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2023

Annual Report
for the year ended
30 June 2023

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CORPORATE INFORMATION

Directors

Min Yang	Non-executive Chairman
Mark Derriman	Managing Director
Geoff Baker	Non-executive Director
Dongmei Ye	Non-executive Director
Andrew Bald	Non-executive Director

Company Secretary

William Kuan

Registered Office

Suite 2, 3B Macquarie Street
Sydney NSW 2000

Share Register

Boardroom Pty Limited
Level 8, 210 George Street
Sydney, NSW 2000

Auditors

Nexia Brisbane Audit Pty Ltd
Level 28, 10 Eagle Street
Brisbane, QLD 4000

Stock Exchange Listing

ActivEX Limited shares (ASX code: AIV) and options (ASX code: AIVO) are listed on the Australian Securities Exchange

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COMPANY OVERVIEW

ActivEX Limited ("ActivEX" or the "Company") is an Australian Securities Exchange listed company (ASX: AIV) focusing on the acquisition, identification and delineation of quality mineral resource projects through active exploration.

ActivEX's Queensland tenement holding remains substantial and comprises a total of 14 granted EPMs and 3 applications, for a total area of 1,923 km². ActivEX currently holds a 100% interest in 16 tenements and 49% interest in the Pentland EPM Joint Venture (JV). In addition through its 100% subsidiary ActivEX Canning the Company holds 9 granted EPC's (Exploration Permit for Coal).

These licence areas cover highly prospective terrain for copper, gold and critical mineralisation in north Queensland at the Gilberton Project (Etheridge Province), Pentland Project (Macrossan and Cape River Provinces), and southeast Queensland at the Esk, Barambah and Coalstoun Projects (Tasman Fold Belt).

ActivEX Canning (100% ActivEX Limited) holds a nine-tenement portfolio in Central Queensland primarily on the margins of the Bowen Basin, Australia's premier thermal and coking coal producing region. The tenements were purchased from unlisted explorer CMR Coal, and the Company is currently reviewing the historical data and data generated by CMR Coal so as to formulate an exploration strategy going forward. The majority of targets generated fall into the thermal category while a small % may fall into the coking variety. The coking coal targets will be assigned the highest priority for future exploration.

ActivEX has defined two JORC2012 compliant resources in the Esk Copper and Gold Project.

Esk Copper and Gold Project:

Barambah Project: 363Kt @ 1.47g/t Au and 61.8g/t Ag for 17.2Koz Au and 722Koz Ag

Coalstoun Project: 26.86Mt @ 0.38% Cu for 102.7Kt Cu

At the **Gilberton Gold Project** The Company's exploration focus during the year has been on gold and to a lesser extent lithium. Drilling has been finalised at the Gilberton Gold Project located in North Queensland. local Townsville contractor Eagle Drilling completed 37 angled RC holes, for a total advance of 4,275m. In addition to the RC drilling, two HQ diamond holes (AMHDD031 and 038) with RC pre-collars, for a total of 361.5m of drilling (including 165.7m of core) have been completed this year. The Company has made significant progress towards the understanding of the mineralisation at Mt Hogan and the ultimate delineation of a gold resource with the delineation of several sub-parallel gold lodes beneath the historic gold mining operation. The Company has also been actively expanding its presence in the highly gold and lithium prospective Gilberton-Georgetown area with the granting of 2 EPMs and another 1 EPM in the application phase.

At the **Esk Copper and Gold Project** RAMA Geoscience has completed the high-level reprocessing of the Coalstoun and Boobyjan Porphyry Systems in Esk Gold and Copper Project, SE Queensland which was followed up with a more detailed review of the Boobyjan Porphyry System to look for significant portions of the Porphyry System at Boobyjan that has not been drill tested and so remains unexplored.

A total of seven Cu Au Porphyry targets have been revealed at the Boobyjan Prospect in the SE of the tenements and three targets at the Kalpapo Target in the NW of the tenement. A selection of the Porphyry Drill Targets are summarised in this Announcement.

At the **Pentland Gold Project**. Geomap has been engaged by Rockland Resources Pty Ltd. to map the geology of the Mount Remarkable prospect, North of Pentland. The work was designed to map the geology and alteration of the prospect area, identify the styles of mineralisation and identify controls on mineralisation that could be used to target future exploration programmes. Mapping focused on the accurate definition of veining, breccia and associated phyllic alteration on the prominent hill known as Mount Remarkable. During the field mapping, an area of approximately 500x2000m was covered.

Diamond hole PLJVDD001 has been drilled at Mt Remarkable to test the new soil gold anomaly along with surface alteration, structural indicators, and increased IP chargeability. The hole consisted of a strongly phyllic altered quartz-feldspar porphyry (Granodiorite/Tonalite) with a strong planar pyritic/quartz stockwork vein set throughout the length of the hole. Assay results were disappointing.

The Mt Remarkable prospect and drill hole PLJVDD001 shows all the attributes of a typical Cu/Mo porphyry-style deposit (Guilbert and Lowell Model 1974), with a central Cu/Mo low-grade core and flanking low-grade Au stockwork zone with associated elevated Sb/As/W +/- Ag. Strong qtz/sericite phyllic alteration exists but does diminish further downhole, suggesting it may be getting to the systems peripheries.

Previous explorers have labelled the quartz veining epithermal and low temperature but anecdotal logging of the core by the author did not notice any epithermal textures. Instead suggesting that the hydrothermal alteration is of mesothermal nature and moderate sulphidation.

Further recommendations for future exploration probably downgrade the actual porphyry section of the prospect with low tenor base metal and gold seeming to be the norm both with PLJVDD001 and historically. The breccia system that was not intersected but targeted in PLJVDD001 on the other hand may be of some interest as higher tenor gold in surface and drilling samples and previous mining activity point to a different system and could potentially source economic mineralisation.

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CHAIRMAN'S LETTER

Dear Fellow Shareholders

On behalf of the Board of Directors, I take pleasure in presenting the ActivEX Limited ("ActivEX" or the "Company") 2023 Annual Report. The past 12 months has seen significant improvement in the commodities and equity markets, which in turn has resulted in exciting developments for the Company at an operational level.

ActivEX's Queensland tenement holding remains substantial and comprises a total of 14 granted EPMS and 3 applications, for a total area of 1,923km². ActivEX currently holds a 100% interest in 16 tenements and 49% interest in the Pentland EPM Joint Venture (JV). In addition through its 100% subsidiary ActivEX Canning the Company holds 9 granted EPC's (Exploration Permit for Coal).

The Company's exploration focus during the year has been on gold and to a lesser extent lithium. In 2021 financial year, reverse circulation (RC) drilling was finalised at the Gilberton Gold Project located in North Queensland, local Townsville contractor Eagle Drilling completed 37 angled RC holes, for a total advance of 4,275m. In addition to the RC drilling, two HQ diamond holes with RC pre-collars, for a total of 361.5m of drilling (including 165.7m of core) have been completed this year. The Company has made significant progress towards the understanding of the mineralisation at Mt Hogan and the ultimate delineation of a gold resource with the delineation of several sub-parallel gold lodes beneath the historic gold mining operation. The Company has also been actively expanding its presence in the highly gold and lithium prospective Gilberton-Georgetown area with the granting of 2 EPMS and another 1 EPM in the application phase. Following completion of drilling at the Gilberton Gold Project at the end of the "Dry Season" our exploration focus will be on the SE Queensland Projects Coalstoun, Barambah and Esk where the Company will be carrying out field-based exploration utilising the company's Niton pXRF in conjunction with geological mapping on the back of a geological and geophysical interpretation. The Company is also in discussion with several parties in relation to the sale of JV opportunities for the SE Queensland Projects.

ActivEX has clear exploration strategies and will also pursue growth opportunities that offer near-term production potential. Divestment of non-core assets is also a priority of the Company and will be pursued in 2023/2024.

ActivEX has the ability to draw down on a \$5 million loan facility with Star Diamond Developments that was extended to 31 October 2024. During the year, ActivEX repaid \$750,000 comprising \$444,171 principal and \$305,829 interest to Star Diamond from internal cash resources and as of the balance sheet date it has \$2.84 million remaining in the facility that is available for draw down under the Star Diamond loan facility.

The proceeds of current and future investor funding in addition to the loan facility will be utilised to pursue on-going exploration activity by the Company as well as to meet working capital requirements. ActivEX continues to monitor and maintain strict controls on overhead expenses and cashflow management.

Current efforts are being devoted to generating shareholder returns by maximising the potential of the Company's mineral projects, including advancing mineral resources towards project development and also seeking joint venture arrangements to build on the Company's current project base.

I would like to thank our Directors, staff, contractors and shareholders for their continued support and contribution over the past year and we all look forward to continued growth and exploration success by ActivEX in the year to come.

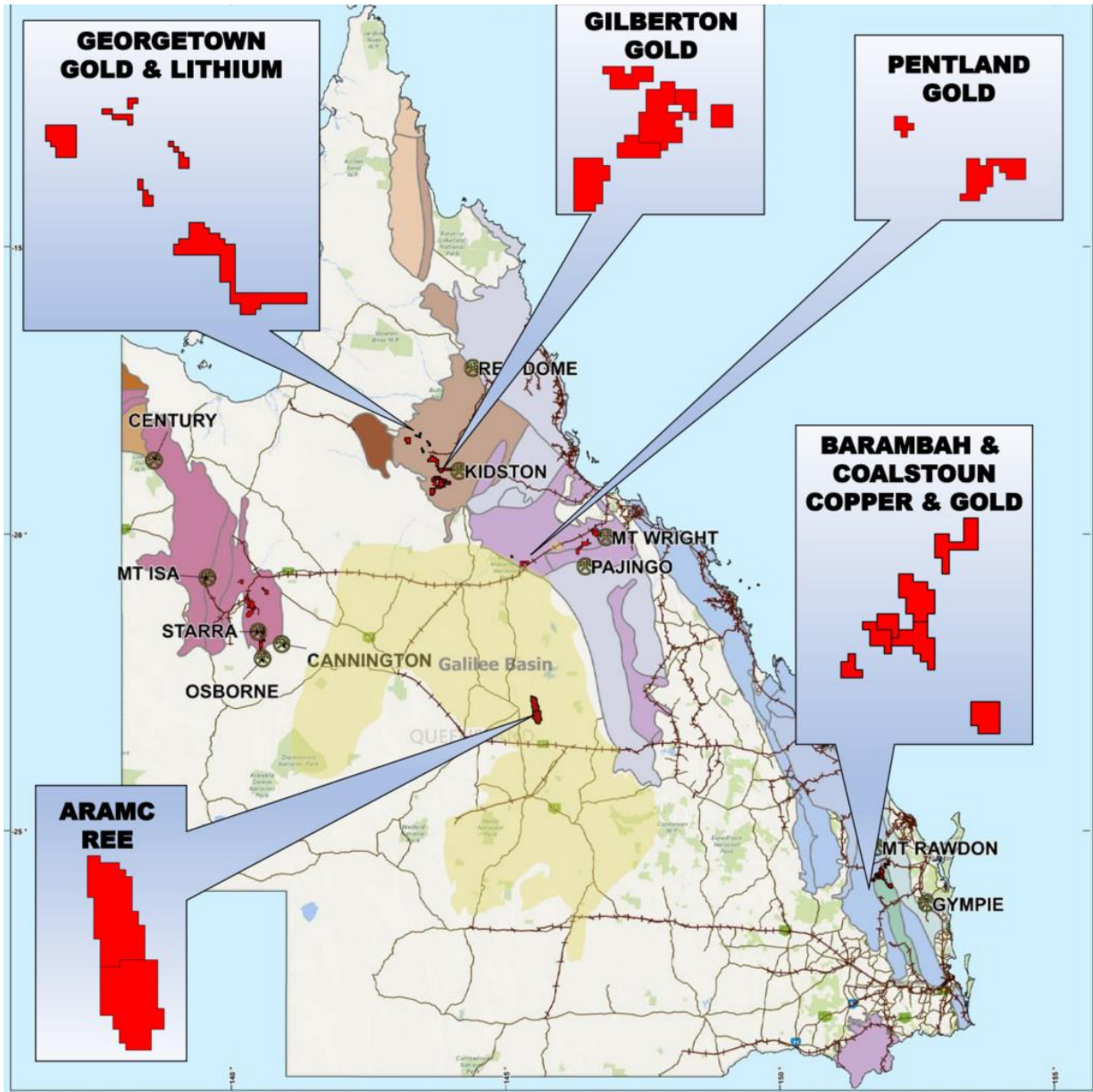
Yours faithfully



Min Yang
Chairman

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OPERATIONS REPORT



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ACTIVEX LIMITED

- Legend
- Town
 - Road
 - Railway

- Tectonic Province
- Savannah / Iron Range Province
 - Murphy / Western / Kalkadoon-Ewen / Eastern Province
 - Hogkinson / Broken River / Clarke River Province
 - Etheridge Province
 - Croydon Province
 - Cape River / Anakie / Thalanga Province
 - New England Orogen

ACTIVEX QUEENSLAND TENEMENTS



Figure 1. ActivEX Limited Queensland Projects and tenements.

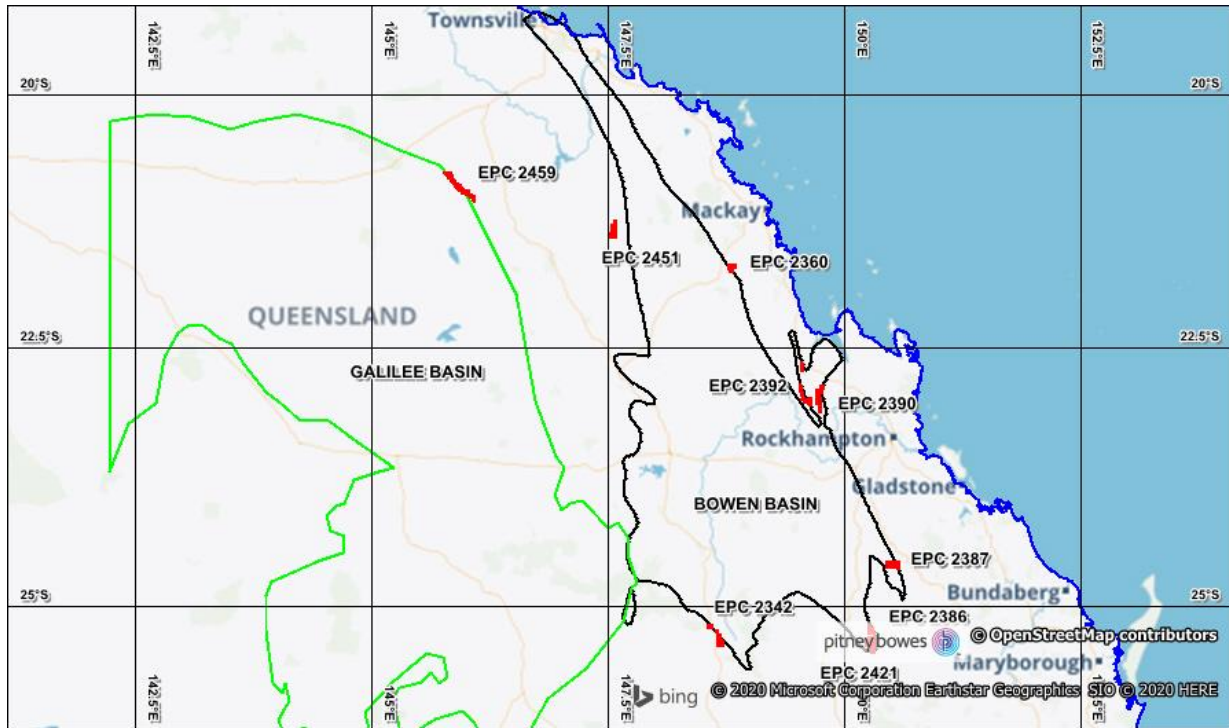


Figure 2. Project Location Map showing ActivEX Canning coal tenure and sedimentary basins

BOWEN BASIN COAL PROJECT - Central Queensland

(EPCs 2459, 2451, 2360, 2390, 2392, 2387, 2386, 2421 and 2342 - ActivEX Canning 100%)

ActivEX Canning (100% ActivEX Limited) holds a nine-tenement portfolio in Central Queensland primarily on the margins of the Bowen Basin (Figure 2) Australia's premier thermal and coking coal producing region. The tenements were purchased from unlisted explorer CMR Coal, and the Company is currently reviewing the historical data and data generated by CMR Coal so as to formulate an exploration strategy going forward.

GILBERTON GOLD and LITHIUM PROJECT - North Queensland

(EPMs 18615, 18623, 26232 and 26307 - ActivEX 100%)

The Gilberton Gold Project is situated in the Georgetown Province in northeast Queensland, approximately 600km west-northwest of Townsville (Figure 1 & 3). The Project is in an area which is prospective for several metals (Au, Ag, Cu, Ta-Nb, Co) and a wide range of deposit styles (plutonic IRGS, porphyry breccia, and epizonal / epithermal IRGS). The world-class Kidston breccia-hosted Au-Ag deposit occurs in similar geological terrain approximately 50km to the northeast. The Project consists of EPMs 18615 (Mt Hogan), 18623 (Gilberton), 26232 (Gum Flat) and 26307 (Split Rock). The Project comprises a total of 114 sub-blocks and encompasses an area of 370km² (Figure 3). ActivEX Limited holds 100% interest in all the tenements.

Mt Hogan was the largest gold producer within the Gilberton Gold Project. Records of historic production date back to 1876-1877, when 2,256t of ore were crushed at the Mt Hogan battery and 106.9kg of bullion were produced. Most of this ore was probably won from scattered workings across the Mt Hogan hill. Mining recommenced in 1885 until 1910, and 341.22kg of bullion were produced from 7,016.8t of ore (average grade 48.6g/t Au). Most old workings at Mt Hogan are generally shallow, less than 10m deep, except for the Independence lode that occurs north of Mt Hogan mine, which was worked to about 40m inclined depth in the main shaft.

Gold mineralisation is concentrated around the south-eastern margin of the Mt Hogan Granite (**Figure 4**) and consists of a set of stacked, shallow, southwest dipping (15-20°) quartz - sulphide veins. The veins are composed of medium-grained, euhedral buck quartz crystals that have been brecciated and recrystallised by later movement of the vein's structures. Cores of the veins are often filled with sulphide. The lenticular veins are enveloped by an alteration halo of sericite (proximal), chlorite and epidote (distal) and appear to have developed in tensional openings produced by north-easterly thrusting. Continued movement along structures after vein formation has deformed and folded some veins. Individual veins reach up to 60cm in thickness but are generally thinner (10 – 20cm).

The Gilberton Project has a very high crustal abundance of gold, similar to Kalgoorlie and Charters Towers, and therefore a fertile area for new large tonnage discoveries.

The 2022-2023 drilling program has been finalised at the Gilberton Gold Project located in North Queensland. local Townsville contractor Eagle Drilling completed 37 angled RC holes, for a total advance of 4,275m. In addition to the RC drilling, two HQ diamond holes (AMHDD031 and 038) with RC pre-collars, for a total of 361.5m of drilling (including 165.7m of core). have been completed. The drill targets were located within the Mt Hogan and Split Rock tenements.

The 2022-2023 drill program followed up the 1,800m RC program completed in 2021 (ASX: Gilberton Drilling Results Encouraging – 23/7/2021). As shown in Figure 4, the 2022 program is concentrated in the curvilinear elevated gold in the soil region (blue polygon), and is associated with intense sericite/chlorite alteration of the pink Mt Hogan Granite.

The next phase of drilling will extend along the 7km trend of the altered Mt Hogan Granite. The focus of further drilling beyond the southern margin of the Mt Hogan Granite will also focus on the Cobbold Dolerite, a mafic intrusive lithology that is interlayered with mudstone and schist (metasediment) (**Figure 5**). The Cobbald Dolerite is a magnetic unit and high in iron which makes the site a good host for gold mineralisation as shown by the elevated gold in rock samples outside the margins of the Mt Hogan Granite.

Significant high grade gold intersections include:

- AMHRC035 - 1m @10.65g/t Au (from 27m)
- AMHRC036 - 3m @4.94g/t Au (from 115m)
 - 1m @9.03/t Au (from 115m)
 - 1m @4.35g/t Au (from 116m)
- AMHRC037 - 1m @3.69g/t Au (from 125m)
- AMHRC038 - 1m @4.02g/t Au (from 15m)
 - 1m @34.5g/t Au (from 125m),
 - 1m @3.63g/t Au (from 132m)
- AMHRC039 - 1m @4.2g/t Au (from 96m)
 - 1m @2.38g/t Au (from 102m)
 - 1m @8.6g/t Au (from 105m)
 - 1m @3.78g/t Au (from 82m)
- AMHRC040 - 2m @7.6g/t Au (from 16m), including 1m @13.45g/t Au (from 16m)

- AMHRC041 - 1m @3.7g/t Au (from 17m)
- AMHRC044 - 1m @9.09g/t (from 83m)
- AMHRC048 - 1m @6.45g/t (from 120m)
- AMHRC050 - 1m @5.7g/t (from 13m)
- AMHRC051 - 1m @13.45g/t (from 23m)
- AMHRC053 - 1m @13.35g/t (from 7m)

In addition to the gold potential at Gilberton there are several unexplored historic gold bismuth and tantalum occurrences that are being evaluated for LCT (Lithium Caesium Tantalum) and to that end, a grid-based soil sampling was completed across the Dividend Gully Prospect with the collection of 96 soil samples and 30 rock samples. The Dividend Gully Prospect forms part of the Company's 100% owned Gilberton Project.

The Dividend Gully and Sandy Grant Creek Alluvials Prospects are located north of EPM18615 with the group's fully owned Gilberton Project (**Figure 7**). These two prospects form part of Mountain Maid metallogenic camp, with host rocks comprising Digger Creek Granite (Medium to coarse-grained granite with muscovite pegmatite phases) and the Daniel Creek Formation comprising mica schist, phyllite and gneiss. The structure also represents a large roof pendant over the Robin Hood Granodiorite. The pegmatites and micaceous metasediments are extensively developed within the Mt Hogan prospect.

The most significant lithium rock result of 2,217 ppm Li₂O came from a sample of micaceous schist at the northern end of the soil grid (**Figure 7**). Another area of elevated lithium rock analyses in micaceous metasediments is located to the west of the Jurassic sandstone plateau and is associated with elevated lithium in soils between 100 and 192ppm lithium. Half of the soil samples collected were analysed for lithium and other multi-elements, with a selection of those samples not analysed to be sent for lithium and multi-elements testing as part of the next soil sampling phase to extend the current soil grid. From the rock chip sampling program, 2 samples returned > 1% Bismuth (up to 1.595% Bi). A soil Bi anomaly was also generated from the soil assay data (**Figure 7**). In addition, a sample of gossanous vein quartz returned 53.3g/t Au, 314ppm Bi, 80.2ppm Ag, 1,375ppm Cu and 2,400ppm Pb and this will be followed up in the next field program.

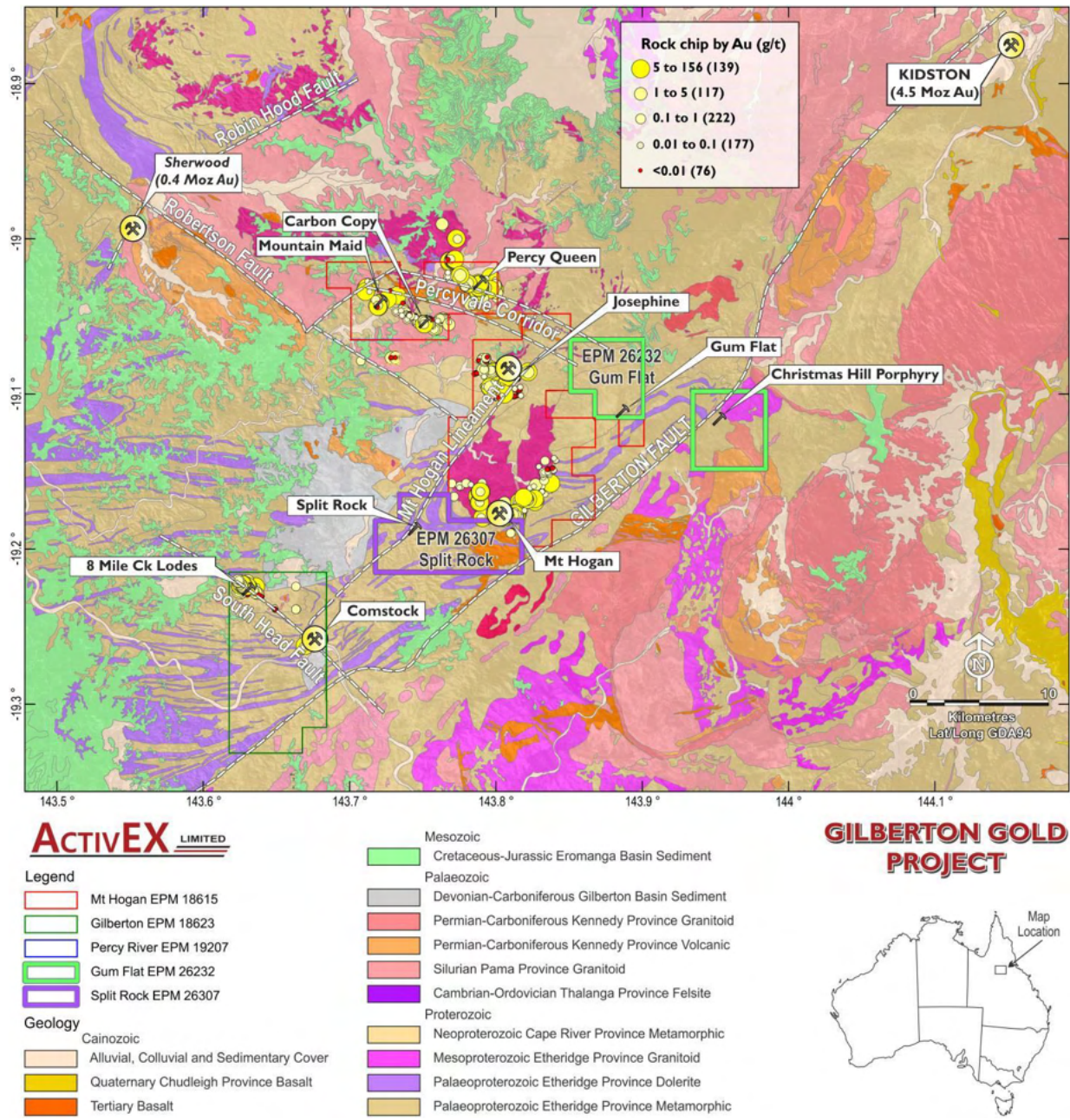


Figure 3. ActivEX Limited Gilberton Gold Project regional geology, tenements, prospect and rock chips thematically mapped by Au content.

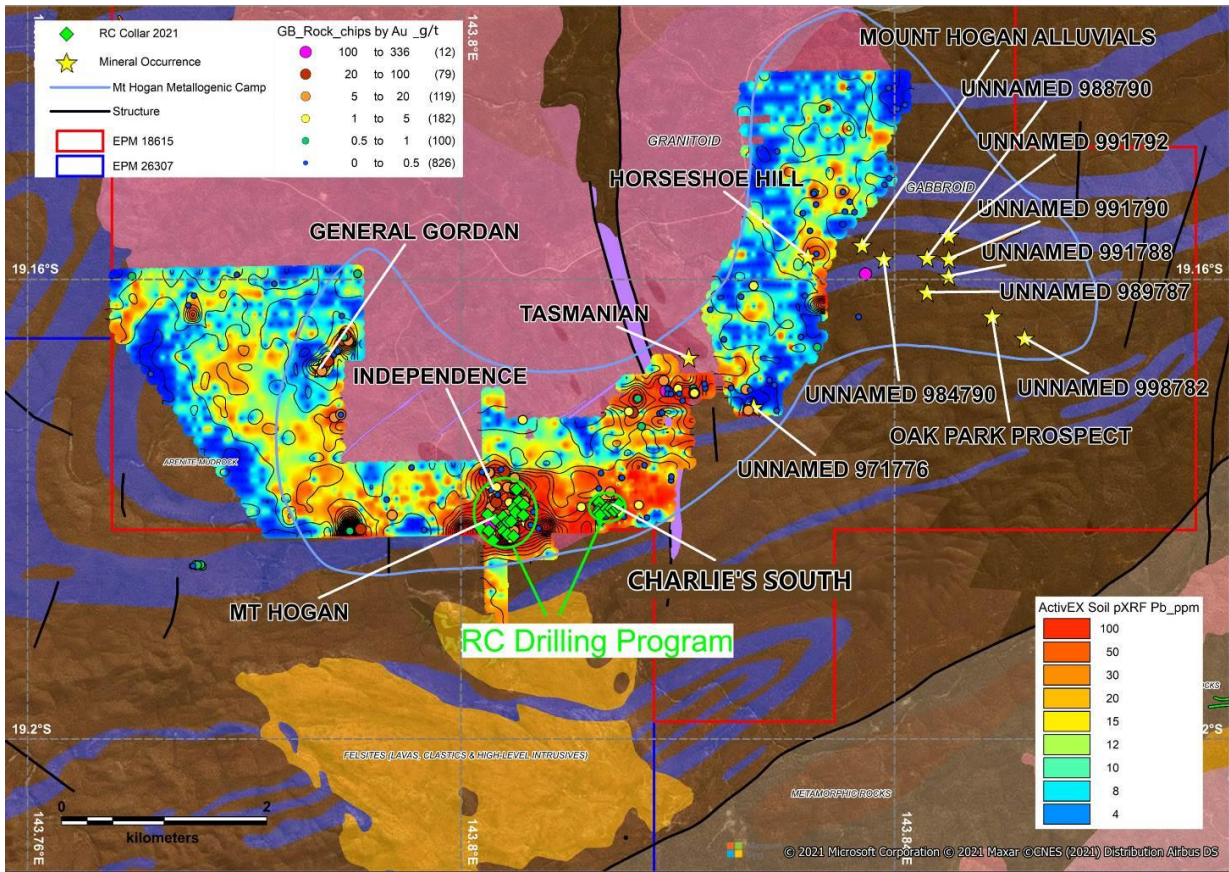


Figure 4 Gilberton project 2021 drill hole location with surface rock chip Au assays and pXRF Pb anomalies.

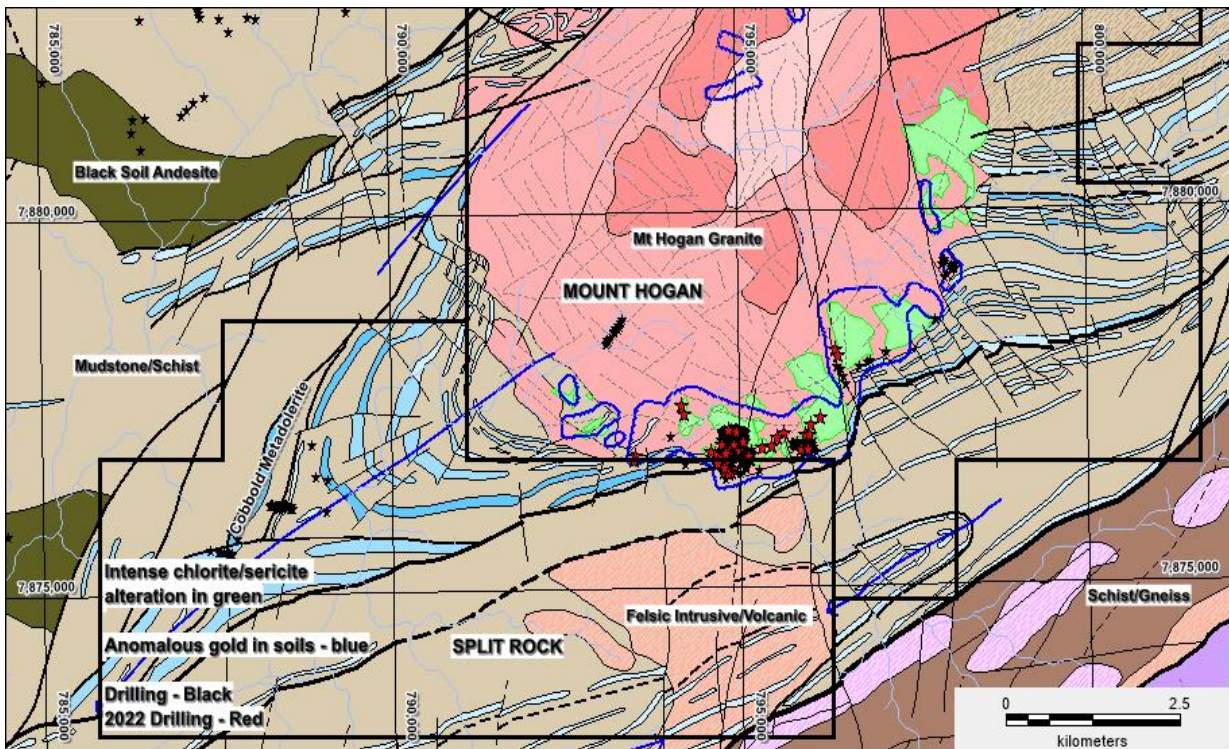


Figure 5. 2022 Completed drilling shown in red along the southern margin of the Mt Hogan Granite

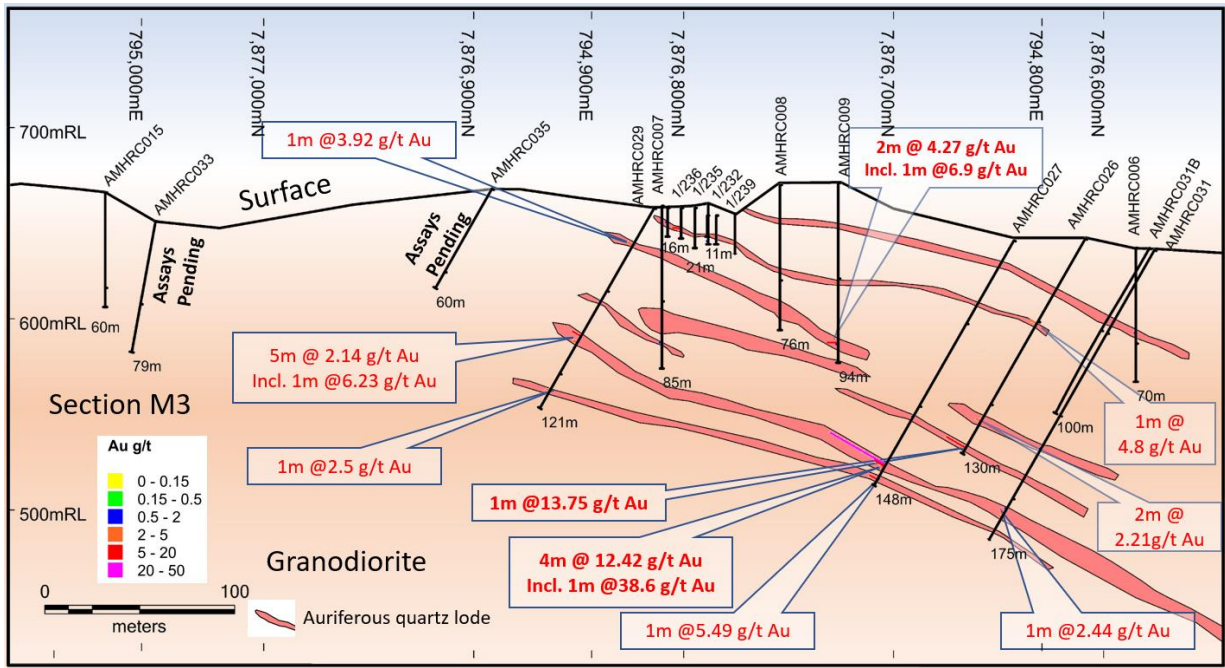


Figure 6 Mt Hogan Historic Gold Mine M3 section

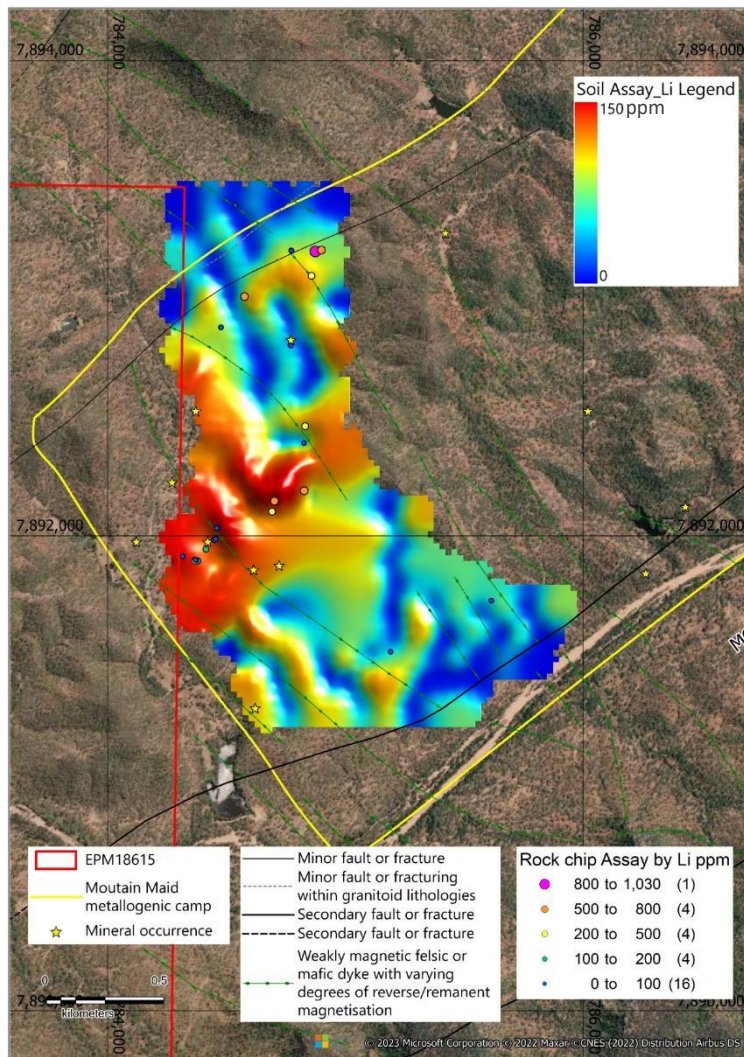


Figure 7 -Dividend Gully Prospect - Li assays and Li soil anomaly

GEORGETOWN GOLD PROJECT - North Queensland

(EPMs 27805, 27811, 27812, 28120, 28277 & EPM Application 28417 - ActivEX 100%)

The Georgetown Gold Project (**Figure 1 & 8**) is situated within the Proterozoic Etheridge Province in northeast Queensland, approximately 400km west-northwest of Townsville and 80km north of the Gilberton Gold Project. The project comprises a granted and application area of 504.29 km² with ActivEX Limited holding a 100% interest in all the tenements. One EPM application (Bridle Track, EPM 28417) has been lodged in May 2022, which covers 100 sub-blocks. Historic data shows pegmatites were intersected in previous drill holes. However, no Au or Li has been assayed. Bridle Track is anticipated to be granted towards the second half of 2023.

The Georgetown Project is in an area that is prospective for several metals, precious and base, in addition to critical metals (Cu, Ta, Nb, Co, Sn, W, Li and Mn) over a wide range of deposit styles. The initial evaluation of the Georgetown Project was focused on critical metals and gold potential, as evident by the numerous historical gold and silver workings. As a follow up program to previous exploration results, geological mapping of the Digger Creek Prospect and rock chip sampling were carried out.

The mapping and sampling focus was the Digger Creek Prospect located in the west section of EPM 27812. The presence of widespread precious and base metal assay results from recent sampling campaigns at the Digger Creek Prospect have been put into context by the recent geological mapping and additional rock sampling and locations of numerous historic prospecting pits. (**Figure 9**).

Assay results of the 56 rock chip samples collected at the Digger Creek Prospect during the recent geological mapping program have been received from the ALS geochemistry laboratory in Townsville. Significant gold and silver assays up to 16.15g/t Au and 1,185g/t Ag were returned (**Figure 9**). Forty-four (44) of the samples were anomalous in gold (greater than 0.15g/t Au). In addition, fourteen (14) samples returned greater than 0.5% Pb, with a maximum of 57.1% Lead. Eight (8) rock chips assayed greater than 5% Mn. The anomalous rock samples are aligned in a northwest-southeast direction consistent with the results from the geological mapping indicating numerous steeply dipping northwest-southeast oriented mineralised structures and associated historic prospecting pits. The soil sampling completed outlines the mineralised trend and will provide several exploration targets going forward.

The association of the steeply dipping brecciated structures, high grade precious and base metal rock assays, an enveloping zone of sericite/iron oxide alteration, surface gossan mineralisation and historic prospecting pits likely indicate sub surface gold and base metal sulphide mineralisation (**Figure 9**).

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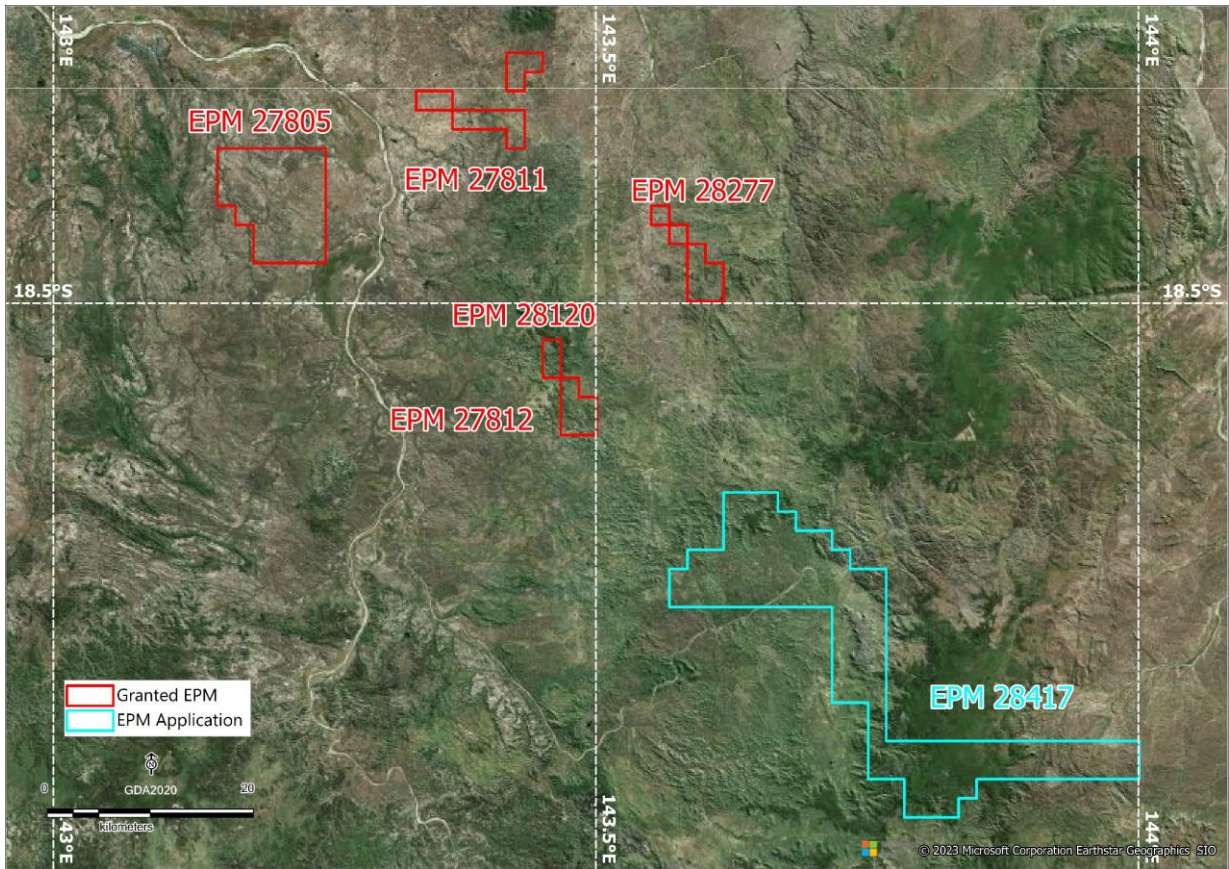


Figure 8 Georgetown Project Tenement Map

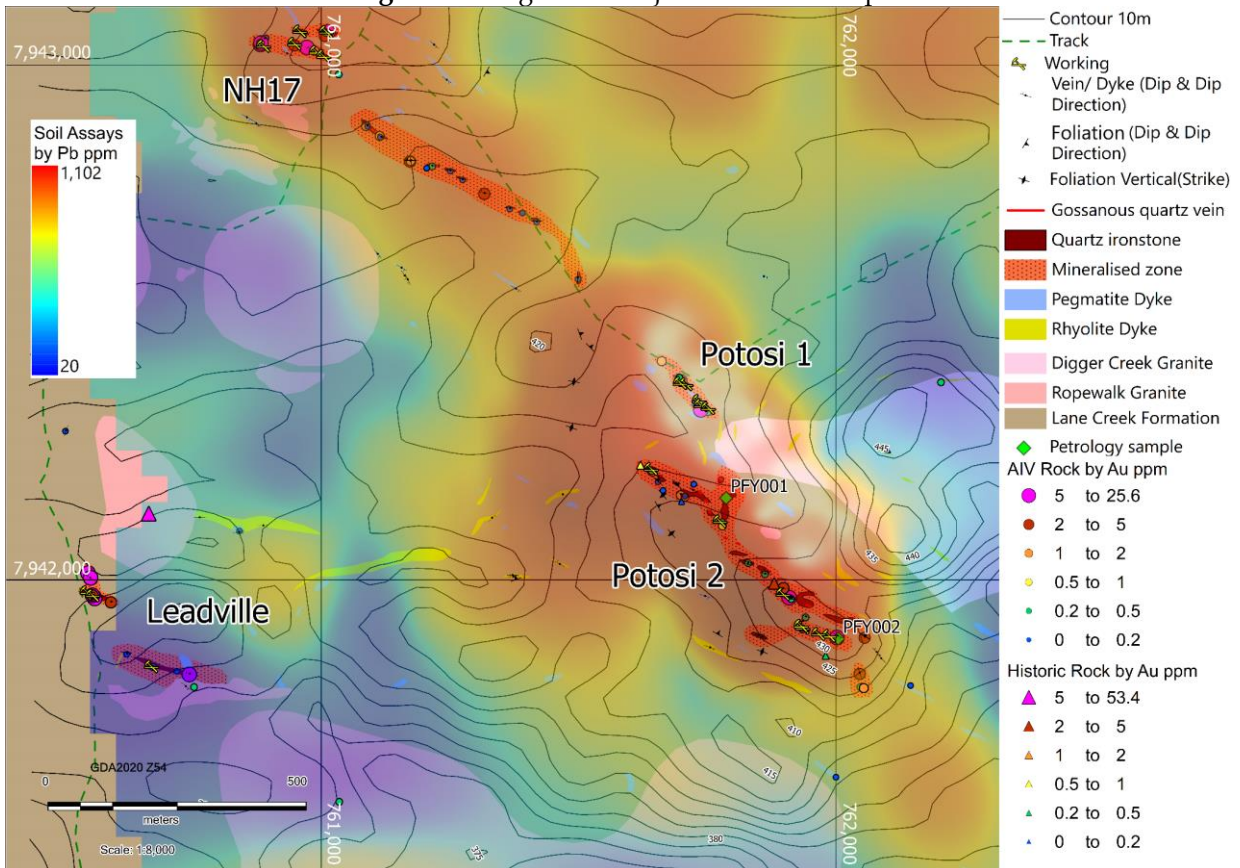


Figure 9 Digger Creek Prospect mapping and sampling result

ESK COPPER AND GOLD PROJECT - Southeast Queensland

(EPMs 14937, 14079, 14476 and 16265 - ActivEX 100%)

The Esk Copper and Gold Project consists of four tenements EPM 14937 (Barambah), 14079 (Coalstoun), 14476 (Booubyjan) and 16265 (Blairmore), which comprise a total 94 sub-blocks and encompass an area of 290.8 km² (**Figure 1 & 10**). ActivEX Limited holds 100% interest in all tenements. The Project is located in the New England Orogen in southeast Queensland between the towns of Gayndah and Goomeri, 215 km due northwest of Brisbane (**Figure 10**). The prospects are situated at the intersection of the NNW trending Perry Fault zone (host to Mt Rawdon +2Moz gold deposit) and NE trending (Darling Lineament related) structures.

The Esk Copper and Gold project is host to mineralisation with similarities to many High-K Calcalkalic to Alkalic Porphyry copper-gold deposits, near-surface supergene copper deposits, as well as the potential for breccia-pipe hosted gold-copper deposits.

Recent work by RAMA Geoscience has delineated four untested resistive/conductive porphyry targets within the Booubyjan from the Dipole-Dipole Induced Polarisation (DDIP) surveys with RC/Core drilling being considered to test these DDIP targets.

Re-processing of the 2001 and 2006 DDIP by Rama Geoscience at Booubyjan shows that the main Booubyjan porphyry complex is defined by a central resistive core with a strongly chargeable halo corresponding to the porphyry model of a silica-rich core and an alteration halo of clays and pyrite.

The Coalstoun Porphyry System is yet to be reviewed in detail.

RAMA Geoscience has completed the high level reprocessing of the Coalstoun and Booubyjan Porphyry Systems in Esk Gold and Copper Project, SE Queensland which was followed up with a more detailed review of the Booubyjan Porphyry System to look for significant portions of the Porphyry System at Booubyjan that has not been drill tested and so remains unexplored (**Figure 11**).

A total of seven Cu Au Porphyry targets have been revealed at the Booubyjan Prospect in the SE of the tenements and three targets at the Kalpapo Target in the NW of the tenement.

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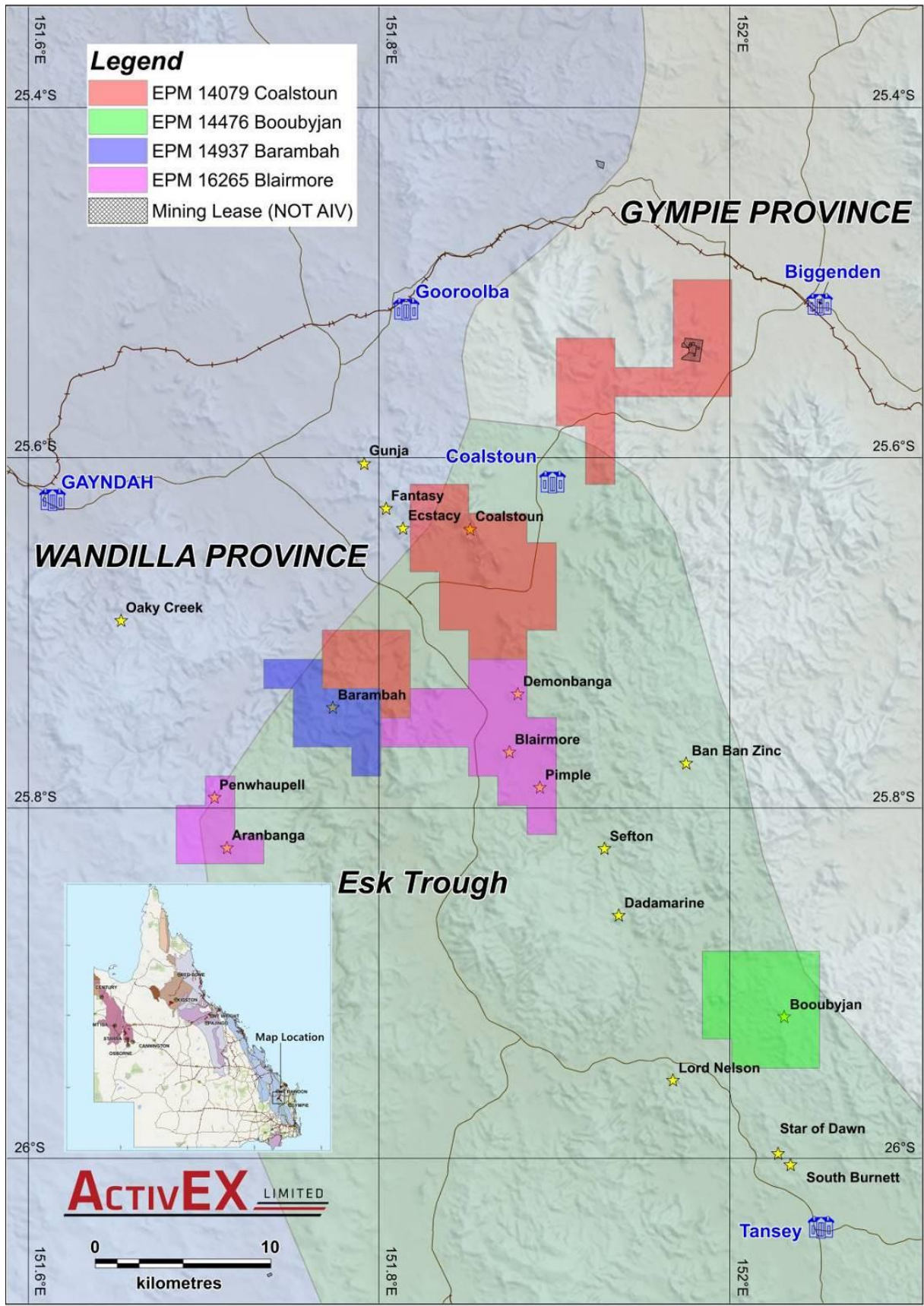


Figure 10 ESK Copper and Gold Project

**Boobyjan / Kakapo – Drilling results compared to IP results.
Possible Targets**

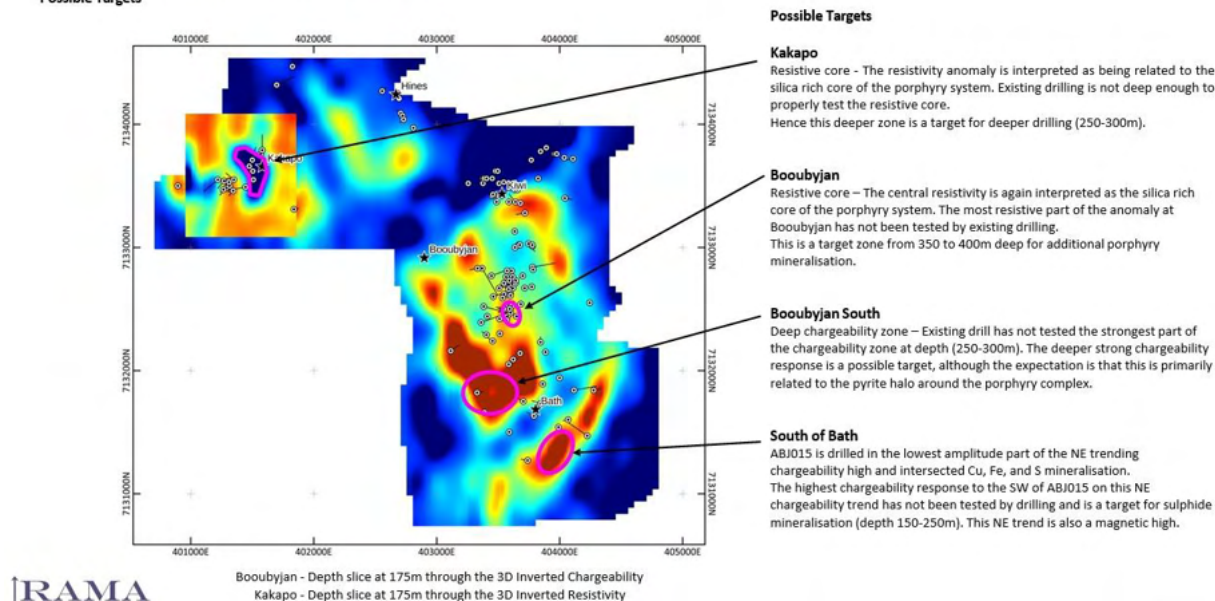


Figure 11. Esk Project showing the major projects and tenure

PENTLAND GOLD PROJECT - North Queensland

(EPM 14332 - ActivEX 49 %, Rockland Resources Pty Ltd 51%)

The Pentland Gold Project consists of tenement EPM 14332 (Pentland), which comprises a total of 39 sub-blocks and an area of 125 km² (Figure 1 & 12). The Project is located in the Charters Towers district of northern Queensland. The township of Pentland is located outside the tenement area, to the southeast of EPM 14332. The project contains 4 established prospects where ActivEX has carried out extensive ground-based surveys and these areas are drill-ready with a number of targets already identified. Outside of these areas, the project package is only lightly explored and significant potential remains.

The Pentland tenement encompasses much of the Cape River Gold and Mineral Field. Alluvial, deep lead and primary gold were discovered along the Cape River in 1867. Recorded production from the field was around 45,000 ounces (approximately 1400kg), but true production was considerably more as there is no record of the amount extracted by the Chinese miners, who were almost as numerous as Europeans during the productive years of the field in the late 1800s. Several areas within the Exploration Permit have seen small-scale mining since that time. The Pentland tenements cover an area in which a wide variety of mineralisation styles have been identified and worked in part, including quartz vein gold, alluvial, eluvial and deep lead gold, shear zone hosted gold, epithermal and porphyry-related gold, porphyry-related copper-molybdenum, and shear-breccia zone hosted Pb-Cu-Au.

Gold, copper and molybdenum mineralisation is hosted in breccia zones containing diorite fragments in a vuggy quartz-sulphide matrix and steeply dipping, vuggy quartz-galena-sphalerite veins. The Company's JV partner, Rockland Resources has been methodically working through targets generated from magnetics, a compilation of historical data, zonation studies and integrated assessment.

Geomap has been engaged by Rockland Resources Pty Ltd. to map the geology of the Mount Remarkable prospect, North of Pentland. The work was designed to map the geology and alteration of the prospect area, identify the styles of mineralisation and identify controls on mineralisation that could be used to target future exploration programmes. Mapping focused on the accurate definition of veining, breccia and associated phyllic alteration on the prominent hill known as Mount Remarkable. During the field mapping, an area of approximately 500x2000m was covered.

Diamond hole PLJVDD001 (Figure 13) has been drilled at Mt Remarkable to test the new soil gold anomaly along with surface alteration, structural indicators, and increased IP chargeability. The hole consisted of a strongly phyllic altered quartz-feldspar porphyry (Granodiorite/Tonalite) with a strong planar pyritic/quartz stockwork vein set throughout the length of the hole. Assay results were disappointing.

The Mt Remarkable prospect and drill hole PLJVDD001 shows all the attributes of a typical Cu/Mo porphyry-style deposit (Guilbert and Lowell Model 1974), with a central Cu/Mo low-grade core and flanking low-grade Au stockwork zone with associated elevated Sb/As/W +/- Ag. Strong qtz/sericite phyllic alteration exists but does diminish further downhole, suggesting it may be getting to the systems peripheries.

Previous explorers have labelled the quartz veining epithermal and low temperature but anecdotal logging of the core by the author did not notice any epithermal textures. Instead suggesting that the hydrothermal alteration is of mesothermal nature and moderate sulphidation.

Further recommendations for future exploration probably downgrade the actual porphyry section of the prospect with low tenor base metal and gold seeming to be the norm both with PLJVDD001 and historically. The breccia system that was not intersected but targeted in PLJVDD001 on the other hand may be of some interest as higher tenor gold in surface and drilling samples and previous mining activity point to a different system and could potentially source economic mineralisation.

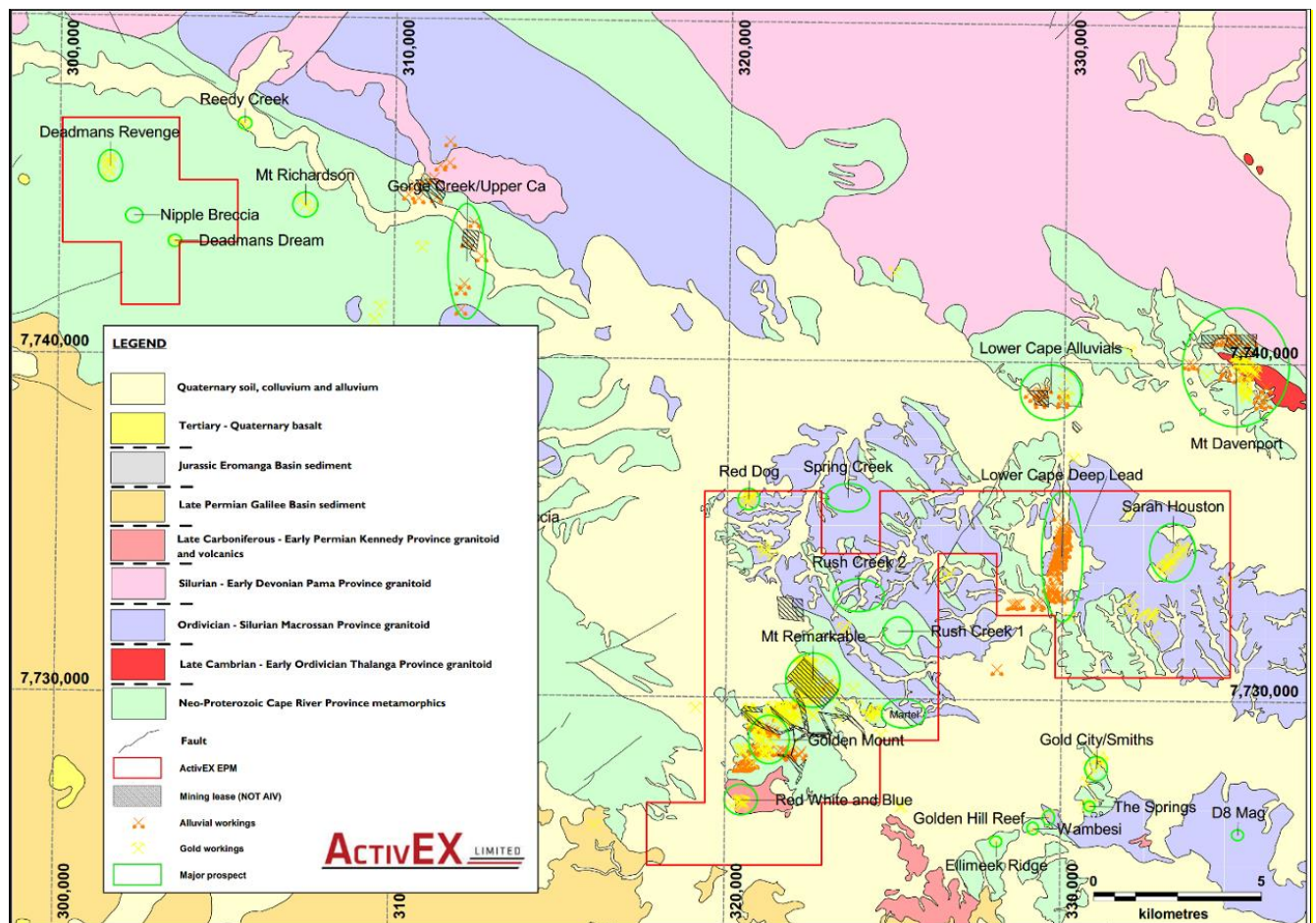


Figure 12 Pentland Project and outcrop geology

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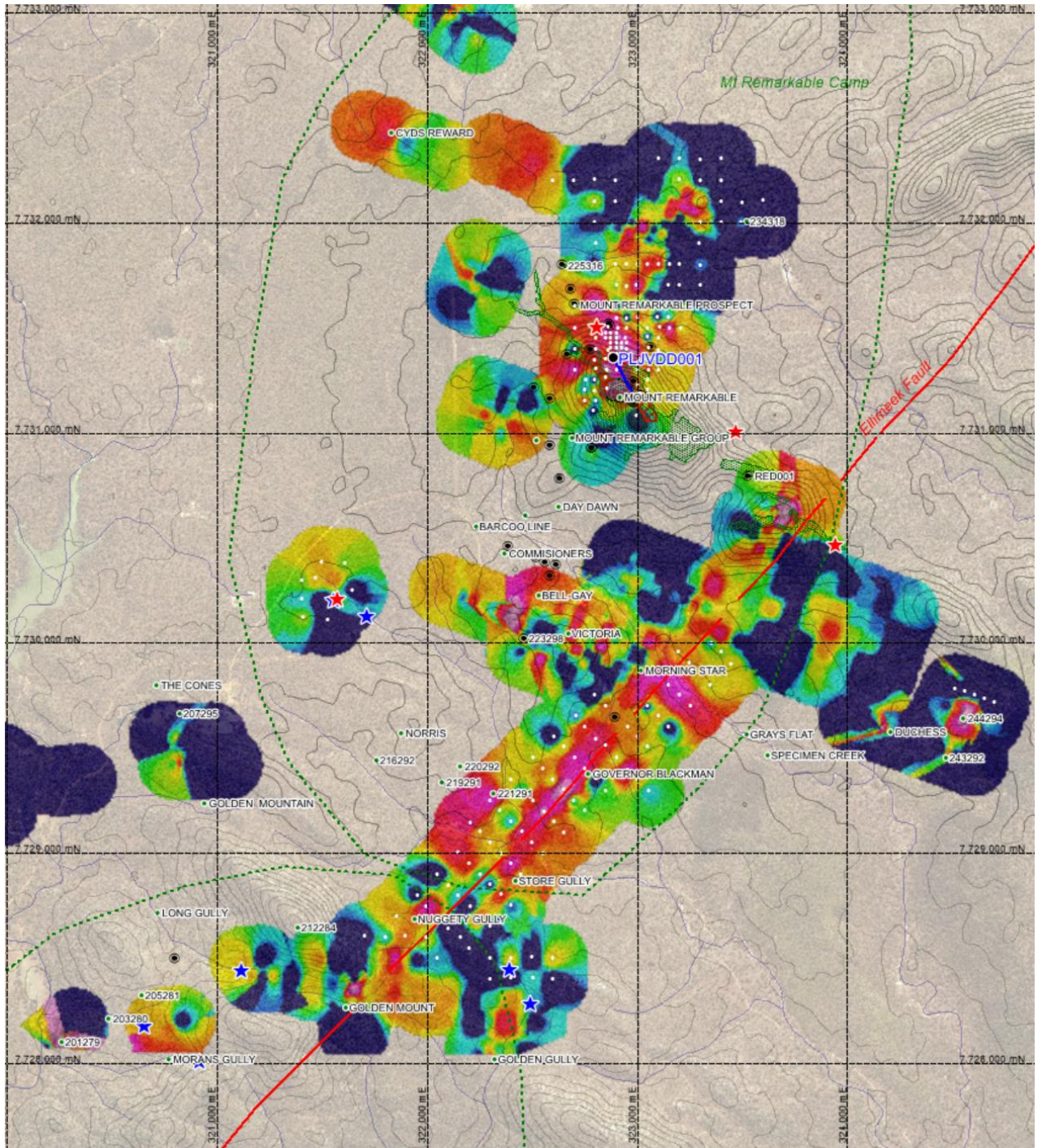


Figure 13 Mt Remarkable Camp Soil Gold Grid Au ppb (white dots are soil samples this reporting period) along with 2022 stream sediment (blue stars) rock chip (red stars) samples and drill hole PLJVDD001.

CORPORATE GOVERNANCE STATEMENT

ActivEX Limited (“ActivEX” or “Company”) and its controlled entity (the “Group”) is committed to implementing the highest standards of corporate governance and to determine these standards, the Group has used the reporting recommendations set out by the Australian Securities Exchange (“ASX”) Corporate Governance Council’s 4th Edition of the Corporate Governance Principles and Recommendations as the basis for its corporate governance policies.

While seeking to implement optimal corporate governance practices, the Group does not accept that all the recommendations are applicable to the Group due to the current size and nature of its operations. Where the Group has not fully adopted the relevant recommendation, the reasons for non-adoption are set out below.

To assist the Board carry out its functions, it has developed a Corporate Governance Manual to guide the Non-Executive Directors, Executive Directors and other key senior executives in the performance of their roles.

PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Principle 1 identifies that a listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Each of the recommendations of Principle 1, including the extent to which the Group has followed those recommendations, is discussed as follows.

1.1 Role of Board and Management

The Group has established the functions reserved to the Board and those delegated to senior executives. The Board of Directors’ role is to govern the Group rather than to manage it and to ensure that it represents effectively the interests of all shareholders. It is currently the role of the Executive Director to manage the Group in accordance with the direction and delegations of the Board and it is the responsibility of the Board to oversee the activities of the Executive Director in carrying out these delegated duties.

The Group has developed a statement of matters reserved for the Board which documents the role and responsibilities of the Board, a summary of which is as follows:

- providing leadership to the Group;
- overseeing the development and implementation of an appropriate strategy;
- overseeing planning activities including the development and approval of strategic plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets;
- reviewing the progress and performance of the Group in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
- ensuring corporate accountability to the shareholders primarily through effective shareholder communications;
- overseeing the control and accountability systems that ensure the Group is progressing towards the goals set by the Board and in line with the Group’s purpose, the agreed corporate strategy, legislative requirements and community expectations;
- ensuring that robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively;
- being responsible for the Group’s senior executives, management and other personnel; and
- making all decisions outside the scope of these delegated powers.

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Group. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Group, which includes supervising the Group’s framework of control and accountability systems to enable risk to be assessed and managed.

The Board has delegated all powers to the Executive Director necessary to effectively and efficiently carry out the business of the Group and any exceptions to this delegation requires Board approval, as set out in the Group's Corporate Governance Manual.

Details of the Group's Corporate Governance Manual are available on the Company's website (www.activex.com.au).

1.2 Background Checks

The Board is responsible for undertaking appropriate background checks before appointing a person, or putting forward a candidate for election, as a Director. In addition, the Company provides Shareholders all material information which is relevant to whether or not to elect or re-elect a Director for their consideration.

1.3 Written Contracts of Appointment

The Group provides newly appointed Directors with formal appointment letters setting out the key terms and conditions of their appointment. Similarly, senior executives (including any Executive Directors) are provided with formal appointment letters making clear the responsibilities of their role, remuneration, appointment term and entitlements on termination.

1.4 Company Secretary

The Group's Corporate Governance Manual provides that the Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

1.5 Diversity

The Group has implemented a Diversity Policy which is available on its website.

The Diversity Policy is a commitment by the Group to actively seek to maintain a diverse workforce to create a workplace that is fair and inclusive, applies fair and equitable employment practices and provides a working environment that will allow all employees to reach their full potential.

The Group is of the view that any measurable statistical objectives on a diverse workforce must be fit for purpose, in line with the Group strategic objectives and ensure the Group is in compliance with all relevant legislative requirements. However, the Group currently has only one employee and therefore is of the opinion that measurable objectives are not appropriate at its present stage of development. The Group will consider implementation of measurable objectives in the future, when appropriate.

Of the five Board Members, 40% are female.

No entity within the Group is a 'relevant employer' for the purposes of the Workplace Gender Equality Act and therefore no Gender Equality Indicators to be disclosed.

1.6 Board Reviews

The Board considers the evaluation of its performance as fundamental to establishing a culture of performance and accountability. The Group's Corporate Governance Manual provides that the Chairperson is to undertake a review of the Board and individual Director's performance at least once a year at a special meeting of the Board. Board performance is to be evaluated in relation to goals that are set at the time of the Board's annual strategic planning session.

A formal review of the Board and Individual Director's was not undertaken by the Chairperson during the current year.

1.7 Management Reviews

The remuneration structure for executive officers is based on a number of factors, including length of service, particular experience of the individual concerned and the overall performance of the Group.

Senior executives' performance is reviewed against a range of quantitative and qualitative measures and considers past performance of the Group as well as the executive and also takes into account market practice with respect to comparable positions.

The Non-Executive Directors are responsible for regularly evaluating the Executive Director's performance. This evaluation is based on the Group's business performance and whether strategic objectives are being achieved. The Executive Director reviews other executives' and staff performance. The results of the Executive Director's performance reviews of senior executives and staff are reported to the Board for information.

The performance of the Executive Director and Senior executives is reviewed on a formal basis annually and this review has taken place during the year in accordance with the process detailed above.

PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Principle 2 identifies that the board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Each of the recommendations of Principle 2, including the extent to which the Group has followed those recommendations, is discussed as follows.

2.1 Nomination Committee

The Group does not comply with this recommendation as a nomination committee has not been established. Currently, the role of the nomination committee is undertaken by the full Board. The size and nature of the Group's activities do not justify the establishment a separate committee at this time. The Board regularly reviews the composition, skill base and effectiveness of the Directors of the Board.

The Board has a policy and procedure for nominating and appointing new Directors. Candidates for the Board are considered and selected by reference to a number of factors which include, but are not limited to, their relevant experience and achievements, independence and ability to meet the Board's expectation as set out in the Corporate Governance Manual. Directors are initially appointed by the full Board, subject to election by shareholders at the next general meeting. Directors are required to retire and be subject to re-election by shareholders at least once every three years.

2.2 Board Skills, Knowledge and Experience

The Board considers the mix of skills and the diversity of board members when assessing the composition of the Board. Directors are appointed based on the specific corporate and governance skills and experience required by the Group. The Board seeks to maintain a relevant blend of personal experience across commercial and technical disciplines relevant to the business of the Group.

The Board does not maintain a formal board skills matrix in accordance with Recommendation 2.2. However, the Board is comprised of experienced senior business personnel from a variety of professional and enterprise backgrounds. They each meet the fundamental requirements and, collectively, possess the skills, experience and diversity considered necessary to appropriately govern the Group.

The skills of each individual director which comprise the Board have been outlined in the 'Information on Directors' section of the Directors' Report.

2.3 Independence and Length of Service of Directors

The Board comprises one executive and four non-executive directors. The names of the directors of the Company in office at the date of this report, specifying who are independent together with their length of service and relevant personal particulars, are set out in the 'Information on Directors' section of the Directors' Report.

2.4 Assessment of Independence

While determining the independent status of Directors, the Board has considered whether the Director:

- a) holds less than five percent of the voting shares of the Company (in conjunction with their associates); or is an officer of the Group, or otherwise associated directly with a shareholder of more than five percent of the voting shares of the Company;
- b) has within the last three years, been employed in an executive capacity by the Company or another group member;

- c) has within the last three years been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided. In this context, the relationship with the professional adviser or consultant shall be deemed to be material if payments from the Group exceed 10% of the Group's annual expenditure to all professionals and consultants or exceed 10% of the recipient's annual revenue for advisory or consultancy services;
- d) is a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer. In this context, the relationship with the supplier or customer shall be deemed to be material if annual payments to or from that supplier or customer exceed 10% of the annual consolidated gross revenue of either the Group or that supplier or customer; and
- e) has a material contractual relationship with the Company or another group member other than as a Director of the Company.

Due to the size and scale of the Group's current activities, majority of the Board members are not considered independent. However, although the Board does not follow Recommendation 2.4, to facilitate independent decision-making, the Board has agreed procedures for directors to have access in appropriate circumstances to independent professional advice.

Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making.

2.5 Chairperson and Chief Executive Officer

The Chairperson is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's functioning. The Executive Director is responsible and accountable to the Board for the Group's management.

The office of Chairperson is held by Ms Min Yang, who is not considered independent in accordance with the Corporate Governance Council's recommendations. However, the board considers that the office of Chairperson is best served by Ms Yang due to her extensive relevant experience.

In accordance with the Corporate Governance Council's recommendations the role of Chief Executive Officer and Chairman are not exercised by the same person.

2.6 Induction and Professional Development

New Directors undergo an induction process in which they are given a full briefing on the Group. Where possible, this includes meetings with key executives, tours of the premises, an induction package and presentations.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development.

PRINCIPLE 3 - INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Principle 3 identifies that a listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Each of the recommendations of Principle 3, including the extent to which the Group has followed those recommendations, is discussed as follows.

3.1 Values

The Group's values include the requirement that the business be conducted ethically, with integrity and professionalism to achieve the highest standards of behaviour.

The Group recognises the need for directors and employees to observe the highest standards of behaviour and business ethics. All directors and employees are required to act in accordance with the law and with the highest standard of propriety.

3.2 Code of Conduct

The Group acknowledges that the community expects businesses to be aware of their wider social obligations and to promote practices to maintain confidence in the Group's integrity. The Board requires high standards of conduct and responsibility from Directors, senior executives and employees at all times. As part of its commitment to recognising the expectations of their stakeholders, the Group has established a Code of Conduct for Directors within its Corporate Governance Manual to guide compliance with legal and other obligations to stakeholders, which include employees, clients, customers, government authorities, creditors and the community. Directors are required to adhere to industry standards in conduct and dealings and promote a culture of honesty, fairness and ethical behaviour into its internal compliance policy and procedures as well as dealing with stakeholders.

The Board also requires the Group's employees and consultants to have similar high standards and are required to adhere to industry standards in their conduct and dealings, including trading in securities. The Board has built the promotion of a culture of honesty, fairness and ethical behaviour into its internal compliance policy and procedures.

A copy of the Code of Conduct for Directors is contained within its Corporate Governance Manual. The Group does not have a formal Code of Conduct for employees and contractors.

Any breach of applicable laws, accepted ethical commercial practices or other aspects will result in disciplinary action. Depending on the severity of the breach, such disciplinary action may include reprimand, formal warning, demotion or termination of employment/engagement (as the case may be). Similar disciplinary action may be taken against any manager who directly approves of such action or has knowledge of the action and does not take appropriate remedial action.

Breach of applicable laws or regulations may also result in prosecution by the appropriate authorities.

The Group will not pay, directly or indirectly, any penalties imposed on personnel as a result of a breach of law or regulation.

Personnel are expected to report any instances of suspected non-compliance and investigating reports of unethical practices. These instances will be investigated fairly. Individuals who report suspected non-compliance in good faith will be appropriately protected.

The Code of Conduct for Directors, that forms part of the Corporate Governance Manual, is available on the Company's website.

3.3 Whistleblower Policy

The Company has adopted a Whistleblower Policy which is available on the Company's website.

Any material incidents reported under the policy is to be reported to the Board via the Company Secretary and the Chairman.

3.4 Anti-bribery and Corruption Policy

The Group does not have an anti-bribery and corruption policy. However, relevant policies relating to conflict of interest and avoidance of gifts are contained within its Corporate Governance Manual.

Any material breach of the policy is to be reported to the Board via the Company Secretary and the Chairman.

PRINCIPLE 4 - SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Principle 4 identifies that a company should have appropriate processes to verify the integrity of its corporate reports.

Each of the recommendations of Principle 4, including the extent to which the Group has followed those recommendations, is discussed as follows.

4.1 Audit Committee

Given the current size of the Board, organisational complexity and scope of operations, the same efficiencies of an audit committee would not be derived from a formal committee structure. The Board has therefore not established an audit committee.

Responsibility for establishing and maintaining a framework of internal control and setting appropriate standards for the management of the Group rests with the Board in accordance with the Corporate Governance Manual. The Board is also responsible for the integrity of financial information in the financial statements; audit, accounting and financial reporting obligations; safeguarding the independence of the external auditor; and financial risk management.

4.2 CEO and CFO Declaration

In accordance with Recommendation 4.2, the Board received declaration from the Managing Director and Company Secretary, in their capacity as Chief Executive Officer and the Chief Financial Officer respectively, that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.3 Corporate Report

Any periodic corporate reports, whether or not they are audited or reviewed by an external auditor, are to be reviewed by the relevant senior management and authorised by the Board before releasing to the market.

PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE

Principle 5 identifies that a listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Each of the recommendations of Principle 5, including the extent to which the Group has followed those recommendations, is discussed as follows.

5.1 Continuous Disclosure Policy

The Group is committed to promoting investor confidence and ensuring that shareholders and the market are provided with timely and balanced disclosure of all material matters concerning the Group, as well as ensuring that all shareholders have equal and timely access to externally available information issued by the Group, and takes its continuous disclosure obligations seriously. The Board has designated the Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX.

In accordance with the ASX Listing Rules, the Company immediately notifies the ASX of information:

1. Concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Company's shares; and
2. That would or would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose the Company's shares.

Such matters are advised to the ASX immediately they are identified as being material. Upon confirmation of receipt from the ASX, the Company posts all information disclosed in accordance with this policy on its website in an area accessible to the public.

Given the size of the Group, a formal continuous disclosure policy has not been adopted and Recommendation 5.1 has not been followed.

5.2 Market Announcements

Copies of all material market announcements are circulated to the Board after they have been released to the market.

5.3 Presentation Materials

If applicable, copy of any Chairman's Address at the General Meetings and investor or analyst presentations will be submitted to the ASX Market Announcements Platform prior to the time they are made.

PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS

Principle 6 identifies that a listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Each of the recommendations of Principle 6, including the extent to which the Group has followed those recommendations, is discussed as follows.

6.1 Company Website

In accordance with Recommendation 6.1, the Group maintains a corporate governance section on its website where all relevant corporate governance information can be accessed.

6.2 Communication Policy

The Board respects the rights of its shareholders and to facilitate the effective exercise of those rights, it has adopted an informal policy on communication with shareholders and implemented a set of processes to ensure timely and effective communication with shareholders and the wider investment community. The Group is committed to:

- communicating effectively with shareholders through releases to the market via the ASX, the Company's website, information mailed to shareholders and the general meetings of the Company;
- giving shareholders ready access to balanced and understandable information about the Group and corporate proposals;
- making it easy for shareholders to participate in general meetings of the Company and ask questions regarding the conduct of audit and the functioning of the Group generally; and
- making it possible for shareholders to receive communication by electronic means.

The Company also makes available a telephone number and email address for shareholders to make enquiries of the Group.

A formal Shareholder Communications Policy has not been adopted given the Group's size and nature of operations, and therefore Recommendation 6.2 has not been followed.

6.3 Meetings of Security Holders

The Board encourages full participation of shareholders at the Annual General Meeting in accordance with Recommendation 6.3, to ensure a high level of accountability and identification with the Group's strategy and goals. Shareholders are requested to vote on the election and aggregate remuneration of directors, the granting of options and shares to directors, the remuneration report and other important considerations relevant to the Group at that time.

6.4 Voting by Poll

The Company has put all resolutions to vote by shareholders by a poll at annual general meeting.

6.5 Electronic Communication

The Company encourages shareholders to receive communications electronically in accordance with Recommendation 6.5. Information on lodging e-mail addresses with the Company is available on the Company's website and via the Company's share registry, Boardroom Pty Limited at www.boardroomlimited.com.au.

PRINCIPLE 7 - RECOGNISE AND MANAGE RISK

Principle 7 identifies that a listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Each of the recommendations of Principle 7, including the extent to which the Group has followed those recommendations, is discussed as follows.

7.1 Risk Committee

The Board is responsible for the identification, monitoring and management of significant business risks and the implementation of appropriate levels of internal control, recognising however, that no cost effective internal control system will preclude all errors and irregularities. The Board regularly reviews and monitors areas of significant business risk.

Due to the size of the Group, the number of officers and employees and the nature of the business, a formal risk management policy and internal compliance and control system have not been implemented.

The risk management functions and oversight of material business risks are performed by the Board.

7.2 Annual Risk Review

Given the nature and size of the Group, the Board did not complete a formal review of the Group's risk management framework in the past financial year as provided by Recommendation 7.2.

7.3 Internal Audit

The Group did not have an internal audit function as provided by Recommendation 7.3. The internal audit function is carried out by the Board, which continually considers the entity's risk management effectiveness and associated internal control procedures. The Group does not have an internal audit department nor does it have an internal auditor. The size of the Group does not warrant the need or the cost of appointing an internal auditor.

7.4 Sustainability Risks

In accordance with Recommendation 7.4, the Group does not have any material exposure to environmental and social risks other than as disclosed in accordance with its continuous disclosure obligations in its Annual Report and ASX announcements.

PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY

Principle 8 identifies that a listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Each of the recommendations of Principle 8, including the extent to which the Group has followed those recommendations, is discussed as follows.

8.1 Remuneration Committee

Given the current size of the Board, organisational complexity and scope of operations, the same efficiencies of a remuneration committee would not be derived from a formal committee structure. The Board has not established a remuneration committee and the responsibility for the Group's remuneration policy rests with the Board.

8.2 Remuneration Policy

The Board is responsible for reviewing and recommending remuneration packages and policies applicable to non-executive directors, executive directors and senior executives of the Group. It is also responsible for reviewing and recommending appropriate grant of any equity securities.

The remuneration objective is to adopt policies, processes and practices to:

- attract and retain appropriately qualified and experienced directors and executives who will add value; and
- adopt reward programmes which are fair and responsible and in accordance with principles of good corporate governance, which dictates a need to align director and executive entitlements with shareholder objectives.

The Board conducts reviews based on individual performance, trends in comparative companies and the need for a balance between fixed remuneration and non-cash incentive remuneration.

Remuneration packages for executive directors and senior executives comprise fixed remuneration and may include bonuses or equity based remuneration as per individual contractual agreements or at the discretion of the Board where no contractual agreement exists.

Non-Executive director remuneration is a fixed annual amount of director fees, the total of which is within the aggregate amount fixed by shareholders at general meeting. Any amendments to the maximum sum must be approved by the Company's shareholders at a general meeting.

The Group has entered into employment agreements with executives, on those terms noted in the Remuneration Report.

8.3 Equity-based Remuneration Scheme

The Company has adopted a Securities Trading Policy pursuant to ASX Listing Rule 12.9. A copy of the policy is available on the Company's website.

That policy prohibits Directors and employees from engaging in hedging arrangements over unvested securities issued pursuant to any equity-based remuneration schemes of the Company.

ACTIVEX LIMITED
ABN 11 113 452 896
DIRECTORS' REPORT

Your Directors present their report, together with the financial statements, of ActivEX Limited ("ActivEX" or "Company") and its controlled entities ("Group") for the financial year ended 30 June 2023.

1. Directors

The Directors of the Company at any time during the year or since the end of the year are listed below. During the year there were 7 meetings of the full Board of Directors. The meetings attended by each Director were:-

Directors	Status	Eligible to Attend	Attended
Min Yang	Non-Executive Chairman	7	6
Geoff Baker	Non-Executive Director	7	7
Dongmei Ye	Non-Executive Director	7	7
Mark Derriman	Executive Director	7	7
Andrew Bald	Non-Executive Director	7	7
Louis Chien (resigned 10/8/22)	Alternate Director to Min Yang	1	0

2. Information on Directors

Min Yang

Non-Executive Chairman (appointed director on 10 May 2012; and Chairman on 22 August 2013)

Ms Min Yang is Executive Chairman of ASF Group Limited. ASF is a creator and facilitator of two-way cross-border investments, trade and technology transfers between China and Australia.

She has extensive business connections and has over 30 years of hands-on experience dealing with private and state-owned enterprises in the Asia-Pacific region. Over the years, Ms Yang has proven her unique business insight and expertise in the identification, incubation and realisation of real asset investment opportunities.

Directorships held in other listed companies in the last 3 years: ASF Group Limited, Rey Resources Limited, Key Petroleum Limited and BSF Enterprise PLC.

Geoff Baker B.Com., LLB., MBA

Non-Executive Director (15 February 2013 to 26 June 2017, reappointed 8 August 2017)

For the past 35+ years Mr Baker has been active in China, Asia and UK 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, Mr Baker provides valuable assistance to the Company's operations and in particular to the negotiation, structuring and implementation of joint venture and other agreements with investors and key strategic partners.

Directorships held in other listed companies in the last 3 years: ASF Group Limited, Rey Resources Limited, Key Petroleum Limited and BSF Enterprise PLC.

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Dongmei Ye MAcc., CPA

Independent Non-Executive Director (appointed 15 October 2014)

Ms Ye holds a Master of Accounting from Macquarie University and is a Member of CPA Australia.

Ms Ye has worked with a firm of Chartered Accountants in Australia and has gained extensive experiences in the areas of business restructuring and tax planning in a number of industries both in Australia and internationally. She also has extensive experience in corporate finance in Hong Kong and China and with Australian Listed Companies.

Directorships held in other listed companies in the last 3 years: Key Petroleum Limited (resigned 30 September 2021).

Mark Derriman, BSc (Hons), MappSc, MBA, MAIG RPGeo AICD

Executive Director (appointed 24 May 2018)

Mr Derriman was appointed General Manager overseeing operations of the Group on 22 February 2018 and subsequently appointed as Executive Director on 24 May 2018.

Mr Derriman is an exploration geologist with over 30 years' experience in near mine and regional exploration, joint venture management and overall management of exploration projects. He has worked in a variety of geological environments across Australia and is experienced in the various jurisdictional statutory requirements. His primary experience is in gold and base metals as well as management of exploration programs for coal, iron ore and bauxite. Prior to commencing as a Director of ActivEX Limited Mark was employed as Chief Operations Officer for Queensland Bauxite where he was primarily responsible for raising \$5m in capital and management of bauxite exploration activities in Queensland. Subsequent to Queensland Bauxite, Mr Derriman set up Rock Tiger Mineral Exploration Services which specialises in managing exploration activities for ASX listed companies.

Mr Derriman is a Member of the AIG(MAIG) and holds Registered Professional Geologist(RPGeo) accreditation in addition to being a Member of the Australian Institute of Company Directors (MAICD).

Directorships held in other listed companies in the last 3 years: Nil

Andrew Bald

Non-Executive Director (appointed 1 February 2022)

Mr Bald has over 35 years of experience in financial markets and has raised capital for, and listed, a number of junior exploration companies across a variety of sectors most notably in copper, gold and oil and gas.

Mr Bald's previous experience spans a range of roles including 16 years working for a variety of domestic and offshore financial institutions where he provided advice and structured risk management solutions for most of the ASX top 200 listed companies, specialising in structured interest rate and currency derivatives. Since 1999, he has focussed predominantly on ASX listed companies originating both equity and debt solutions.

In addition to his publicly listed company expertise, he has assisted a number of private companies with raising capital including technology and agriculture. Mr Bald has also been on the board and acted as company secretary of a number of ASX listed companies.

Directorships held in other listed companies in the last 3 years: XState Resources Limited, MEC Resources Limited (resigned September 2020).

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Louis Chien

Alternate Director to Min Yang (appointed 20 April 2020 and resigned 10 August 2022)

Mr Chien holds a Master of Business Administration in finance from Kelley School of Business, Indiana University, and two bachelor degrees in Architecture, all attained in the United States.

Mr Chien was born in Shanghai, China, grew up and was educated in the United States, and is now based in Australia. He has 20+ years of corporate experience based in Australia, the United States and Singapore and has held various engineering and finance leadership positions within The Procter & Gamble Company (P&G). He has managed organisations across the Americas, Europe and Asia-Pacific, and is currently a director of ASX listed ASF Group Limited.

Directorships held in other listed companies in the last 3 years: ASF Group Limited, Key Petroleum Limited, Rey Resources Limited (Alternate Director, resigned 1 October 2022).

3. Directors Interests

The relevant interest of each director in shares or other securities issued by the Company and other related bodies corporate, as noted by the directors to the Australian Securities Exchange in accordance with section 205G(1) of the Corporations Act 2001, at the date of this report is as follows:

Directors		Held at 1 July 2022	Additions	Disposals/ others	Held at 30 June 2023
Min Yang ¹	Shares	34,769,079	1,300,000	-	36,069,079
	Options	-	-	-	-
Geoff Baker ¹	Shares	34,769,079	1,300,000	-	36,069,079
	Options	-	-	-	-
Dongmei Ye	Shares	-	-	-	-
	Options	-	-	-	-
Mark Derriman	Shares	-	-	-	-
	Options	-	-	-	-
Andrew Bald ²	Shares	532,500	80,000	-	612,500
	Options	1,343,750	-	-	1,343,750

¹ The shares are held by ASF Group Limited of which Ms Yang and Mr Baker are directors.

² The shares and options are held by Hera Investments Pty Ltd of which Mr Andrew Bald is a director.

4. Company Secretary

William Kuan

Mr William Kuan was appointed Company Secretary of the Company on 4 May 2020.

Mr Kuan holds a Master Degree in International Accounting. He is a Fellow of CPA Australia and an Associate of The Chartered Governance Institute UK & Ireland (formerly ICSA) and The Hong Kong Chartered Governance Institute (formerly HKICS). Mr Kuan has extensive experience in accounting, corporate finance and company secretarial areas. He is currently a Director and Company Secretary of ASF Group Limited, a substantial shareholder of the Company. Prior to joining ASF, he was company secretary for a number of diverse Hong Kong listed companies.

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DIRECTORS' REPORT

5. Principal Activities

The principal activity of the Group during the course of the year was minerals exploration. The Group holds mineral exploration tenements in Queensland. The Group's focus is on exploration for gold, lithium and copper deposits across its Queensland tenements and its coal exploration tenements. There was no other significant change in the principal activity during the year.

The Group's business model is to focus on exploration with the objective to be a sustainable minerals exploration company.

6. Review of Operations & Operating Results

For the year ended 30 June 2023, operating loss of the Group before income tax was \$984,068, a decrease of approximately 49% compared with the loss for the last year of \$1,933,089 which included \$913,980 loss on disposal of exploration and evaluation assets. There was a reduction in exploration activity in 2023. Capitalised exploration expenditure incurred for the year was \$794,835 compared with \$1,347,321 in prior year. In order to meet investor interest and market demands the Company is adjusting its exploration focus from coal and gold to include lithium, rare earth and other critical minerals.

Included in the loss incurred for the current year were the following expenses:

- Impairment of available for sale financial asset of \$135,000; and
- Interest expense of \$251,911.

Pursuant to the agreement with Fetch Metals Limited ("Fetch"), in the event that Fetch was unable to list on the ASX on or before 30 September 2022, Fetch would buy back all the shares issued to the Company for a cash consideration of \$1.5 million ("Fetch Buyback") subject to its shareholders approval and upon successful transfer of titles. The Fetch Buyback was completed and \$1.5 million was received by the Company on 13 January 2023.

During the financial year, the Company bought back 700,000 shares at an average price of \$0.0324 per share. On 10 March 2023, the Company announced an extension of its on-market share buyback program for a further 12 months from 27 March 2023 and up to 21.6 million AIV shares can be bought back over the next 12 months under the new share buyback program.

Commentary on exploration operational activities in the year is set out on pages 6 - 19 ("Operations Report").

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DIRECTORS' REPORT

Occupational Health and Safety

The Group suffered no lost time injuries during the year.

Diversity

The Group has a policy of diversity in employment. As at the date of this Annual Report, 40% of Board Members are female.

Financial Position

The financial statements have been prepared on a going concern basis which contemplates that the Group will continue to meet its commitments and can therefore continue normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

At 30 June 2023, current assets total \$988,111 (including cash \$680,255) and current liabilities total \$127,554. As set out in Note 13 the Company's borrowing facility is drawn to \$2,284,739 (inclusive of accrued interest) and it has an undrawn facility of principal of \$2.844 million. The maturity date of the facility has been extended to 31 October 2024.

The ability of the Company to settle its liabilities and execute its currently planned exploration and evaluation activities requires the Company to raise additional funds within the next 12 months, and beyond. Because of the nature of its operations the Directors recognise that there is a need on an ongoing basis for the Company to regularly raise additional cash to fund future exploration activity and meet other necessary corporate expenditure. Accordingly, when necessary, the Company investigates various options for raising additional funds which may include but is not limited to an issue of shares, borrowings, a farm-out of an interest in one of more exploration tenements or the sale of exploration assets where increased value has been created through previous exploration activity.

The classification of the Company's borrowing as a non-current liability gives rise to a positive working capital of \$860,557. The Directors have concluded that despite the current circumstances there still exists a significant uncertainty that may cast doubt over the Company's ability to continue as a going concern. Nevertheless, after taking into account the current joint venture arrangements, the loan facility arrangement and various other funding options available, including the Company's past experience in raising funds, the Directors have a reasonable expectation that the Company will have adequate resources to fund its future operational requirements and for these reasons they continue to adopt the going concern basis in preparing the financial report.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

Dividends

No dividend has been proposed or paid since the start of the year.

7. Significant Changes in the State of Affairs

Other than the matters mentioned in item 6 above, there were no other significant changes in the state of affairs of the Group during the year.

8. Events Subsequent to Balance Date

No other matters or circumstances have arisen since the end of the reporting period, which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

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ACTIVEX LIMITED
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DIRECTORS' REPORT

9. Likely Developments

The Group will continue to pursue its objective of exploration and evaluation for minerals with the objective of eventually developing a commercially viable mining operation. The Group will also continue to investigate other projects and opportunities involving those activities. Exploration focus remains primarily on copper/gold projects and the Joint Venture with Rockland Resources. Divestment of non-core assets will also be investigated.

Further information about likely developments in the operations of the Group have not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the Group and given the nature of exploration and evaluation it does not have sufficient certainty.

Risks associated with the Group pursuing these activities relate to the general risks involved in exploration activities, and availability of funding.

10. Remuneration Report - Audited

This report details the nature and amount of remuneration for each Director and other key management personnel.

Remuneration Policy

The Group's remuneration policy seeks to align Director and executive objectives with those of shareholders and business, while at the same time, recognising the early development stage of the Group and the criticality of funds being utilised to achieve development objectives. The Board believes that the current policy has been appropriate and effective in achieving a balance of objectives.

The Group's policy for determining the nature and amount of remuneration of board members and key management of the Group is set out below.

The remuneration structure for executives is based on a number of factors, including length of service, particular experience of the individual concerned, market factors and overall performance of the Group.

Board policy is to remunerate non-executive Directors at market rates for comparable companies for time, commitment and responsibilities. The maximum aggregate annual amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at the Annual General Meeting and is not linked to the performance of the Group. Non-executive Directors may also be awarded equity based performance remuneration. The maximum aggregate annual amount of fees that can be paid to non-executive Directors approved by shareholders is currently \$150,000.

The Group's remuneration policy provides for long-term incentives through participation in the Company's Employee and Officers Share Option Plan. Group policy prohibits holders of such options from entering hedge arrangements on any unvested options. Further details on options issued under the Plan are set out in Note 19 in the financial statements. The Group currently does not have any other performance-based incentive component built into Director and executive remuneration. Nor does the Group remunerate any management personnel with securities that are not performance based.

KMP or closely related parties of KMP are prohibited from entering into hedge arrangements that would have the effect of limiting the risk exposure relating to the remuneration.

The Group does not engage remuneration consultants. The Board of Directors is responsible for determining and reviewing the Group's remuneration policy, remuneration levels and performance of both executive and non-executive Directors. Independent external advice will be sought when required.

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DIRECTORS' REPORT

The remuneration of each Director and key management personnel of the Group during the year was as follows:

2023 Key Management Personnel	Short Term Benefits		Termination Benefits	Post-employment Superannuation	Long Term Benefits	Total
	Salary & Fees	Non-Cash Benefits				
Min Yang ¹	36,000	-	-	-	-	36,000
Geoff Baker ¹	36,000	-	-	-	-	36,000
Dongmei Ye ¹	36,000	-	-	-	-	36,000
Mark Derriman	91,800	-	-	-	-	91,800
Andrew Bald ¹	36,000	-	-	-	-	36,000
Louis Chien ²	-	-	-	-	-	-
	235,800	-	-	-	-	235,800

2022 Key Management Personnel	Short Term Benefits		Termination Benefits	Post-employment Superannuation	Long Term Benefits	Total
	Salary & Fees	Non-Cash Benefits				
Min Yang ¹	36,000	-	-	-	-	36,000
Geoff Baker ¹	36,000	-	-	-	-	36,000
Dongmei Ye ¹	36,000	-	-	-	-	36,000
Mark Derriman	103,725	-	-	-	-	103,725
Andrew Bald ¹	15,000	-	-	-	-	15,000
Louis Chien ²	-	-	-	-	-	-
	226,725	-	-	-	-	226,725

¹ See related parties below.

² Alternate Director to Ms Min Yang. Resigned 1 October 2022.

Securities Received that are not Performance-related

No Key Management Personnel are entitled to receive securities that are not performance-based as part of their remuneration package.

Cash Bonuses, Performance-related Bonuses and Share-based Payments

There were no cash bonuses, performance-related bonuses or share-based payments by the Group during the year (2022: Nil).

Other Transactions with KMP and/or Related Parties

During the year the Company paid Luxe Hill Limited an entity controlled by Ms Min Yang, a Director of the Company, director fees of \$36,000 (2022: \$36,000).

During the year the Company paid Gold Star Industry Limited an entity controlled by Mr Geoff Baker, a Director of the Company, director fees of \$36,000 (2022: \$36,000).

During the year the Company paid Star Surpass Limited an entity controlled by Ms Dongmei Ye, a Director of the Company, director fees of \$36,000 (2022: \$36,000).

During the year, the Company paid Mr Mark Derriman director fees of \$91,800 (2022: \$103,725).

During the year the Company paid Panthea Capital Pty Ltd an entity controlled by Mr Andrew Bald, a Director of the Company, director fees of \$36,000 (2022: \$15,000).

During the year the Company paid ASF Group Limited ("ASF"), an entity of which Ms Yang, Mr Baker and Mr Chien are directors, corporate service fees of \$152,000 (2022: \$121,800).

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ACTIVEX LIMITED
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DIRECTORS' REPORT

KMP Shareholdings and Option Holdings

(a) Number of shares held by Key Management Personnel

2023	Balance 1 July 2022	Exercise of Options	Shares Purchased/ (Sold)	Balance 30 June 2023
Min Yang ¹	34,769,079	-	1,300,000	36,069,079
Geoff Baker ¹	34,769,079	-	1,300,000	36,069,079
Dongmei Ye	-	-	-	-
Mark Derriman	-	-	-	-
Andrew Bald ³	532,500	-	80,000	612,500
Louis Chien ^{1,2}	34,769,079	-	1,300,000	36,069,079

2022	Balance 1 July 2021	Exercise of Options	Shares Purchased/ (Sold)	Balance 30 June 2022
Min Yang ¹	34,769,079	-	-	34,769,079
Geoff Baker ¹	34,769,079	-	-	34,769,079
Dongmei Ye	-	-	-	-
Mark Derriman	-	-	-	-
Andrew Bald ³	-	-	180,000	532,500
Louis Chien ^{1,2}	34,769,079	-	-	34,769,079

¹ The shares are held by ASF Group Limited of which Ms Yang, Mr Baker and Mr Chien are directors.

² Alternate director to Ms Min Yang. Resigned 1 October 2022.

³ The shares are held by Hera Investments Pty Ltd prior to Mr Andrew Bald was appointed as a director of the Company. Mr Bald is a director of Hera Investments Pty Ltd and regarded as interested in those shares.

(b) Number of Options Held by Key Management Personnel

2023	Balance 1 July 2022	Exercise of Options	Options Purchased/ (Sold)	Balance 30 June 2023
Min Yang	-	-	-	-
Geoff Baker	-	-	-	-
Dongmei Ye	-	-	-	-
Mark Derriman	-	-	-	-
Andrew Bald ¹	1,343,750	-	-	1,343,750
Louis Chien ²	-	-	-	-

2022	Balance 1 July 2021	Exercise of Options	Options Purchased/ (Sold)	Balance 30 June 2022
Min Yang	-	-	-	-
Geoff Baker	-	-	-	-
Dongmei Ye	-	-	-	-
Mark Derriman	-	-	-	-
Andrew Bald ¹	-	-	-	1,343,750
Louis Chien ²	-	-	-	-

¹ The options are held by Hera Investments Pty Ltd prior to Mr Andrew Bald was appointed as a director of the Company. Mr Bald is a director of Hera Investments Pty Ltd and regarded as interested in those options.

² Alternate director to Ms Min Yang. Resigned 1 October 2022.

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DIRECTORS' REPORT

Employment Details of Key Management Personnel

Following are employment details of persons who were key management personnel of the Group during the financial period.

Key Management Personnel	Position held at 30 June 2022	Contract Details	Proportion of Remuneration:		Total
			Related to performance	Not related to performance	
			Incentives	Fixed	
Min Yang	Non-executive Chairman	No fixed term, termination as provided by Corporations Act	-	100%	100%
Geoff Baker	Non-executive Director	No fixed term, termination as provided by Corporations Act	-	100%	100%
Dongmei Ye	Non-executive Director	No fixed term, termination as provided by Corporations Act	-	100%	100%
Mark Derriman	Managing Director / Executive Director	A Consultancy Agreement signed on 22 February 2018. The agreement can be terminated by either party giving to the other party not less than one month prior written notice.	-	100%	100%
Andrew Bald	Non-executive Director	A Consultancy Agreement signed on 24 February 2022. The agreement can be terminated by either party giving to the other party not less than one month prior written notice.	-	100%	100%
Louis Chien	Alternate Director to Ms Min Yang. Resigned 1 October 2022	No fixed term, termination as provided by Corporations Act	-	100%	100%

Other than Mr Derriman and Mr Bald, no Directors have formalised contracts.

Options Granted as Remuneration

There were no options over ordinary shares in the Company granted as compensation to key management personnel during the current year or prior year. However, Andrew Bald received options in relation to placement fees as lead manager prior to his directorship.

In addition, no options have been granted as compensation to key management personnel since the end of the year.

No options have been exercised in the current or prior years that were granted as compensation.

Company Performance, Shareholder Wealth and Director and Executive Remuneration

As outlined above, the Group's remuneration policy seeks to align Directors' and executives' objectives with shareholders and business, whilst recognising the developmental stage of the Group. The following table shows some key performance data of the Group for the last 4 years, together with the share price at the end of the respective financial years.

	2020	2021	2022	2023
Exploration expenditure (\$)	448,111	538,223	1,347,321	868,590
Exploration tenements (no.)	24	22	21	23
Net assets (\$)	6,551,166	5,869,054	6,934,022	5,926,963
Share Price at Year-end (\$)	0.13	0.17	0.03	0.017
Dividends Paid (\$)	NIL	NIL	NIL	NIL

ACTIVEX LIMITED
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DIRECTORS' REPORT

11. Indemnifying Officers and Auditor

During the year the Group paid insurance premiums to insure each of the Directors and Officers of the Group against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director of the Group, other than conduct involving a wilful breach of duty in relation to the Group. The contracts include a prohibition on disclosure of the premium paid and nature of the liabilities covered under the policy.

The Group has not given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums in respect of any person who is or has been an auditor of the Company or a related body corporate during the year and up to the date of this report.

12. Corporate Governance

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of ActivEX Limited support and where practicable or appropriate have adhered to the ASX Principles of Corporate Governance. The Group's corporate governance statement is contained within its annual report.

13. Options

As approved by shareholders of the Company at an EGM held on 12 January 2022, the Company issued a total of 15,784,942 options which can be exercised into ordinary shares of the Company at an exercise price of \$0.12 per share. The options will expire on 21 January 2024, being the second anniversary of the issue date.

No options were exercised during the year.

For details of options issued to Directors and executives as remuneration, refer to the remuneration report.

14. Environmental Issues

The Group's operations are subject to environmental regulation under the law of the Commonwealth and the States of Queensland and Western Australia.

The Directors monitor the Group's compliance with environmental regulation under law, in relation to its exploration activities. Other than as noted, the Directors are not aware of any compliance breach arising during the year and up to the date of this report.

16. Proceedings on Behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

17. Auditor's Independence Declaration

The auditor's independence declaration under section 307C of the Corporations Act 2001 has been received and is included in this financial report.

The Group's auditors did not perform any non-audit services during the year.

This Directors' Report, incorporating the Remuneration Report is signed in accordance with a resolution of Directors.



Min Yang
Chairman

Signed: 28th day of September 2023

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COMPETENT PERSON STATEMENT

The information in the report above that relates to Exploration Results, Exploration Targets and Mineral Resources is based on information compiled by Mr. Mark Derriman, who is a member of The Australian Institute of Geoscientists (1566) and Mr. Xusheng Ke, who is a Member of the Australasian Institute of Mining and Metallurgy (310766) and a Member of the Australian Institute of Geoscientists (6297).

Mr. Mark Derriman and Mr. Xusheng Ke have sufficient experience that is relevant to the style of mineralization and type of deposit under consideration and to the activities which they are undertaking to qualify as Competent Persons as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves.

Mr. Mark Derriman and Mr. Xusheng Ke consent to the inclusion of their names in this report and to the issue of this report in the form and context in which it appears.

FORWARD LOOKING STATEMENT

This document may include forward-looking statements. Forward-looking statements include, but are not limited to, statements concerning planned exploration program and other statements that are not historical facts. When used in this document, the words such as “could”, “plan”, “estimate”, “expect”, “intend”, “may”, “potential”, “should” and similar expressions are forward-looking statements. Although ActivEX Limited believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Auditor's Independence Declaration Under Section 307C of the Corporations Act 2001

To the Directors of ActivEX Limited

As the lead auditor for the audit of the financial report of ActivEX Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Nexia Brisbane Audit Pty Ltd.

Nexia Brisbane Audit Pty Ltd



**Ann-Maree Robertson
Director**

Date: 28 September 2023

Advisory. Tax. Audit.

Registered Audit Company 299289

Nexia Brisbane Audit Pty Ltd (ABN 49 115 261 722) is a firm of Chartered Accountants. It is affiliated with, but independent from Nexia Australia Pty Ltd. Nexia Australia Pty Ltd is a member of Nexia International, a leading, global network of independent accounting and consulting firms. For more information please see www.nexia.com.au/legal. Neither Nexia International nor Nexia Australia Pty Ltd provide services to clients.

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME**

For the year ended 30 June 2023

	Note	2023 \$	2022 \$
Other income	2	-	1,825
Less expenses:			
Corporate and administrative expenses		(567,754)	(798,452)
Employee benefit expense	3	(201,559)	(166,356)
Current year exploration and evaluation expenditure written-off	3	(73,755)	(36,126)
Loss on disposal of exploration and evaluation assets	3	-	(913,980)
Loss on disposal of available for sale financial asset	3	(6,000)	-
Impairment losses on financial assets	3	(135,000)	(20,000)
Loss before income tax		(984,068)	(1,933,089)
Tax expense	4	-	-
Loss for the year		(984,068)	(1,933,089)
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to owners of the Parent Entity		(984,068)	(1,933,089)
Earnings per Share			
Basic earnings per share (cents)	23	(0.456)	(0.978)
Diluted earnings per share (cents)	23	(0.456)	(0.978)

The accompanying notes form part of these financial statements.

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ACTIVEX LIMITED

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

	Note	2023 \$	2022 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5	680,255	1,146,634
Trade and other receivables	6	-	600,000
Financial assets at fair value through profit or loss	10	207,000	1,880,000
Other assets	7	100,856	81,950
Total Current Assets		988,111	3,708,584
NON-CURRENT ASSETS			
Trade and other receivables	6	65,840	97,840
Plant and equipment	8	5,012	10,118
Exploration and evaluation assets	9	7,295,237	6,500,402
Total Non-Current Assets		7,366,089	6,608,360
TOTAL ASSETS		8,354,200	10,316,944
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	11	69,280	544,510
Provisions	12	58,274	55,585
Total Current Liabilities		127,554	600,095
NON-CURRENT LIABILITIES			
Provisions	12	14,944	-
Borrowings	13	2,284,739	2,782,827
Total Non-Current Liabilities		2,299,683	2,782,827
TOTAL LIABILITIES		2,427,237	3,382,922
NET ASSETS		5,926,963	6,934,022
EQUITY			
Issued capital	14	23,680,006	23,702,997
Accumulated losses		(17,773,793)	(16,789,725)
Reserves		20,750	20,750
TOTAL EQUITY		5,926,963	6,934,022

The accompanying notes form part of these financial statements.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2023

	Note	Share Capital \$	Reserves \$	Retained Earnings / (Accumulated Losses) \$	Total Equity \$
Balance at 1 July 2021		20,725,690	-	(14,856,636)	5,869,054
Total comprehensive loss for the year		-	-	(1,933,089)	(1,933,089)
Shares issued during the year	14	2,125,592	-	-	2,125,592
Conversion of Star Diamond loan	14	1,000,000	-	-	1,000,000
Share based payments	19(a)	-	20,750	-	20,750
Transaction costs		(148,285)	-	-	(148,285)
Balance at 30 June 2022		23,702,997	20,750	(16,789,725)	6,934,022
Total comprehensive loss for the year		-	-	(984,068)	(984,068)
Shares buyback	14	(22,668)	-	-	(22,668)
Transaction costs	14	(323)	-	-	(323)
Balance at 30 June 2023		23,680,006	20,750	(17,773,793)	5,926,963

The accompanying notes form part of these financial statements.

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CONSOLIDATED STATEMENT OF CASH FLOWS
 For the year ended 30 June 2023

	Note	2023 \$	2022 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(388,798)	(709,483)
Refund of tenement rent		32,000	1,825
Net cash used in operating activities	15	(356,798)	(707,658)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant, equipment	8	-	(4,720)
Capitalised exploration expenditure		(868,590)	(1,347,321)
Proceeds from sale of listed investment		32,000	-
Proceeds from sale of unlisted investment	9	1,500,000	1,350,000
Net cash provided by / (used in) investing activities		663,410	(2,041)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of interest	15(b)	(305,829)	(748,932)
Net proceeds from issue of shares	14	-	1,998,057
Payments for share buy back	14	(22,991)	-
Proceeds from borrowings	15(b)	-	1,250,000
Repayment of borrowings	15(b)	(444,171)	(750,000)
Net cash provided by / (used in) financing activities		(772,991)	1,749,125
Net increase/(decrease) in cash held		(466,379)	1,039,426
Cash and equivalents at beginning of year		1,146,634	107,208
Cash and cash equivalents at 30 June	5	680,255	1,146,634

The accompanying notes form part of these financial statements.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements and notes are for the consolidated entity consisting of ActivEX Limited ("Company" or "parent entity") and its subsidiaries (the "Group").

The financial report is a general purpose financial report that has been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards, and Interpretations of the Australian Accounting Standards Board, and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

ActivEX Limited is a listed public company, incorporated and domiciled in Australia. Except for the cash flow information, the financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and liabilities. The financial statements were authorised for issue by the directors as at the date of the directors' declaration. The separate financial statements of the Company are presented in Note 28.

Continued Operations and Future Funding

The financial statements have been prepared on a going concern basis which contemplates that the Group will continue to meet its commitments and can therefore continue normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

At 30 June 2023, current assets total \$988,111 (including cash \$680,255) and current liabilities total \$127,554. As set out in Note 13 the Company's borrowing facility is drawn to \$2,284,739 (inclusive of accrued interest) and it has an undrawn facility of principal of \$2.844 million. The maturity date of the facility has been extended to 31 October 2024.

The ability of the Company to settle its liabilities and execute its currently planned exploration and evaluation activities will require the Company to drawdown further loan funds from the Star Diamond loan facility. If the Company decides to undertake any additional exploration activities in the next twelve months it will need to raise additional funds, which may include the issue of shares, borrowings, a farm-out in one or more exploration tenements, or the sale of exploration assets. Because of the nature of its operations the Directors recognise that there is a need on an ongoing basis for the Company to regularly raise additional cash to fund future exploration activity and meet other necessary corporate expenditure. Accordingly, when necessary, the Company investigates various options for raising additional funds which may include but is not limited to an issue of shares, borrowings, a farm-out of an interest in one of more exploration tenements or the sale of exploration assets where increased value has been created through previous exploration activity.

The classification of the Company's borrowing as a non-current liability gives rise to a positive working capital of \$860,557. The Directors have concluded that despite the current circumstances there still exists a significant uncertainty that may cast doubt over the Company's ability to continue as a going concern. Nevertheless, after taking into account the current joint venture arrangements, the loan facility arrangement and various other funding options available, including the Company's past experience in raising funds, the Directors have a reasonable expectation that the Company will have adequate resources to fund its future operational requirements and for these reasons they continue to adopt the going concern basis in preparing the financial report.

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Notes to the Financial Statements For the year ended 30 June 2023

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Principles of consolidation

The consolidated financial statements incorporate the assets, liabilities and results of the Company and all subsidiaries as at 30 June 2023.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The acquisition of subsidiaries is accounted for using the acquisition method of accounting.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority, using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. The availability and benefit of unused tax losses is also dependent on the Group deriving future assessable income of a nature and amount sufficient to enable the losses to be realised, and on the Group's compliance with the conditions of deductibility imposed by the relevant legislation.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

The Company and its wholly-owned Australian resident entities are part of a tax-consolidated group. As a consequence, all members of the tax-consolidated group are taxed as a single entity. The head entity within the tax-consolidated group is ActivEX Limited. Current income tax expense/benefit, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within the group' approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

Property, Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation or amortisation, and impairment losses.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. The depreciation rates used for plant and equipment are in the range between 20% and 40%.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise.

Exploration and Evaluation Assets

Exploration, evaluation and development expenditures incurred are capitalised in respect of each identifiable area of interest. These costs are only capitalised where the Group has right of tenure, to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and Evaluation Assets (continued)

Accumulated costs in relation to an area which is abandoned or sold are written off in full against profit or loss in the year in which the decision to abandon or sell the area is made.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. Recoverability of the carrying amount of the exploration and evaluation assets is dependent on the successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Costs of site restoration are provided for where the Group has a legal or constructive obligation.

Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs). For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the Group commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (continued)

Financial instruments (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Trade receivables are initially measured at the transaction price if the trade receivables do not contain a significant financing component or if the practical expedient was applied as specified in AASB 15.63.

Classification and subsequent measurement

Financial liabilities

Financial instruments are subsequently measured at

- amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest expense in profit or loss over the relevant period. The effective interest rate is the internal rate of return of the financial asset or liability. That is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition.

Financial assets

Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

Measurement is on the basis of two primary criteria:

- the contractual cash flow characteristics of the financial asset; and
- the business model for managing the financial assets.

A financial asset that meets the following conditions is subsequently measured at amortised cost:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

A financial asset that meets the following conditions is subsequently measured at fair value through other comprehensive income:

- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates;
- the business model for managing the financial assets comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the measurement conditions of amortised cost and fair value through other comprehensive income are subsequently measured at fair value through profit or loss.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (continued)

The Group initially designates a financial instrument as measured at fair value through profit or loss if:

- it eliminates or significantly reduces a measurement or recognition inconsistency (often referred to as "accounting mismatch") that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases;
- it is in accordance with the documented risk management or investment strategy, and information about the groupings was documented appropriately, so that the performance of the financial liability that was part of a group of financial liabilities or financial assets can be managed and evaluated consistently on a fair value basis;
- it is a hybrid contract that contains an embedded derivative that significantly modifies the cash flows otherwise required by the contract.

The initial designation of the financial instruments to measure at fair value through profit or loss is a one-time option on initial classification and is irrevocable until the financial asset is derecognised.

Equity instruments

At initial recognition, as long as the equity instrument is not held for trading and not a contingent consideration recognised by an acquirer in a business combination to which AASB 3 : Business Combinations applies, the Group made an irrevocable election to measure any subsequent changes in fair value of the equity instruments in other comprehensive income, while the dividend revenue received on underlying equity instruments investment will still be recognised in profit or loss.

Regular way purchases and sales of financial assets are recognised and derecognised at settlement date in accordance with the Group's accounting policy.

Derecognition

Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (continued)

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Group no longer controls the asset (ie the Group has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Impairment

The Group recognises a loss allowance for expected credit losses, using the simplified approach under AASB 9, which requires the recognition of lifetime expected credit loss at all times.

At each reporting date, the Group recognises the movement in the loss allowance as an impairment gain or loss in the statement of profit or loss and other comprehensive income.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and deposits available on demand with banks.

Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Equity Settled Compensation

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve and statement of profit and loss respectively. The fair value of options is determined using a binomial pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee Benefits

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as a part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

Other long-term employee benefits

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations.

Any re-measurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

Issued Capital

Ordinary shares are classified as equity. The amount paid for buy-back of shares is applied against issued capital.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and Other Income

Interest revenues is recognised using the effective interest method.

Other Income is recognised when the Group obtains control over the funds, which is at the time of receipt.

All revenue is stated net of the amount of GST.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Critical Accounting Estimates and Judgements

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key estimates/judgments used in the financial statements are:

- Continued operations and future funding – as set out above the financial statements have been prepared on a going concern basis.
- Exploration and evaluation asset - exploration and evaluation expenditure is capitalised in certain circumstances. Recoverability of the carrying amount of exploration and evaluation assets is dependent on the successful development and commercial exploitation, or sale, of the respective areas of interest. The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers.
- Fair Value of Assets and Liabilities - the Group may measure some of its assets and liabilities at fair value on either a recurring or non-recurring basis after initial recognition, depending on the requirements of the applicable Accounting Standard.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

New accounting standards adopted

The Group has applied the following standard for the first time for their annual reporting period commencing 1 July 2022:

AASB 2020-3: Annual Improvements to IFRS Standards 2018-2020 and Other Amendments

This standard amends:

- a) the application of AASB 1 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences;
- b) AASB 3 to update references to the Conceptual Framework for Financial Reporting;
- c) AASB 9 to clarify when the terms of a new or modified financial liability are substantially different from the terms of the original financial liability;
- d) AASB 116 to require an entity to recognise the sales proceeds from selling items produced while preparing property, plant and equipment for its intended use and the related cost in profit or loss, instead of deducting the amounts received from the cost of the asset;
- e) AASB 137 to specify the costs that an entity includes when assessing whether a contract will be loss-making; and
- f) AASB 141 to align the fair value measurement requirements in AASB 141 with those in other Australian Accounting Standards.

The amendment did not have any impact on the amounts recognised in prior periods and is not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

New and amended accounting standards not yet adopted by the Group

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 30 June 2023 reporting periods and have not been early adopted by the Group:

AASB 2020-1: Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-Current

Amends AASB 101 to clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver, a breach of covenant, or settlement of the liability). The mandatory application date of the amendment has been deferred by 12 months to 1 January 2023 by AASB 2020-6.

AASB 2021-5: Amendments to Australian Accounting Standards - Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendment narrowed the scope of the recognition exemption in paragraphs 15 and 24 of AASB 112 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendment applies to transactions that occur on or after the beginning of the earliest comparative period presented.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

This Standard amends:

- AASB 7, to clarify that information about measurement bases for financial instruments is expected to be material to an entity's financial statements;
- AASB 101, to require entities to disclose their material accounting policy information rather than their significant accounting policies;
- AASB 108, to clarify how entities should distinguish changes in accounting policies and changes in accounting estimates;
- AASB 134, to identify material accounting policy information as a component of a complete set of financial statements; and
- AASB Practice Statement 2, to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

Additional conforming amendments to AASB 1049, AASB 1054, and AASB 1060 were made by AASB 2021-6.

The Group plans on adopting the above amendments for the reporting period ending 30 June 2024. The impact of the initial application is not yet known.

NOTE 2: REVENUE & OTHER INCOME

	2023	2022
	\$	\$
Other income		
Miscellaneous income	-	1,825
	-	1,825

NOTE 3: EXPENSES

	2023	2022
	\$	\$
(a) Included in expenses are the following items:		
Exploration expenditure expensed during year	73,755	36,126
Depreciation and amortization	5,106	3,386
Loss on disposal of available for sale financial assets	6,000	-
Impairment of investment	135,000	20,000
Finance costs		
- Unrelated entity *	251,911	422,301
Employee benefits expenses comprises:		
Short term benefits	305,845	274,101
Contributions to defined contribution plans	14,700	12,333
	320,545	286,434
Less: recharged to exploration and evaluation assets	(118,986)	(120,078)
	201,559	166,356

* All borrowing costs are expensed as incurred.

	2023	2022
	\$	\$
(b) Significant Income and Expenses:		
Loss on disposal of exploration and evaluation assets	-	913,980

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**Notes to the Financial Statements
For the year ended 30 June 2023**

NOTE 4: INCOME TAX EXPENSE	2023	2022
	\$	\$
The prima facie tax on the operating loss is reconciled to income tax expense as follows:		
Prima facie tax benefit on loss from ordinary activities before income tax at 25% (2022: 25%)	(246,017)	(483,272)
Adjust for tax effect of:		
Tax losses and temporary differences not brought to account	246,017	483,272
Income tax expense attributable to entity	-	-
Weighted average effective tax rate	0.00%	0.00%

Deferred tax assets and liabilities not brought to account, the net benefit of which will only be realised if the conditions for deductibility set out in Note 1 occur.

Temporary differences	(1,801,000)	(1,606,000)
Tax losses	6,506,000	5,814,000
Net unbooked deferred tax asset	4,705,000	4,208,000

The Group has unconfirmed carry forward losses of approximately \$26 million (2022: \$24.3 million). The availability of losses to be utilised in the future is dependent on compliance with tax legislation, including continuity of ownership test, or failing that, the same business test.

NOTE 5: CASH AND CASH EQUIVALENTS	Note	2023	2022
		\$	\$
Cash at bank and on hand	25	680,255	1,146,634
		680,255	1,146,634
Reconciliation of cash			
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:			
Cash at bank and on hand		680,255	1,146,634

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**Notes to the Financial Statements
For the year ended 30 June 2023**

NOTE 6: TRADE AND OTHER RECEIVABLES	Note	2023	2022
		\$	\$
Current:			
Other receivables	25	-	600,000
Non-Current:			
Deposits	25	65,840	97,840
		65,840	697,840

Credit Risk – Trade and Other Receivables

The \$600,000 of other receivables in 2022 related to the balance of consideration receivable on sale of the Cloncurry Copper Project to Fetch Metals Limited (Refer Note 9). The Group has no other significant concentration of credit risk with respect to counter parties. The class of assets described as Trade and Other Receivables is considered to be the main source of credit risk related to the Group. All trade and other receivables are within normal credit terms and are therefore not considered past due or impaired.

NOTE 7: OTHER ASSETS	2023	2022
	\$	\$
Current:		
Prepayments	100,856	81,950

NOTE 8: PLANT AND EQUIPMENT	2023	2022
	\$	\$
At cost	431,779	431,779
Accumulated depreciation	(426,767)	(421,661)
Total plant and equipment	5,012	10,118

Reconciliation of the carrying amounts for plant and equipment is set out below:

Balance at the beginning of year	10,118	8,784
Additions	-	4,720
Depreciation expense	(5,106)	(3,386)
Total plant and equipment	5,012	10,118

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 9: EXPLORATION AND EVALUATION ASSETS	Note	2023 \$	2022 \$
Exploration and evaluation expenditure carried forward in respect of areas of interest are:			
Exploration and evaluation phase		7,295,237	6,500,402
		7,295,237	6,500,402
Movement in exploration and evaluation assets:			
Opening balance - at cost		6,500,402	9,317,061
Capitalised exploration and evaluation expenditure		794,835	1,347,321
Disposal of tenements	(b)	-	(4,163,980)
Carrying amount at 30 June		7,295,237	6,500,402
Exploration and evaluation assets:			
Group interest is 100%		6,821,108	6,199,436
Group interest is subject to farm-in/joint venture	(a)	474,129	300,966
		7,295,237	6,500,402

Recoverability of the carrying amount of exploration assets is dependent on the successful exploration and development of projects, or alternatively, through the sale of the areas of interest. Commitments in respect of exploration projects are set out in Note 17.

(a) On 18 October 2019, the Company announced that it has finalised a Farm-in & Joint Venture with Rockland Resources Pty Ltd ("Rockland") over the Company's 100% owned Pentland gold tenement located in North-east Queensland, approximately 100km west of Charters Towers. Under the terms of the Joint Venture, Rockland can earn up to 90% interest in the tenement by spending \$167,647 over 3.5 years. As at 30 June 2023, Rockland has earned 51% interest in the tenement.

(b) On 18 November 2021, the Company executed a binding Sales Agreement with Ballymore Resources Limited (ASX: BMR) for the sale of its remaining 49% interest in the Ravenswood Project in consideration for 2 million ordinary shares in BMR (Refer Note 10a(i)).

On 24 January 2022, the Company announced that it has completed the sale of its Cloncurry Copper Project to Fetch Metals Limited ("Fetch") for a consideration of \$3 million comprising \$1.5 million in cash and 15 million Fetch shares at an issue price of \$0.10 per share. The first payment of \$750,000 was received on the execution of the agreement and pursuant to the Deed of Settlement entered with Fetch, the balance was reduced to \$600,000 which was received on 23 September 2022. Pursuant to the agreement with Fetch, in the event that Fetch is unable to list on the ASX on or before 30 September 2022, Fetch would buy back all the shares issued to the Company for a cash consideration of \$1.5 million ("Fetch Buyback") subject to its shareholders approval and upon successful transfer of titles. The Fetch Buyback was completed and \$1.5 million was received by the Company on 13 January 2023 (Refer Note 10a(ii)).

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**Notes to the Financial Statements
For the year ended 30 June 2023****NOTE 10: FINANCIAL ASSETS AT FAIR VALUE THROUGH
PROFIT OR LOSS**

	Note	2023 \$	2022 \$
Current:			
Financial assets designated as at fair value through profit or loss		207,000	1,880,000
Total current assets		207,000	1,880,000
a. Financial assets mandatorily measured at fair value through profit or loss:			
(i) Held-for-trading Australian listed shares	25	207,000	380,000
(ii) Held-for-trading Australian unlisted shares	25	-	1,500,000
		207,000	1,880,000

Shares held for trading are held for the purpose of short-term profit taking. Changes in fair value are included in the Statement of Profit or Loss and Comprehensive Income.

NOTE 11: TRADE AND OTHER PAYABLES

	Note	2023 \$	2022 \$
Current:			
Unsecured liabilities			
Sundry payables and accrued expenses		69,280	544,510
Total payables (unsecured)		69,280	544,510

The average credit period on purchases of goods and services is 30 days.

No interest is charged on trade payables.

Financial liabilities at amortised cost classified as trade and other payables.

Trade and other payables:	25	69,280	544,510
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NOTE 12: PROVISIONS

	2023 \$	2022 \$
Current		
Provision for employee benefits	58,274	55,585
Non-current		
Provision for employee benefits	14,944	-
	73,218	55,585
Opening balance	55,585	32,016
Additional provisions	17,633	23,569
Amounts used	-	-
Balance at year end	73,218	55,585

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**Notes to the Financial Statements
For the year ended 30 June 2023**

NOTE 13: BORROWINGS	Note	2023 \$	2022 \$
Non-current:			
Borrowings		2,284,739	2,782,827
	25	2,284,739	2,782,827

On 16 July 2019, the Company entered into a loan facility agreement with Star Diamond Developments Limited ("Star Diamond") pursuant to which Star Diamond agreed to provide a loan facility of up to \$2 million ("SD Loan Facility") to the Company at an interest rate of 12% per annum and maturing on 31 December 2021. The SD Loan Facility was subsequently increased to \$5 million and on 30 May 2023 the maturity date was extended a further 12 months to 31 October 2024. As at 30 June 2023, a total of \$2.16 million SD Loan Facility principal had been drawn down by the Company.

NOTE 14: ISSUED CAPITAL	Note	2023 \$	2022 \$
(a) Ordinary shares			
215,502,577 (2022: 216,202,577) fully paid ordinary shares		23,680,006	23,702,997
		2023 No.	2022 No.
Balance at the beginning of the reporting period		216,202,577	177,132,676
New issue	(i)	-	26,569,901
Conversion of \$1 million Star Diamond Loan	(ii)	-	12,500,000
Shares bought back	(iii)	(700,000)	-
Balance at reporting date		215,502,577	216,202,577

The Company does not have authorised capital or par value in respect of its issued shares.

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

(i) On 22 November 2021, the Company successfully completed a placement of 26,569,901 shares at the issue price of \$0.08 per share, raising \$2.126 million (before costs).

(ii) On 18 February 2022, the Company converted \$1 million Star Diamond Loan to 12.5 million shares at a price of \$0.08 per share.

(iii) On 10 March 2023, the Company announced an extension of its on-market share buyback program for a further 12 months from 27 March 2023. During the year, 700,000 shares were bought back totalling \$22,668 and \$323 of transaction costs (2022: Nil).

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 14: ISSUED CAPITAL (Continued)

(b) Options	Note	2023 No.	2022 No.
Balance at the beginning of the reporting period		15,784,942	-
New issue	(i)	-	15,784,942
Balance at reporting date		<u>15,784,942</u>	<u>15,784,942</u>

(i) As approved by shareholders of the Company at an EGM held on 12 January 2022, the Company issued a total of 15,784,942 options which can be exercised into ordinary shares of the Company at an exercise price of \$0.12 per share. The options will expire on 21 January 2024, being the second anniversary of the issue date. No options were exercised during the year.

(c) Capital Management

Exploration companies such as ActivEX are funded primarily by share capital. The Group's debt and capital comprises its share capital and financial liabilities supported by financial assets.

Management controls the capital of the Group to ensure that it can fund its operations and continue as a going concern. No dividend will be paid while the Group is in exploration stage. There are no externally imposed capital requirements. There are no changes to the Group's capital management policy. As set out in Note 1, the Group will need to manage its ongoing capital requirements in the next 12 months.

NOTE 15: CASH FLOW INFORMATION

	2023	2022
	\$	\$
(a) Reconciliation of Cash Flow from Operations with Loss after Income Tax:		
Loss from ordinary activities after income tax	(984,068)	(1,933,089)
Non-cash flows in loss from ordinary activities:		
Depreciation	5,106	3,386
Loss on disposal of tenements	-	913,980
Exploration expenditures expensed	73,755	-
Accrued interest expense (b)	251,911	395,836
Impairment of investment	135,000	20,000
Loss on disposal of investment	6,000	-
Changes in assets and liabilities:		
(Increase)/Decrease in receivables	632,000	(600,000)
(Increase)/Decrease in prepayments	(18,905)	(26,248)
(Decrease)/Increase in payables	(475,230)	494,908
(Decrease)/Increase in provisions	17,633	23,569
Cash flows from operations	<u>(356,798)</u>	<u>(707,658)</u>
(b) Changes in liabilities arising from financing activities:		
	2023	2022
	\$	\$
Borrowings – balance at 1 July	2,782,827	3,635,923
Cash flows – amounts borrowed	-	1,250,000
Cash flows – repayment of borrowings	(444,171)	(750,000)
Cash flows – repayment of interest	(305,829)	(748,932)
Non cash flows – Conversion of loan into 12.5 million shares	-	(1,000,000)
Non cash flows – interest accrued	251,912	395,836
Balance at 30 June	<u>2,284,739</u>	<u>2,782,827</u>

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 16: RELATED PARTY TRANSACTIONS

(a) The Company's main related parties are as follows:

Key Management Personnel:

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company, are considered key management personnel.

Director related entities:

Directors Min Yang, Geoff Baker and Louis Chien are directors in ASF Group Limited which beneficially holds 34,769,079 shares in the Company at 30 June 2023.

Subsidiaries

Interests in subsidiaries are set out in Note 27.

(b) Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. The following transactions occurred with related parties:

During the year the Company paid Luxe Hill Limited an entity controlled by Ms Min Yang, a Director of the Company, director fees of \$36,000 (2022: \$36,000).

During the year the Company paid Gold Star Industry Limited an entity controlled by Mr Geoff Baker, a Director of the Company, director fees of \$36,000 (2022: \$36,000).

During the year the Company paid Star Surpass Limited an entity controlled by Ms Dongmei Ye, a Director of the Company, director fees of \$36,000 (2022: \$36,000).

During the year the Company paid Mr Mark Derriman director fees of \$91,800 (2022: \$103,725).

During the year the Company paid Panthea Capital Pty Ltd an entity controlled by Mr Andrew Bald, a Director of the Company, director fees of \$36,000 (2022: \$15,000).

During the year the Company paid ASF Group Limited ("ASF"), an entity of which Ms Yang, Mr Baker and Mr Chien are directors, corporate service fees of \$152,000 (2022: \$121,800).

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 17: COMMITMENTS

(a) Exploration Commitments

The entity must meet minimum expenditure commitments in relation to granted exploration tenements to maintain those tenements in good standing. If the relevant mineral tenement is relinquished the expenditure commitment also ceases.

	2023	2022
The following commitments exist at balance date but have not been brought to account:	\$	\$
Not later than 1 year	609,383	677,372
Later than 1 year but not later than 5 years	1,920,091	2,274,114
Later than 5 years	-	-
Total commitment	<u>2,529,474</u>	<u>2,951,486</u>

Under the farm-in/joint venture agreements set out in Note 9(a), exploration amounts funded by Rockland will be applied to meet some of the above exploration commitment.

NOTE 18: SEGMENT INFORMATION

The Group operates entirely in the mineral exploration industry, within Australia.

NOTE 19: SHARE BASED PAYMENTS

(a) On 21 January 2022, the Company issued 2.5 million options as share based payments valued at \$20,750 to related entities of the Joint Lead Managers, Cadmon Advisory Pty Ltd and Panthea Capital Pty Ltd, as part of their fees in arranging and managing the placement of shares of the Company. The options can be exercised into ordinary shares of the Company at an exercise price of \$0.12 per share and will expire on 21 January 2024, being the second anniversary of the issue date.

Entities which were granted options are as follows:

- 1.25 million options were issued to Hera Investments Pty Ltd, a related entity of Andrew Bald.
- 1.25 million options were issued to Furinkazan Capital Pty Ltd, a related entity of Cadmon Advisory Pty Ltd.

(b) The Company established the ActivEX Limited Employees and Officers Share Option Plan on 11 April 2005. All directors, officers, employees and senior consultants (whether full or part-time) will be eligible to participate in the Plan after a qualifying period of 12 months employment by the Company or its subsidiaries.

The allocation of options under the Plan is at the discretion of the Board. The exercise price of options will be determined by the Board and will be equal to, or higher than the market value of the Company's shares at the time the Board resolves to issue the options. The total number of shares the subject of options issued under the Plan, when aggregated with other options issued under the Plan during the previous five years must not exceed five per cent of the Company's issued share capital at the time.

Options are forfeited one month after the holder ceases to be employed by the Group.

All Company options granted are over ordinary shares in ActivEX Limited, which confer a right of one ordinary share per option. The options hold no voting or dividend rights.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 20: EVENTS AFTER BALANCE SHEET DATE

No other matters or circumstances have arisen since the end of the reporting period, which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

NOTE 21: AUDITORS' REMUNERATION

	2023	2022
	\$	\$
Remuneration of the auditor for:		
- auditing or reviewing the financial report	39,750	34,700
No fees were paid for non-audit services.		

NOTE 22: CONTINGENT LIABILITIES

There were no contingent liabilities at the end of the reporting period (2022: nil).

NOTE 23: EARNINGS PER SHARE

	2023	2022
	\$	\$
Net loss used to calculate basic and dilutive EPS	984,068	1,933,089
Weighted average number of ordinary shares outstanding during the period used in the calculation of basic EPS	No. 215,928,192	No. 197,667,959
Weighted average number of options outstanding (a)	-	-
Weighted average number of ordinary shares outstanding during the period used in the calculation of dilutive EPS	215,928,192	197,667,959

- (a) The 15,784,942 options on issue which can be exercised into ordinary shares of the Company at a price of \$0.12 per share and expire on 21 January 2024 are considered anti-dilutive given their conversion would decrease the loss per share.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 23: EARNINGS PER SHARE (continued)

Basic EPS is calculated by dividing loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit/or loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the outstanding options.

NOTE 24: KEY MANAGEMENT PERSONNEL COMPENSATION

The names of key management personnel of the entity who have held office during the financial year are:

(a) Key Management Person	Position
Mark Derriman	Managing Director - Executive
Min Yang	Non-Executive Chairman
Geoff Baker	Director - Non-Executive
Dongmei Ye	Director - Non-Executive
Andrew Bald	Director - Non-Executive
Louis Chien (resigned 10 August 2022)	Alternate Director to Min Yang

(b) Key Management Personnel Compensation	2023	2022
	\$	\$
Short-term employee benefits	235,800	226,725
Post-employment benefits	-	-
	<u>235,800</u>	<u>226,725</u>

Detailed disclosures on compensation for key management personnel are set out in the Remuneration Report included in the Directors' Report. Refer also Note 16(b) for fees and services provided by director related parties, in relation to the above compensation.

Short-term employee benefits

These amounts include fees and benefits paid to the non-executive chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

Post-employment benefits

These amounts are the current-year's estimated cost of providing for the Group's defined benefits scheme post-retirement, superannuation contributions made during the year and post-employment life insurance benefits.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 25: FINANCIAL RISK MANAGEMENT POLICIES

The Group's financial instruments comprise of deposits with banks, accounts receivable and payables.

The totals for each category of financial instruments measured in accordance with AASB 139: Financial instruments: Recognition and measurement as detailed in the accounting policies to these financial statements as follows:

	Note	Carrying Amount 2023 \$	Fair Value 2023 \$	Carrying Amount 2022 \$	Fair Value 2022 \$
Financial assets:					
Cash and cash equivalents (i)	5	680,255	680,255	1,146,634	1,146,634
Trade and other receivables (i)	6	-	-	600,000	600,000
Financial assets held for trading through profit or loss:					
- listed investments	10	207,000	207,000	380,000	380,000
- unlisted investments	10	-	-	1,500,000	1,500,000
Total financial assets		<u>887,255</u>	<u>887,255</u>	<u>3,626,634</u>	<u>3,626,634</u>
Financial liabilities:					
Financial liabilities at amortised cost					
- Trade and other payables (i)	11	69,280	69,280	544,510	544,510
- Borrowings	13	2,284,739	2,284,739	2,782,827	2,782,827
		<u>2,354,019</u>	<u>2,354,019</u>	<u>3,327,337</u>	<u>3,327,337</u>

(i) Cash and cash equivalents, trade and other receivables, and trade and other payable are short term instruments in nature whose carrying amounts are equal to their fair values.

(a) Financial Risk Management Policies

The Group's financial instruments mainly comprise cash balances, receivables, investments, payables and borrowings. The main purpose of these financial instruments is to provide finance for Group operations.

Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Management is responsible for developing and monitoring the risk management policies and reports to the Board.

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are interest rate risk, credit risk and liquidity risk. These risks are managed through monitoring of forecast cashflows, interest rates, economic conditions and ensuring adequate funds are available.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 25: FINANCIAL RISK MANAGEMENT POLICIES (continued)

Interest Rate Risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates, arises in relation to the Group's bank balances and borrowings.

This risk is managed through the use of variable and fixed rates.

Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.

Credit risk arises from exposures to deposits with financial institutions and sundry receivables.

Credit risk is managed and reviewed regularly by the finance committee. The finance committee monitors credit risk by actively assessing the rating quality and liquidity of counter parties, including:

- only banks and financial institutions with an 'A' rating are utilised.

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. This risk is managed by ensuring, to the extent possible, that there is sufficient liquidity to meet liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

The directors manage liquidity risk by sourcing long-term funding primarily from equity sources. In the current year the Group has also used debt. As set out in Note 1, the Group will need to manage its ongoing liquidity to meet planned exploration and corporate requirements.

Other Price Risk

Other price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices due to demand and supply factors. The Group is exposed to securities price risk on investments held for trading over medium and longer terms. The Group held investments in the mining sector at the end of the reporting period.

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**Notes to the Financial Statements
For the year ended 30 June 2023****NOTE 25: FINANCIAL RISK MANAGEMENT POLICIES (continued)****(b) Financial liability and financial asset maturity analysis**

The table below reflects an undiscounted contractual maturity analysis for financial liabilities and reflects management's expectations as to the timing of termination and realisation of financial assets and liabilities.

	2023 \$	2022 \$
Financial assets:		
Within 1 year		
- cash and cash equivalents ¹	680,255	1,146,634
- receivables ²	-	600,000
- held for trading investments	207,000	1,880,000
	<u>887,255</u>	<u>3,626,634</u>
Within 1 - 2 years		
- receivables ²	65,840	97,840
Total	<u>953,095</u>	<u>3,724,474</u>
Financial liabilities:		
Within 1 year		
- payables ²	(69,280)	(544,510)
	<u>(69,280)</u>	<u>(544,510)</u>
Within 1 - 2 years		
- borrowings ³	(2,284,739)	(2,782,827)
Total	<u>(2,354,019)</u>	<u>(3,327,337)</u>
Net (outflow) inflow:		
Within 1 year	817,975	3,082,124
Within 1 - 2 years	(2,218,899)	(2,684,987)
Total Net (outflow) inflow	<u>(1,400,924)</u>	<u>397,137</u>

1. Floating interest rates, with weighted average effective interest rate 0% (2022: 0%).
2. Non-interest bearing.
3. Outstanding loan (principal & accrued interest) due to Star Diamond Developments Limited at the interest rate of 12% per annum and with maturity date of 31 October 2024.

(c) Sensitivity Analysis

The Group has performed sensitivity analysis relating to its exposure to interest rate and equity price risk:

- At year end, the effect on profit and equity as a result of a 1% change in the interest rate, with all other variables remaining constant would be +/- \$6,660 (2022: nil).
- At year end the effect on profit and equity as a result of a 10% change in fair value in investments would be +/- \$20,700.

There have been no changes in any methods or assumptions used to prepare the above sensitivity analysis from the prior year.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 26: FAIR VALUE MEASUREMENTS

The Group has the following assets, as set out in the table below, that are measured at fair value after initial recognition. The Group does not subsequently measure any liabilities at fair value.

	Note	2023 \$	2022 \$
Recurring fair value measurements			
<i>Financial assets</i>			
Financial assets at fair value through profit or loss:			
- shares in listed companies (i)	10	207,000	380,000
- shares in unlisted companies (ii)	10	-	1,500,000
Total financial assets recognized at fair value through profit or loss		<u>207,000</u>	<u>1,880,000</u>

- (i) For investments in listed shares, the fair values have been determined based on closing quoted bid prices at the end of the reporting period.
- (ii) For investments in unlisted shares, the fair values have been determined based on a market approach using sector price-earnings ratios of similar sized listed entities.

a. Fair Value Hierarchy

AASB 13 : *Fair Value Measurement* requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

Valuation techniques

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- *Market approach* uses prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- *Income approach* converts estimated future cash flows or income and expenses into a single discounted present value.
- *Cost approach* reflects the current replacement cost of an asset at its current service capacity.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 26: FAIR VALUE MEASUREMENTS (continued)

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The following tables provide the fair values of the Group's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy:

		30 June 2023				
		Level 1	Level 2	Level 3	Total	
Note		\$	\$	\$	\$	
Recurring fair value measurements						
Financial assets at fair value through profit or loss:						
	- held-for-trading Australian listed shares	10	207,000	-	-	207,000
			207,000	-	-	207,000

		30 June 2022				
		Level 1	Level 2	Level 3	Total	
Note		\$	\$	\$	\$	
Recurring fair value measurements						
Financial assets at fair value through profit or loss:						
	- held-for-trading Australian listed shares	10	380,000	-	-	380,000
	- held-for-trading Australian unlisted shares	10	-	-	1,500,000	1,500,000
			380,000	-	1,500,000	1,880,000

There were no transfers between Level 1 and 2 for assets measured at fair value on a recurring basis during the reporting period for consistency with the other narratives that present comparative information (2022: no transfers).

b. Valuation Techniques and Inputs Used to Measure Level 2 Fair Values

There were no changes during the period in the valuation techniques used by the Group to determine Level 2 fair values.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 26: FAIR VALUE MEASUREMENTS (continued)

c. Valuation Techniques and Unobservable Inputs Used to Measure Level 3 Fair Values

Shares in unlisted companies - unrelated parties

At 30 June 2022, investments in held-for-trading Australian unlisted shares comprise 1.5 million shares at fair value of \$1.5 million in Fetch Metals Limited ("Fetch"). The shares in Fetch were acquired as part of the consideration of the sale of the Cloncurry Copper Project. Pursuant to the agreement with Fetch, in the event that Fetch is unable to list on the ASX on or before 30 September 2022, Fetch would buy back all the shares issued to the Company for a cash consideration of \$1.5 million ("Fetch Buyback") subject to its shareholders approval and upon successful transfer of titles. The Fetch Buyback was completed and \$1.5 million was received by the Company on 13 January 2023.

d. Reconciliation of Recurring Level 3 Fair Value Measurements

	2023 Unlisted investments at fair value \$
Balance at the beginning of the year	1,500,000
Additions during the year	-
Disposal during the year	(1,500,000)
Balance at the end of the year	-

There were no transfers between Level 2 and Level 3 for liabilities measured at fair value on a recurring basis during the reporting period (2022: no transfers).

e. Disclosed Fair Value Measurements

The following table provides the level of the fair value hierarchy within which the disclosed fair value measurements are categorised in their entirety and a description of the valuation technique(s) and inputs used:

Description	Note	Fair Value hierarchy Level	Valuation Techniques(s)	Inputs Used
Unlisted investments	10	3	Income approach using discounted cash flow methodology	Present value of the expected future economic benefits to be derived from the ownership of these investments

There has been no change in the valuation technique(s) used to calculate the fair values disclosed in the notes to the financial statements.

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Notes to the Financial Statements For the year ended 30 June 2023

NOTE 27: INTEREST IN SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiary in accordance with the accounting policy described in Note 1. It has adopted the same financial year and accounting policies of the Company. There are no significant restrictions over the Group's ability to access and use assets, and settle liabilities, of the Group:

Name	Country of incorporation	Ownership interest	
		2023	2022
Activex Canning Pty Ltd	Australia	100%	100%

NOTE 28: PARENT ENTITY INFORMATION

Set out below is the supplementary information about the parent entity.

	2023 \$	2022 \$
<i>Statement of profit or loss and other comprehensive income</i>		
Loss after income tax	(982,228)	(1,931,703)
Total comprehensive loss	<u>(982,228)</u>	<u>(1,931,703)</u>
<i>Statement of financial position</i>		
Total current assets	1,086,332	3,970,952
Total assets	<u>8,358,021</u>	<u>10,319,467</u>
Total current liabilities	142,227	600,365
Total liabilities	<u>2,426,965</u>	<u>3,383,192</u>
Net assets	<u>5,931,056</u>	<u>6,936,275</u>
Equity		
Share capital	23,680,006	23,702,996
Reserves	20,750	20,750
Accumulated losses	(17,769,700)	(16,787,471)
Total equity	<u>5,931,056</u>	<u>6,936,275</u>

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2023.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2023 and 30 June 2022.

Capital commitments – Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2023 and 30 June 2022.

NOTE 29: COMPANY DETAILS

The registered office and principal place of business is Suite 2, 3B Macquarie Street, Sydney NSW 2000.

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ACTIVEX LIMITED
ABN 11 113 452 896
DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The attached financial statements and notes are in accordance with the *Corporations Act 2001* and:
 - (a) comply with Australian Accounting Standards applicable to the Entity, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - (b) give a true and fair view of the financial position as at 30 June 2023 and of the performance of the Consolidated Group for the year ended on that date.
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
3. The Directors have been given the declarations by the Chief Executive Officer and Chief Finance Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Board of Directors.



Min Yang
Chairman

Dated this 28th day of September 2023

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Independent Auditor's Report to the Members of ActivEX Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of ActivEX Limited (the Company and its subsidiary ('the Group')), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Advisory. Tax. Audit.

Registered Audit Company 299289

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Independent Auditor's Report to the Members of ActivEX Limited (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Carrying Value of Exploration and Evaluation Assets</p> <p><i>Refer to Note 9 Exploration and Evaluation Assets</i></p> <p>As at 30 June 2023, the carrying value of exploration and evaluation assets is \$7,295,237. The Group's accounting policy in respect of exploration and evaluation assets is outlined in Note 1.</p> <p>This is a key audit matter as this is a significant asset of the Group, and due to the fact that significant judgement is applied in determining whether the capitalized exploration and evaluation assets meet the recognition criteria set out in AASB 6.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • We obtained evidence as to whether the rights to tenure of the areas of interest remained current at balance date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future; • We obtained evidence of the future intentions for the areas of interest, including reviewing future budgeted expenditure and related work programs; • We obtained an understanding of the status of ongoing exploration programs, for the areas of interest; • We obtained evidence as to the assumptions made by management in the determination of the recoverable value of the asset.

Other Information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Independent Auditor's Report to the Members of ActivEX Limited (continued)

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor's Report to the Members of ActivEX Limited (continued)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 34 to 37 of the Directors' Report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of ActivEX Limited for the year ended 30 June 2023 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Nexia Brisbane Audit Pty Ltd.

Ann-Maree Robertson.

Nexia Brisbane Audit Pty Ltd

Level 28, 10 Eagle Street
Brisbane, QLD, 4000

Date: 28 September 2023

Ann-Maree Robertson

Director

ACTIVEX LIMITED
ABN 11 113 452 896
ASX ADDITIONAL INFORMATION

Following is additional information required by the ASX Limited and not disclosed elsewhere in this report.

1. Shareholding:

The following information is provided as at 25 September 2023.

(a) Distribution of Shareholders Number:

Category Number (Size of Holding)	Holders (Number)	Ordinary Shares (Number)
1 - 1,000	50	11,990
1,001 - 5,000	99	284,210
5,001 - 10,000	71	559,347
10,001 - 100,000	113	4,168,677
100,001 - and over	69	210,478,353
	402	215,502,577

(b) The number of holders holding less than a marketable parcels are 290.

(c) The names of substantial shareholders listed in the Company's register are:

	Number of Shares Held	% of Total Issued Capital
CITICORP NOMINEES PTY LIMITED	38,329,705	17.786%
ASF GROUP LIMITED	36,069,079	16.737%
GREAT SCHEME INVESTMENTS LIMITED	30,625,000	14.211%
XING MAO LIMITED	25,192,850	11.690%
ELITE RAY INVESTMENTS LIMITED	17,288,136	8.022%
START GRAND GLOBAL LIMITED	13,425,000	6.230%

(d) Voting Rights

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting has one vote on a show of hands.

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ACTIVEX LIMITED
ABN 11 113 452 896

ASX ADDITIONAL INFORMATION

(e) Twenty Largest Holders – Ordinary Shares

	Shareholder	Number of Shares Held	% of Total Issued Capital
1.	CITICORP NOMINEES PTY LIMITED	38,329,705	17.786%
2.	ASF GROUP LIMITED	36,069,079	16.737%
3.	GREAT SCHEME INVESTMENTS LIMITED	30,625,000	14.211%
4.	XING MAO LIMITED	25,192,850	11.690%
5.	ELITE RAY INVESTMENTS LIMITED	17,288,136	8.022%
6.	START GRAND GLOBAL LIMITED	13,425,000	6.230%
7.	BNP PARIBAS NOMS PTY LTD <DRP>	7,141,714	3.314%
8.	MR JIARONG HE	4,995,748	2.318%
9.	CELTIC CAPITAL PTY LTD	3,625,000	1.682%
10.	XIAO HUI ENTERPRISES LIMITED	2,955,647	1.372%
11.	MRS YINXIN HE	2,500,000	1.160%
12.	SYRACUSE CAPITAL PTY LTD <TENACITY A/C>	2,146,004	0.996%
13.	IRIS SYDNEY HOLDINGS PTY LTD	2,004,000	0.930%
14.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,795,360	0.833%
15.	MR DONGMING YE	1,497,850	0.695%
16.	ALISSA BELLA PTY LTD <THE C&A TASSONE SF NO2 A/C>	1,450,000	0.673%
17.	LPD HOLDINGS (AUST) PTY LTD	1,432,736	0.665%
18.	MR FRANK HEPBURN	1,000,000	0.464%
19.	MR FEIXIONG YE	900,000	0.418%
20.	R C SADLEIR PTY LTD	896,745	0.416%
		195,270,574	90.612%

2. Registers of securities are held at the following address:

BoardRoom Pty Limited
Level 8, 210 George Street
SYDNEY NSW 2000

3. Securities Exchange Listing

ActivEX Limited shares (ASX code: AIV) and options (ASX code: AIVO) are listed on the Australian Securities Exchange.

4. Restricted Securities

The Company has no restricted securities on issue.

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ACTIVEX LIMITED
ABN 11 113 452 896
ASX ADDITIONAL INFORMATION

5. Exploration Tenements

EPM No & Name	% Owned
EPM 14079 Coalstoun	100%
EPM 14332 Pentland	49%
EPM 14476 Booubyjan	100%
EPM 14937 Barambah	100%
EPM 16265 Blairmore	100%
EPM 18615 Mt Hogan	100%
EPM 18623 Gilberton	100%
EPM 26232 Gum Flat	100%
EPM 26307 Split Rock	100%
EPM 27805 Cleanskin Creek	100%
EPM 27811 Leichardt Creek	100%
EPM 27812 Forsayth	100%
EPM 28120 Nelson	100%
EPM 28277 Stockman	100%
EPM 28417 (Application) Bridle Track	100%
EPM 28644 (Application) Fortuna	100%
EPM 28645 (Application) Ivy Leaf	100%
EPC 2360 Denison Creek	100%
EPC 2386 Lonesome Creek	100%
EPC 2387 Biloela South	100%
EPC 2390 Styx	100%
EPC 2392 Mount Lorne	100%
EPC 2421 Cracow West	100%
EPC 2432 Carnarvon	100%
EPC 2451 Mount Patterson	100%
EPC 2459 Riverview	100%

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ASX: AIV

www.activex.com.au