

# 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  | 1) Fully paid ordinary shares<br>2) Fully paid ordinary shares<br>3) Unlisted options<br>4) Unlisted options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1) 100,000<br>2) 250,000<br>3) 6,176,470<br>4) 4,000,000  |
| 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) | 1) Fully paid ordinary shares from the exercise of 100,000 options.<br>2) Director's participation in the Placement<br>3) Re-approval and issue of options- exercisable at \$0.09 expire on 16 November 2020<br>4) Options with exercise price of \$0.195 per option, expiry 20 June 2022 |

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4	<p>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional <sup>+</sup>securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Ordinary Shares: 1) and 2) The fully paid ordinary shares will rank equally with existing quoted ordinary shares.</p> <p>Options: 3) and 4) upon conversion of the options, the ordinary shares will rank equally with existing quoted ordinary shares.</p>
5	<p>Issue price or consideration</p>	<p>1) \$4,500 (exercise price of \$0.045 per option)                  2) \$30,000 (\$0.12 per shares)                  3) Exercise price of \$0.09 per option                  4) Exercise price of \$0.195 per option</p>
6	<p>Purpose of the issue                  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1) The options were issued to a former officer of the Company, formerly known as Eumeralla Resources Limited ACN 148 860 299 prior to the re-quotation of the Company. Refer to ASX Market Release (Notice of General Meeting) dated 17 February 2017 for further information of the options.</p> <p>2) Participation in Placement (completed on 8 April 2019) by a Director and approved at the extraordinary general meeting on 20 June 2019.</p> <p>3) Options to directors as part of remuneration and incentive. See ASX Market Release 22 May 2019.</p> <p>4) Options to directors as part of remuneration and incentive. See ASX Market Release 22 May 2019.</p>
6a	<p>Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the subject of this Appendix 3B</i>, 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 <sup>+</sup>securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
6d	<p>Number of <sup>+</sup>securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>
6e	<p>Number of <sup>+</sup>securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Extraordinary General Meeting held 20 June 2019 security holders approved the issue of the options and shares.</p>
6f	<p>Number of <sup>+</sup>securities issued under an exception in rule 7.2</p>	<p>N/A</p>

6g	If <sup>+</sup> 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 <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If <sup>+</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
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	<sup>+</sup> Issue dates  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.  Cross reference: item 33 of Appendix 3B.	1) 24 June 2019 2) 26 June 2019 3) 26 June 2019 4) 26 June 2019				
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="782 884 1077 940">Number</th> <th data-bbox="1077 884 1375 940"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 940 1077 1111">480,207,647</td> <td data-bbox="1077 940 1375 1111">Ordinary shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	480,207,647	Ordinary shares
Number	<sup>+</sup> Class					
480,207,647	Ordinary shares					

+ See chapter 19 for defined terms.

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	20,000,000	Options expiring 3 years from issue @ \$0.12 exercisable on or before 9/5/2020.
	30,000,000	Options exercisable 3 years from issue @ \$0.14. Exercisable on or before 9/5/2020.
	10,000,000	Options expiring 3 years from issue at 9/5/2020 @ \$0.12.
	1,500,000	Options expiring 3 years from issue at 9/5/2020 @\$0.045.
	500,000	Options expiring 9/5/2020 @ \$0.045 each.
	6,250,000	Options expiring 31/5/2020 @ \$0.12 each.
	3,529,412	Options expiring 16/11/2020 @ \$0.09 each.
	500,000	Options expiring 27/06/2021 @\$0.10 each.
	250,000	Options expiring 27/09/2021 @\$0.10 each.
	10	Convertible notes issued on 16 November 2018 and expiring 24 Months on 16 November 2020.
	11,250,000	Options expiring 16/11/2022 @\$0.06695 each.
	5,000,000	Options expiring 8/04/2022 @ \$0.18 each.
	6,176,470	Options expiring 16/11/2020 @\$0.09 each.
4,000,000	Options expiring 20/06/2022 @\$0.195 each	

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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**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)?	
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 <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>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 <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38	Number of <sup>+</sup> securities for which <sup>+</sup> quotation is sought	1) 100,000 2) 250,000 Total: 350,000 ordinary shares
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39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought	Ordinary shares
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40	Do the <sup>+</sup> securities rank equally in all respects from the <sup>+</sup> issue date with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?  If the additional <sup>+</sup> securities do not rank equally, please state: <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	Yes
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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)	1) Exercise of options 2) Participation in Placement by a director	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		480,207,647	Ordinary shares

**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: 26/6/2019  
 (Company secretary)  
 Mientze Tang  
 Print name: .....

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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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	404,412,399
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Ordinary securities issued in that 12 month period under an exception in rule 7.2: <ul style="list-style-type: none"> <li>750,000 (10 December 2018)</li> <li>3,000,000 (28 December 2018)</li> <li>4,250,000 (31 December 2018)</li> <li>300,000 (21 May 2019)</li> <li>100,000 (14 June 2019)</li> <li>100,000 (24 June 2019)</li> </ul> With Security holder approval (ASX Market Release 20 June 2019): <ul style="list-style-type: none"> <li>250,000 (26 June 2019)</li> </ul>
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	413,162,399
<b>Step 2: Calculate 15% of “A”</b>	
<b>“B”</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	61,974,359
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<b>Insert</b> number of <sup>+</sup> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	The following securities were issued under rule 7.1 and subsequently approved by security holder under rule 7.4 (ASX Market Release 20 June 2019): <ul style="list-style-type: none"> <li>17,923,824 (16 November 2018)</li> <li>8,961,912 (29 April 2019)</li> <li>18,726,123 (8 April 2019)</li> <li>11,250,000 (options to con note holders)</li> <li>5,000,000 options- placement)</li> </ul>

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<b>"C"</b>	0
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<b>"A" x 0.15</b> <i>Note: number must be same as shown in Step 2</i>	61,974,359
<b>Subtract "C"</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total ["A" x 0.15] – "C"</b>	61,974,359 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

**Part 2**

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate "A", the base figure from which the placement capacity is calculated</b>	
<b>"A"</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	413,162,399
<b>Step 2: Calculate 10% of "A"</b>	
<b>"D"</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply "A" by 0.10</b>	41,316,239
<b>Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of <sup>+</sup>equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>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</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>Securities were issued under rule 7.1A and subsequently approved by security holder on 20 June 2019:</p> <p>39,357,213 (8 April 2019)</p>
<b>"E"</b>	0

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<b>"A" x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	41,316,239
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	0
<b>Total ["A" x 0.10] – "E"</b>	41,316,239 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.