

12 April 2019

Market Release

Cleansing Notice and Disclosure under Listing Rules 7.1A.4(b) and 3.10.5A

Ausmex Mining Group Ltd (AMG or the “**Company**”) is pleased to announce that settlement of the Placement (Market Release 2 April 2019) has taken place.

Accordingly, 58,083,336 fully paid ordinary shares (**Shares**) were issued on 8 April 2019 to institutional, sophisticated and professional investors under Listing Rule 7.1 placement capacity of 23,726,123 Shares and Listing Rules 7.1A additional placement capacity of 39,357,213 Shares. Please see the updated Appendix 3B, which updates the Appendix 3B released on ASX dated 8 April 2019.

Cleansing Notice

The Corporations Act 2001 (Cth) (**Act**) restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By the Company giving this notice, sale of the Shares noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

1. the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
2. this notice is given pursuant to paragraph 5(e) of section 708A of the Act;
3. as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act; and
4. as at the date of this notice there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the Shares.

Disclosure under Listing Rules 7.1A.4(b) and 3.10.5A

In accordance with Listing Rules 7.1A.4(b) and 3.10.5A the Company advises as follows in relation to the Shares:

- (a) The Company issued a total of 58,088,336 Shares of which 34,357,213 Shares were issued under the Company's additional placement capacity under Listing Rule 7.1A. The issue of the Shares under Listing Rule 7.1A resulted in the following dilution to existing Shareholders:
- 412,412,399 Shares were on issue prior to the issue of the Shares.
 - The number of Shares on issue following the issue of the Shares under Listing Rule 7.1A is 435,519,612 (or 470,495,735 including the Shares issued under Listing Rule 7.1).
 - The percentage of voting dilution following the issue of the Shares under Listing Rule 7.1A is 9.54% (and 15.30% including the Shares issued under Listing Rule 7.1).
- (b) The Board resolved to proceed with the Placement, having given consideration to the expediency of a share placement, the Company's Convertible Notes (completed 16 November 2018) and advice from external advisers.
- (c) The Placement was not underwritten.
- (d) Armada Capital & Equities Pty Ltd and CPS Capital Group Pty Ltd acted as Joint Lead Managers (Lead Managers) for the Placement will receive a total fee equal to 5% of the dollar amount raised by the issue of the Shares and 5,000,000 options, exercisable at \$0.18 within three years of issue.

ENDS

For further information:

Mientze Tang
Company Secretary
+612 9248 0104

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AUSMEX MINING GROUP LIMITED

ABN

62 148 860 299

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	a) Fully Paid ordinary shares b) Unlisted options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	a) 58,083,336 b) 5,000,000
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Placement: a) 58,083,336 fully paid ordinary shares @ \$0.12 per share; and b) 5,000,000 options exercisable at \$0.18 per options expiry 36 months from issue (The options is part of the fees to Lead Manager to facilitate the Placement).

+ See chapter 19 for defined terms.

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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p>	<p>a) The fully paid ordinary shares will rank equally with existing quoted ordinary shares</p> <p>b) Upon the exercise of the unlisted options, the shares to be issued will be quoted and rank equally with existing quoted ordinary shares.</p>
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	<p>Issue price or consideration</p>	<p>a) Ordinary shares: \$6,970,000.08 (\$0.12 per share) b) Options: \$50 (\$0.00001 per option)</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised will be used for exploration activities including extensive drilling campaign at the Company's Tier 1 IOCG targets.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b - 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>29 November 2018</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>23,726,123</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>34,357,213</p>
6e	<p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>N/A</p>
6f	<p>Number of +securities issued under an exception in rule 7.2</p>	<p>N/A</p>
6g	<p>If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.</p>	<p>Yes Date price agreed: Issue Date: 8 April 2019 15 day VWAP: \$0.13106 VWAP calculated by Armada Capital (Corporate Advisers)</p>
6h	<p>If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements</p>	<p>N/A</p>

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements	See Annexure 1.	
7	<p>⁺Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	8 April 2019	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		294,640,008	Ordinary shares

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>175,855,727 Fully paid ordinary shares escrow 24 months from the date of reinstatement to official quotation (*Reinstatement).</p> <p>20,000,000 Options expiring 3 years from issue @ \$0.12 exercisable on or before 9/5/2020. Escrowed 24 months from Reinstatement.</p> <p>30,000,000 Options exercisable 3 years from issue @ \$0.14. Exercisable on or before 9/5/2020. Escrowed 24 months from Reinstatement.</p> <p>10,000,000 Options expiring 3 years from issue at 9/5/2020 @ \$0.12 escrowed 24 months from Reinstatement.</p> <p>2,000,000 Options expiring 3 years from issue at 9/5/2020 @\$0.045 escrowed 24 months from Reinstatement.</p> <p>500,000 Options expiring 9/5/2020 @ \$0.045 each.</p> <p>6,250,000 Options expiring 31/5/2020 @ \$0.12 each.</p> <p>3,529,412 Options expiring 16/11/2020 @ \$0.09 each.</p> <p>500,000 Options expiring 27/06/2021 @\$0.10 each.</p> <p>250,000 Options expiring 27/09/2021 @\$0.10 each.</p> <p>15 Convertible notes issued on 16 November 2018 and expiring 24 Months on 16 November 2020.</p> <p>11,250,000 Options expiring 16/11/2022 @\$0.06695 each.</p> <p>5,000,000 Options expiring 8/04/2022 @ \$0.18 each.</p> <p><small>*Reinstatement or date of reinstatement to official quotation of the Company is 30/5/2017.</small></p>

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) N/A

Part 2 - Pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	

+ See chapter 19 for defined terms.

33 ⁺Issue date

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Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

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39 ⁺Class of ⁺securities for which quotation is sought

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40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?

If the additional ⁺securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now
 Example: In the case of restricted securities, end of restriction period
 (if issued upon conversion of another ⁺security, clearly identify that other ⁺security)

42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)

Number	⁺ Class

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
 Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.


 Sign here: Date: 12/04/2019
 (Company secretary)
 Mientze Tang
 Print name:
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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<i>Insert</i> number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue	405,162,399
Add the following: <ul style="list-style-type: none"> • Number of fully paid ⁺ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ⁺ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ⁺ordinary securities that became fully paid in that 12 month period <i>Note:</i> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	7,250,000 Nil
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	0
“A”	412,412,399
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	61,861,859
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<i>Insert</i> number of ⁺ equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	26,885,736 shares (from 15 Convertible Notes) 11,250,000 options (as part of Convertible Notes) 23,726,123 shares (Placement)
“C”	61,861,859
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	

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<p>"A" x 0.15 <i>Note: number must be same as shown in Step 2</i></p>	61,861,859
<p>Subtract "C" <i>Note: number must be same as shown in Step 3</i></p>	61,861,859
<p>Total ["A" x 0.15] – "C"</p>	<p>0 <i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
<p>"A" <i>Note: number must be same as shown in Step 1 of Part 1</i></p>	412,412,399
Step 2: Calculate 10% of "A"	
<p>"D" <i>Note: this value cannot be changed</i></p>	0.10
<p>Multiply "A" by 0.10</p>	41,241,239
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><i>Notes:</i></p> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	39,357,213
<p>"E"</p>	39,357,213

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10 <i>Note: number must be same as shown in Step 2</i></p>	41,241,239
<p>Subtract "E" <i>Note: number must be same as shown in Step 3</i></p>	39,357,213
<p>Total ["A" x 0.10] – "E"</p>	<p>1,884,026 <i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.