR AARON DAY AS DIRECTOR

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Aaron Day, who was appointed as a director to fill a casual vacancy in accordance with clause 11.10 of the Company's Constitution and Listing Rule 14.4, be elected a director of the Company. "

4. RESOLUTION 3: RE-ELECTION OF MR GEOFFREY KIDD AS DIRECTOR

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Geoffrey Kidd, a Director who retires by rotation in accordance with clause 11.3 of the Company’s Constitution and Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company.”

5. RESOLUTION 4: ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) it is cast by 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.

Dated: 18 October 2018

BY ORDER OF THE BOARD

Mientze Tang
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2018 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information relevant to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

1. Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2018 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the Auditor's Report and the conduct of the audit may be submitted no later than 5 business days before the meeting date to:

Ausmex Mining Group Ltd
Level 13/50 Carrington Street or enquiries@ausmexgroup.com.au
Sydney NSW 2000

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT (NON-BINDING)

The Remuneration Report of the Company for the financial year ended 30 June 2018 is set out in the Director's Report of the Company's 2018 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Under the Corporations Act 2001, if 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings (AGMs), shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for re-election.

3. RESOLUTION 2: ELECTION OF AARON DAY AS DIRECTOR

In accordance with clause 11.10 of the Constitution, a Director appointed by the Board to fill a vacancy holds office until the next annual general meeting, and is then available for re-election.

Accordingly, Mr Aaron Day offers to stand for election as a Director and Shareholder approval is sought for his re-election. Further information about Mr Day is set out in the Company's 2018 Annual Report.

Director's recommendation

The Directors (excluding Mr Aaron Day) recommend that Shareholders vote for this Resolution.

4. RESOLUTION 3: RE-ELECTION OF Mr GEOFFREY KIDD AS DIRECTOR

In accordance with clauses 11.3 and 11.4 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for the longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by lot.

Accordingly, Mr Geoffrey Kidd offers to stand for election as a Director and Shareholder approval is sought for his re-election. Further information about Mr Kidd is set out in the Company's 2018 Annual Report.

Director's recommendation

The Directors (excluding Mr Kidd) recommend that Shareholders vote for this Resolution.

5. RESOLUTION 4: ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

Shareholder approval under this Resolution 4 is sought for the Company to issue equity securities under Listing Rule 7.1A.

If Resolution 4 is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2018 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by the ASX.

Accordingly, the approval given if this Resolution 4 is passed will cease to be valid on the earlier of 28 November 2019 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval);
- (iv) less the number of fully paid shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 4 will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 25 September 2018 the Company has on issue 404,412,399 Shares (excluding any shares not included for the purpose of calculations under this resolution) and therefore has capacity to issue:

- (a) subject to Shareholder approval being sought under Resolution, 60,661,860 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 40,441,239 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the VWAP of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- The current market price of the Company's Shares and the current number of ordinary securities as at the date of this Explanatory Statement.
- Two examples where the number of Shares on issue ("A") has increased, by 50% and 100%. The number of Shares on issue may increase as a result of issues of Shares that do not require

Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.

- Two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" Listing Rule 7.1A.2		Dilution		
		\$0.022 50% decrease in issue price	\$0.044 Issue Price**	\$0.088 100% increase in issue price
"A" is the current number of Shares on issue 404,412,399 Shares***	10% voting dilution	40,441,240	40,441,240	40,441,240
	Funds raised	\$889,707	\$1,779,415	\$3,558,829
"A" is a 50% increase in current Shares on issue 606,618,599 Shares***	10% voting dilution	60,661,860	60,661,860	60,661,860
	Funds raised	\$1,334,561	\$2,669,122	\$5,338,244
"A" is a 100% increase in current Shares on issue 808,824,798*** Shares*	10% voting dilution	80,882,480	80,882,480	80,882,480
	Funds raised	\$1,779,415	\$3,558,829	\$7,117,658

Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
 - (ii) The table assumes that no options are exercised in Shares before the date of the issue of equity securities under Listing Rule 7.1A.
 - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
 - (iv) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
 - (v) The issue of equity securities under the Listing Rule 7.1A consists only of Shares. If the issue of equity securities includes options, it is assumed that those options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- * Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

** Based on the closing price of the Company's Shares on ASX on 5 October 2018.

*** Based on the Company's Share structure as at 5 October 2018.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstance the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities. The Company is not permitted to issue any securities under Listing Rule 7.1A to Related Parties and Associates of the Company.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As required by Listing Rule 7.3A.6, details of all issues of securities in the 12 months preceding the date of the Meeting are as follows:

Number/Class of Securities issued	Terms and Purpose of issue	Closing Price on date of issue	Issue Price	Exercise Price	Consideration received	Current value of consideration (for non-cash consideration)	Recipients of the Securities
<i>a) Securities issued on 5 February 2018</i>							
3,529,412 unlisted options	Part of the remuneration and incentive plan. The value of the services provided by the consultants total \$82,742 per annum.	\$0.078	Share price at grant date is \$0.078	\$0.09 each	Nil.	Based on Black Scholes valuation with a share price of \$0.044 per share, the value of the unlisted options is \$52,414.	Consultants acting as Chief Financial Officer and Company Secretary of the Company.
<i>b) Securities issued on 27 June 2018</i>							
500,000 unlisted options	Incentive options to consultants issued under the Company's Long Term Incentives Plan	\$0.034	Share price at grant date is \$0.034	\$0.10 each	Nil.	N/A	Senior Geologists of the Company.
<i>b) Securities issued 27 September 2018</i>							
250,000 unlisted options	Incentive options to a consultant issued under the Company's Long Term Incentives Plan	0.042	Share price at grant date is \$0.042	\$0.10 each	Nil.	N/A	A consultant acting as project manager of the Company

Total shares issued in previous 12 months	404,412,399
Percentage of total shares issued in previous 12 months*	NIL
Total options issued in previous 12 months	4,279,412
Percentage of total options issued in previous 12 months*	5.63%

*Based on Company's fully diluted share capital structure as at Full Year Statutory Accounts (Annual Financial Report) dated 28 September 2018 stating 404,412,399 shares on issue at that date.

This Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Directors of the Company recommend that Shareholders vote in favour of this Resolution. A voting exclusion statement is set out in the Notice of Meeting.

6. ENQUIRIES

Shareholders are requested to contact Company Secretary, Mientze Tang on mientzet@ausmexgroup.com.au or by phone +61 2 8315 3268 if you have any queries in respect of the matters set out in these documents.

For personal use only

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

Annual Report or Annual Financial Report or Full Year Statutory Accounts means the Annual Report to Shareholders for the period ended 30 June 2018 as lodged by the Company with ASX on 28 September 2018 and can be found on the Company's website ausmexgroup.com.au.

Annual General Meeting or AGM or Meeting means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means the Australian Securities & Investments Commission.

Associate(S) has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or Listing Rules means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the
- e) member, or be influenced by the member, in the member's dealing with the entity;
- f) a company the member controls; or
- g) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Ausmex Mining Group Ltd (ACN 148 860 299).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Directors means the current directors of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Remuneration Report means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at www.ausmexgroup.com.au

Section means a section of the Explanatory Statement.

Securities means Shares and/or Options and/or rights to a Share and/or Option (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.



Ausmex Mining Group Limited | ACN 148 860 299

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: [CompanyASXCode]

Your proxy voting instruction must be received by **11.30am (AEDT) on Tuesday 27 November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

Contact	<p>Return your completed form</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: left;"> <p>BY MAIL: Automic GPO Box 5193 Sydney NSW 2001</p> </div> <div style="text-align: left;"> <p>IN PERSON: Automic Level 5, 126 Phillip Street Sydney NSW 2000</p> </div> </div>	<p>Contact us – All enquiries to Automic</p> <p>WEBCHAT: https://automic.com.au/ EMAIL: hello@automic.com.au PHONE: 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)</p>
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STEP 1: Appoint Your Proxy	<p>Complete and return this form as instructed only if you do not vote online</p> <p>I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Ausmex Mining Group Limited, to be held at 11.30am (AEDT) Thursday 29 November 2018, at The Offices of HLB Mann Judd, Level 19, 207 Kent Street, Sydney, NSW, 2000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <table border="1" style="width: 100%; height: 20px; margin-bottom: 5px;"> <tr> <td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td> </tr> </table> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.</p> <p>AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.</p>																					

STEP 2: Your Voting Direction	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 10%;">Resolutions</th> <th style="text-align: center; width: 10%;"></th> <th style="text-align: center; width: 15%;">For</th> <th style="text-align: center; width: 15%;">Against</th> <th style="text-align: center; width: 15%;">Abstain</th> </tr> </thead> <tbody> <tr> <td>1. Adoption of Remuneration Report (Non-Binding)</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2. Election of Aaron Day As Director</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3. Re-Election of Mr Geoffrey Kidd As Director</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4. ASX Listing Rule 7.1a Approval of Future Issue of Securities</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table> <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>	Resolutions		For	Against	Abstain	1. Adoption of Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. Election of Aaron Day As Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Re-Election of Mr Geoffrey Kidd As Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. ASX Listing Rule 7.1a Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3: Sign Here + Contact Details	<p>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</p> <table style="width: 100%; margin-bottom: 10px;"> <tr> <td style="text-align: center; width: 33%;">Individual or Securityholder 1</td> <td style="text-align: center; width: 33%;">Securityholder 2</td> <td style="text-align: center; width: 33%;">Securityholder 3</td> </tr> <tr> <td style="border: 1px solid black; height: 30px; width: 33%;"></td> <td style="border: 1px solid black; height: 30px; width: 33%;"></td> <td style="border: 1px solid black; height: 30px; width: 33%;"></td> </tr> <tr> <td style="text-align: center; font-size: small;">Sole Director and Sole Company Secretary</td> <td style="text-align: center; font-size: small;">Director</td> <td style="text-align: center; font-size: small;">Director / Company Secretary</td> </tr> </table> <p>Contact Name: <table border="1" style="width: 100%; height: 20px; margin-bottom: 5px;"> <tr> <td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td> </tr> </table> <p>Email Address: <table border="1" style="width: 100%; height: 20px; margin-bottom: 5px;"> <tr> <td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td> </tr> <tr> <td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td> </tr> </table> <p>Contact Daytime Telephone <table border="1" style="width: 200px; height: 20px; margin-bottom: 5px;"> <tr> <td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td><td style="width: 5%;"></td> </tr> </table> <p style="text-align: right;">Date (DD/MM/YY) <table style="margin-left: auto; margin-bottom: 5px;"> <tr> <td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td><td style="border: 1px solid black; width: 20px; text-align: center;"> </td> </tr> </table> <p>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</p> </p></p></p></p>	Individual or Securityholder 1	Securityholder 2	Securityholder 3				Sole Director and Sole Company Secretary	Director	Director / Company Secretary																																																																																							
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