

## ABx Share Purchase Plan Offer Open Offer Document Dispatched

Share Purchase Plan opens – documents dispatched to Eligible Shareholders

Proceeds to advance ABx Group's Rare Earth Elements project

Directors that hold shares have indicated that they will be participating at the maximum level permissible

SPP participants to be offered, pursuant to a prospectus to be issued by the Company, one free option for every two shares subscribed under the SPP Offer; the Company will apply for quotation of the options. This offer will be a separate offer from the SPP Offer

ABx Group Limited (**ABx**) announced on Monday, 27 November 2023 that it would be undertaking a share purchase plan at the same price as the Placement completed in September 2023 (**SPP** or **SPP Offer**).

The SPP is now open to eligible ABx shareholders to apply for up to A\$30,000 of new fully paid ordinary shares without incurring brokerage or other transaction costs (**New Shares**). The SPP aims to raise up to \$500,000 and is not underwritten<sup>1</sup>.

The SPP price is 8 cents, a premium of 2.4% to the 30-day VWAP to 24 November 2023 (7.81 cents).

**Directors that hold shares have indicated that they will be participating at the maximum level permissible.**

Shareholders will also be able to apply, pursuant to a prospectus to be issued by the Company, for one Free-Attaching Option for every two shares applied for by them under the SPP.

The Company, subject to compliance with ASX rules, will apply for quotation of the Free-Attaching Options.

The SPP follows ABX Group's successful placement completed in September of 18,750,000 Shares at \$0.08 per Share with attaching options on a one for two basis, exercisable at \$0.12 before 6 September 2025 (**Placement**) which raised \$1.5 million before costs of the Placement. This represented a 17.6% discount to the 30-day VWAP to 6 September 2023.

<sup>1</sup> ABx may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

Shareholders are eligible to participate in the SPP if they had a registered address in Australia or New Zealand on ABx's register at 7:00pm (Sydney time) on Friday, 24 November 2023 (**Eligible Shareholders**).

Participation in the SPP is voluntary. New Shares will rank pari passu with existing shares in ABx on issue from their date of allotment.

The SPP Offer is subject to the terms and conditions set out in a communication to Eligible Shareholders, which is being sent by post/email to Eligible Shareholders today, and the SPP Offer Booklet, which is available for Eligible Shareholders to view at [www.computersharecas.com.au/abxspp](http://www.computersharecas.com.au/abxspp). Eligible Shareholders are encouraged to read the SPP Offer Booklet carefully, and if in any doubt about whether or not to accept the SPP Offer, to consult with a financial or other professional adviser.

Shareholders with questions in relation to how to participate in the SPP may contact ABx's share registry from 8.30am to 5.30pm (Melbourne time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

The funds raised from the Share Purchase Plan will be applied to advance the ABX Group's rare earth elements project and for Working Capital. The ABx rare earths resource in Tasmania is a true ionic adsorption clay deposit. Desorption tests conducted by ANSTO found that the ABx deposit has the highest extractions under relatively neutral conditions reported from any clay-hosted rare earth deposit in Australia.

Full details of the SPP Offer are included in the attached SPP Offer Booklet and Letter to Eligible Shareholders being sent to Eligible Shareholders today.

### Indicative Dates

Record Date	Friday, 24 November 2023
Announcement of the Share Purchase Plan	Monday, 27 November 2023
Offer Date	Monday, 4 December 2023
Documents dispatched to Eligible Shareholders	Monday, 4 December 2023
Opening date for acceptances	Monday, 4 December 2023
Closing date for acceptances	Thursday, 21 December 2023
Allotment and issue of New Shares	Tuesday, 2 January 2024
Quotation of New Shares on ASX	Monday, 8 January 2024
Issue of SPP Options Prospectus	Thursday, 18 January 2024
Extraordinary General Meeting to approve Free-Attaching Options	Wednesday, 21 February 2024
Allotment and issue of Free-Attaching Options	Wednesday, 28 February 2024
Quotation of SPP Options on ASX	Monday, 4 March 2024
<i>*Dates are indicative only and subject to change</i>	

This announcement is approved for release by the board of directors.

### For further information please contact:

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MD & CEO

ABx Group

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### About ABx Group Limited

ABx Group (ABX) is a uniquely positioned, high-tech Australian company delivering materials for a cleaner future.

The two current areas of focus are:

- Creation of an ionic adsorption clay rare earth project in northern Tasmania
- Establishment of a plant to produce hydrogen fluoride and aluminium fluoride from recycled industrial waste, via its 83%-owned subsidiary, Alcore

There is also a legacy business:

- Mining and enhancing the value of bauxite resources for cement, aluminium and fertilisers.

We only operate where welcomed and we apply best practices to restore any disturbed land to a better condition than we found it.

### Not For Release or Distribution in the United States

This announcement is not financial product advice and has not taken into account your objectives, financial situation or needs. This announcement has been prepared for release in Australia. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares have not been, nor will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

ABX  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

4 December 2023

Dear Shareholder

### Share Purchase Plan – Letter to Eligible Shareholders

I write to you as a holder of ABx Group Limited (ASX: ABx) (**ABx** or the **Company**) shares (**Shares**) with a registered address in Australia or New Zealand as at the record date of 24 November 2023 (**Record Date**).

On behalf of the Directors, I am pleased to offer you the opportunity to participate in ABx's share purchase plan (**SPP**), announced on Monday, 27 November 2023.

The SPP follows ABx Group's successful placement announced on 6 September 2023 of 18,750,000 Shares at \$0.08 per Share with attaching options on a one for two basis, exercisable at \$0.12 before 6 September 2025 (**Placement**) which raised \$1.5 million before costs of the Placement. This represented a 17.6% discount to the 30-day VWAP to 6 September 2023 (**Placement**).

ABx is undertaking the SPP offer to shareholders of the Company (**Shareholders**) as at the Record Date.

The issue price of shares to be issued under the SPP (**SPP Shares**) is 8 cents, a premium of 2.4% to the 30-day VWAP to 24 November 2023 (7.81 cents), the price at which Shares were issued to investors under the Company's Placement.

### Free-Attaching Options

Eligible Holders who participate in the SPP will also be offered, pursuant to a prospectus to be issued by the Company, the opportunity to apply for one free attaching Option for every two Shares applied for under the SPP exercisable at \$0.12 per option on or before 6 September 2025 (**Free-Attaching Option**), for nil consideration.

The Company, subject to compliance with ASX rules, will apply for quotation of the Free-Attaching Options.

The offer of the Free-Attaching Options to Eligible Holders will be made separately to this SPP by the Company under a prospectus (**Prospectus**) that will be made available at the time of the offer of the Free-Attaching Options. A copy of the Prospectus will be made available online, and sent via email or post (as applicable) to Eligible Holders who have participated in the SPP. Any Eligible Holder who participates in the SPP and wishes to apply for Free-Attaching Options will need to complete the application form that will be in or accompany the Prospectus.

The issue of the Free-Attaching Options will be put to Shareholders at a General Meeting proposed to be held on Wednesday 21 February 2024.

**Directors that hold shares have indicated that they will be participating at the maximum level permissible.**

### **Use of Funds**

The funds raised from the Offer will be applied to advance the ABx Group's rare earth elements project and for Working Capital. The ABx rare earths resource in Tasmania is a true ionic adsorption clay deposit. Desorption tests conducted by ANSTO found that the ABx deposit has the highest extractions under relatively neutral conditions reported from any clay-hosted rare earth deposit in Australia.

The SPP will allow Eligible Shareholders (defined below) to apply for up to \$30,000 worth of SPP Shares at the issue price.

An offer booklet in relation to the SPP was lodged with ASX today (**Booklet**). A copy of the Booklet along with information about how to apply under the SPP via BPAY® is available at [www.computersharecas.com.au/abxspp](http://www.computersharecas.com.au/abxspp).

If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser.

### **Terms Summary**

Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Booklet.

### **Availability of the Share Purchase Plan**

The SPP is available to all Shareholders registered on the Record Date whose registered address is in Australia or New Zealand, provided they are not in the United States or acting for the account or benefit of a person in the United States (**Eligible Shareholders**). The SPP is not being extended to any Shareholders with an address outside Australia and New Zealand.

The SPP is also being offered to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP to their Eligible Beneficiaries.

### **Key features of the Share Purchase Plan**

The SPP allows Eligible Shareholders to apply for a minimum of \$500 and a maximum of \$30,000 worth of SPP Shares at an issue price of 8 cents, being the price at which Shares were issued to investors under the Company's Placement, a premium of 2.4% to the 30-day VWAP to 24 November 2023 (7.81 cents).

The closing date for the SPP (expected to be Tuesday, 15 December 2020). Applications and payment of funds must be received by ABx on or before 5.00pm on Thursday 21 December 2023, unless ABx extends the Closing Date for applications.

SPP Shares issued will be fully paid and rank equally with all existing Shares on issue.

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## Key Dates

Record Date	Friday, 24 November 2023
Announcement of the Share Purchase Plan	Monday, 27 November 2023
Offer Date	Thursday, 4 December 2024
Documents dispatched to Eligible Shareholders	Monday, 4 December 2024
Opening date for acceptances	Monday, 4 December 2024
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<i>*Dates are indicative only and subject to change</i>	

## Actions required by Eligible Shareholders

Eligible Shareholders may participate in the SPP by applying online at [www.computersharecas.com.au/abxspp](http://www.computersharecas.com.au/abxspp) or by completing a personalised Application Form.

To obtain your personalised Application Form, please contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). Applications for SPP Shares can only be made by Eligible Shareholders invited to make an application under the SPP Offer.

ABx reserves the right to close the SPP early or extend the SPP in its discretion.

Participation is entirely voluntary. Before you decide whether to participate in the SPP, ABx recommends you seek independent financial advice from your stockbroker, accountant, or other professional adviser.

Your right to participate in the SPP is not transferable.

As noted above, you may obtain a copy of the Booklet along with information about how to apply under the SPP at [www.computersharecas.com.au/abxspp](http://www.computersharecas.com.au/abxspp). If you are unable to access the website online you can request a copy of the Booklet and the personalised Application Form to be posted or emailed to you by contacting the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). If you have any questions in relation to how to participate in the SPP, please contact the Registry.

## Scale back

The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise approximately \$500,000. ABx may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

The Company will give priority to small allotments in the event of the Offer being oversubscribed, necessitating a scale back. If there is a scale back, you may receive less than the parcel of SPP Shares for which you apply.

If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares.

If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest).

Please use online application and payment methods where possible We commend the SPP for your attention. If you do intend to participate, we strongly recommend using the online application and payment methods as mail delivery times are slower than normal.

Items you send by mail may not reach the Registry before the Closing Date, which will lead to your application being rejected.

Yours sincerely



Paul Lennon  
Chair



ABx Group Limited  
ACN 155 285 528

## SHARE PURCHASE PLAN

November 2023

This is an important document.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision on whether or not to accept the Offer, you should consult your financial or other professional adviser.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30 am to 5:00 pm (Sydney Time) Monday to Friday.

This document is not a prospectus or other disclosure document under the Corporations Act.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

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**LETTER FROM THE CHAIRMAN**

27 November 2023

Dear Fellow Shareholder,

**ABX GROUP SHARE PURCHASE PLAN OFFER**

On behalf of the Board, I am pleased to offer you the opportunity to apply for up to \$30,000 New Shares in ABX Group under the Share Purchase Plan without brokerage or other related charges (**Offer**).

The Company's current intention is to cap the SPP at \$500,000. However, in the event of over subscriptions the Company reserves the right to accept applications for more than \$500,000. In any event, the number of New Shares that can be issued is limited by the ASX Listing Rules to 72,702,244, being 30% of the Company's issued Shares.

The SPP follows ABX Group's successful placement announced on 6 September 2023 of 18,750,000 Shares at \$0.08 per Share with attaching options on a one for two basis, exercisable at \$0.12 before 6 September 2025 (**Placement**) which raised \$1.5 million before costs of the Placement. This represented a 17.6% discount to the 30-day VWAP to 6 September 2023.

The Offer will open on 4 December 2024 and will remain open until 5.00 pm (Sydney Time) on 21 December 2023.

The Offer price is 8 cents, a premium of 2.4% to the 30-day VWAP to 24 November 2023 (7.81 cents).

Eligible Holders who participate in the SPP will also be offered, pursuant to a prospectus to be issued by the Company, the opportunity to apply for one free attaching Option for every two Shares applied for under the SPP exercisable at \$0.12 per option on or before 6 September 2025 (**Free-Attaching Option**), for nil consideration.

The Company, subject to compliance with ASX rules, will apply for quotation of the Free-Attaching Options.

Directors that hold shares have indicated that they will be participating at the maximum level permissible. The offer of the Free-Attaching Options to Eligible Holders will be made separately to this SPP by the Company under a prospectus (**Prospectus**) that will be made available at the time of the offer of the Free-Attaching Options. A copy of the Prospectus will be made available online, and sent via email or post (as applicable) to Eligible Holders who have participated in the SPP. Any Eligible Holder who participates in the SPP and wishes to apply for Free-Attaching Options will need to complete the application form that will be in or accompany the Prospectus.

Participation in the Offer is optional and is open to Eligible Shareholders who are holders of Shares in ABX Group Limited at 7.00 pm (Sydney Time) on 24 November 2023 and whose registered address is in Australia or New Zealand.

The funds raised from the Offer will be applied to advance the ABX Group's rare earth elements project and for Working Capital. The ABX rare earths resource in Tasmania is a true ionic adsorption clay deposit. Desorption tests conducted by ANSTO found that the ABX deposit has the highest extractions

under relatively neutral conditions reported from any clay-hosted rare earth deposit in Australia.

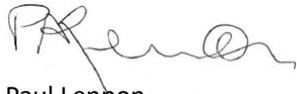
The amount raised through the Offer remains subject to the Company's absolute discretion to accept oversubscriptions and/or to scale back applications.

Full details of the Offer and how to participate are contained in the terms and conditions of this document, which I encourage you to read and consider carefully.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30 am to 5:00 pm (Sydney Time) Monday to Friday or consult your financial or other professional adviser.

Thank you for your continued support of ABX Group.

Yours sincerely



Paul Lennon  
Chair

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**SUMMARY OF IMPORTANT DATES**

Record Date	Friday, 24 November 2023
Announcement of the Share Purchase Plan	Monday, 27 November 2023
Offer Date	Thursday, 4 December 2024
Documents dispatched to Eligible Shareholders	Monday, 4 December 2024
Opening date for acceptances	Monday, 4 December 2024
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<i>*Dates are indicative only and subject to change</i>	

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and the Corporations Act.

**IMPORTANT NOTICES**

The Offer contained in this document is not a recommendation to purchase ABX Group shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY payment you are accepting the risk that the market price of Shares may change between the date of the Offer and the allotment date. This means it is possible that, up to or after the allotment date, you may be able to buy Shares at a lower price than the Offer Price.

The Offer is made without a prospectus or other disclosure document in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument 2019/547).

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

ABX Group recommends that you monitor its announcements and the Share price, which can be found on its website at [abxgroup.com.au](http://abxgroup.com.au) and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX: ABX). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

**KEY STEPS**

Step 1:	<p>Read the terms and conditions of the Share Purchase Plan in full.</p> <ul style="list-style-type: none"> <li>• There is no requirement to participate in the Share Purchase Plan.</li> <li>• Participation in the Share Purchase Plan is entirely voluntary.</li> </ul>																						
Step 2:	<p>Are you an Eligible Shareholder? (See section 3) You are eligible to apply for the New Shares if:</p> <p>(a) your registered address in the Company’s register of members is in Australia or New Zealand; and</p> <p>(b) you were registered as a holder of Shares in the Company as at 7:00pm (Sydney Time) on 24 November 2023 (<b>Record Date</b>).</p> <p>The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand.</p> <p>Neither these terms and conditions nor the Application Form constitutes an offer in the United States (or to, or for the account or benefit of, US Persons).</p>																						
Step 3:	<p>If you choose to participate in the Share Purchase Plan you must choose to purchase a parcel of New Shares for one of the following amounts (see section 8):</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">OPTION</th> <th style="text-align: center;">DOLLAR VALUE OF NEW SHARES</th> </tr> </thead> <tbody> <tr><td style="text-align: center;">1</td><td style="text-align: center;">\$500</td></tr> <tr><td style="text-align: center;">2</td><td style="text-align: center;">\$1,000</td></tr> <tr><td style="text-align: center;">3</td><td style="text-align: center;">\$2,500</td></tr> <tr><td style="text-align: center;">4</td><td style="text-align: center;">\$5,000</td></tr> <tr><td style="text-align: center;">5</td><td style="text-align: center;">\$7,500</td></tr> <tr><td style="text-align: center;">6</td><td style="text-align: center;">\$10,000</td></tr> <tr><td style="text-align: center;">7</td><td style="text-align: center;">\$15,000</td></tr> <tr><td style="text-align: center;">8</td><td style="text-align: center;">\$20,000</td></tr> <tr><td style="text-align: center;">9</td><td style="text-align: center;">\$25,000</td></tr> <tr><td style="text-align: center;">10</td><td style="text-align: center;">\$30,000</td></tr> </tbody> </table> <p>You may not subscribe for more than \$30,000 of New Shares in any 12-month period even if you have several Shareholdings.</p>	OPTION	DOLLAR VALUE OF NEW SHARES	1	\$500	2	\$1,000	3	\$2,500	4	\$5,000	5	\$7,500	6	\$10,000	7	\$15,000	8	\$20,000	9	\$25,000	10	\$30,000
OPTION	DOLLAR VALUE OF NEW SHARES																						
1	\$500																						
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7	\$15,000																						
8	\$20,000																						
9	\$25,000																						
10	\$30,000																						
Step 4:	<p>To apply for New Shares under the Share Purchase Plan, Eligible Shareholders must (see section 12):</p> <ul style="list-style-type: none"> <li>• complete the Share Purchase Plan Application Form attached to these terms and conditions; or</li> <li>• make a BPAY payment by using the personalised reference number shown on your Application Form, which is required to identify your holding.</li> </ul>																						

**QUESTIONS**

If you have any questions in relation to the Offer or how to complete the Application Form, please call the share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8:30 am to 5:00 pm (Sydney Time) Monday to Friday or consult your financial or other professional adviser.

ABx Group Limited – ACN 155 285 528

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## SHARE PURCHASE PLAN – TERMS AND CONDITIONS

These are the terms and conditions of ABX Group (**ABX Group** or the **Company**) Share Purchase Plan and are binding on any Shareholder completing a Share Purchase Plan Application Form attached to these terms and conditions.

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### 1. THE OFFER

#### 1.1. The Offer

Under the Offer, Eligible Shareholders have the opportunity to participate in the SPP by subscribing for up to \$30,000 of New Shares without incurring brokerage and subject to the following Terms and Conditions.

You may choose not to accept the Offer.

The Offer to each Eligible Shareholder is made on the same terms and conditions. The Offer is non-renounceable (i.e. you may not transfer your right to acquire a New Share to anyone else).

The Offer price is 8 cents. (see section 8).

#### 1.2. Offer not taken up

If you are an Eligible Shareholder and do not wish to subscribe for New Shares, you are not obliged to do anything. You will not receive any benefits or New Shares.

The number of existing Shares you hold as at the Record Date and the rights attached to those existing Shares will not be affected if you choose not to accept any of your entitlement under this Share Purchase Plan.

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### 2. OPENING AND CLOSING DATES

The Opening Date of the Offer will be 4 December 2024 and the Closing Date will be 21 December 2023. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

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### 3. ELIGIBILITY

#### 3.1. Eligibility

You are eligible to apply for the New Shares if:

- (a) your registered address in the Company's register of members is in Australia or New Zealand; and
- (b) you were registered as a holder of Shares in the Company as at 7:00pm (Sydney Time) on 24 November 2023 (**Record Date**).

#### 3.2. Individual Shareholders

If you are the only registered Shareholder of a holding of Shares, but you receive more than one Offer under the Share Purchase Plan (for example, because you hold Shares in more than one capacity), you may only apply for one parcel of New Shares with a value of up to \$30,000.

The Company reserves the right to reject any Application where it believes there has not been compliance with this rule.

#### 3.3. Joint Shareholders

If you are recorded with one or more other persons as the joint Shareholder of a holding of Shares, that joint Shareholding is considered to be a single registered Shareholding for the purpose of the Share Purchase Plan, and the joint Shareholders are entitled to participate in the Share Purchase Plan in respect

of that single holding only. If the same joint Shareholders receive more than one offer under the Share Purchase Plan due to multiple registered holdings, the joint Shareholders may only apply for one parcel of New Shares with a value of up to \$30,000.

#### 3.4. Trustee or nominee and Custodians

If you are expressly noted on the Company's share register as a trustee or nominee for a named beneficiary, you may only apply for one maximum parcel of Shares for each named beneficiary. If the Company's share registry does not record a named beneficiary in respect of your trustee or nominee holding, the rules for multiple single holdings apply.

If you are a custodian as defined by Instrument 2019/547 and hold the Company's Shares on behalf of one or more persons (each Participating Beneficiary), or on behalf of another custodian of the Company's Shares, you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary, subject to providing the Company's share register a 'custodian certificate' in addition to the Application Slip, which certifies matters required by Instrument 2019/547.

If you require a copy of the above mentioned 'custodian certificate' please contact Computershare Investor Services at [custodians@computershare.com.au](mailto:custodians@computershare.com.au).

#### 3.5. Directors and employees

Directors and employees of ABX Group who hold Shares may be Eligible Shareholders.

Directors that hold shares have indicated that they will be participating.

#### 3.6. Treatment of overseas Shareholders

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand.

No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia and New Zealand.

Recipients may not send or otherwise distribute this disclosure document or the Application Form to any person outside Australia (other than to Eligible Shareholders).

##### (a) New Zealand

The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). Members of the public in New Zealand who were not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

##### (b) United States

Neither these terms and conditions nor the Application Form constitutes an offer in the United States (or to, or for the account or benefit of, US Persons).

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account of benefit of, US Persons. The securities referred to in this document have not been and will not be registered under the *US Securities Act* and may not be offered or sold in the United

States or to, or for the account or benefit of, US Persons. No public offering of New Shares is being made in the United States.

(c) Representation by Applicants

Returning a completed Application Form, or paying the Offer Price for New Shares by BPAY, will be taken to constitute a representation, warranty and agreement by the Applicant that:

- i. they are an Eligible Shareholder, have read and understood these terms and conditions and subscribe for New Shares in accordance with these terms and conditions;
- ii. they authorize ABX Group to correct minor errors in the Application Form if required, and to complete the Application Form by inserting any minor missing details;
- iii. they acknowledge that the market price of Shares may rise or fall between the date of this Offer and the allotment date of the New Shares and that the Offer Price paid for the New Shares may exceed the market price of the shares on the allotment date;
- iv. the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the US, or in any other jurisdiction outside Australia or New Zealand, and may not be offered, sold, transferred or otherwise disposed of except in accordance with an available exemption form, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- v. they are eligible under all applicable securities laws to receive an offer under the Share Purchase Plan;
- vi. they are not in the United States, are not US Persons and are not acting for the account or benefit of US Persons;
- vii. they have not and will not send this disclosure document or the Application Form to any person in the United States or that is, or is acting for the account or benefit of, a US Person; and
- viii. if in the future they decide to sell or otherwise transfer their New Shares, they will only do so in regular way transactions on ASX where neither they nor any person acting on their behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is in the United States or is a US Person.

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#### 4. OFFER PRICE

The issue price is 8 cents.

You should note that ABX Group's share price may rise or fall between the date of this offer and the date when New Shares are allotted and issued to you under the Offer. This means that the price you pay per New Share pursuant to this offer may be either higher or lower than the ABX Group share price at the time of the offer or at the time the New Shares are issued and allotted to you under the Offer. Please refer to section 5 about how to monitor current trading prices of ABX Group Shares.

The number of New Shares issued to an applicant will be determined by dividing the value of the New Shares applied for by the issue price. If this calculation produces a fractional number, the number of New

Shares issued will be rounded up to the nearest whole New Share.

#### 5. PARTICIPATION IS OPTIONAL

Participation in the Offer is entirely optional (subject to the eligibility criteria set out in these Terms and Conditions). The offer to acquire New Shares is not a recommendation. If you are in any doubt about the Offer, whether you should participate in the Offer or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer. ABX Group also recommends that you monitor the ABX Group share price, which can be found on ABX Group's website at [www.abxgroup.com](http://www.abxgroup.com), in the financial pages of major Australian metropolitan newspapers, or on the Australian Securities Exchange (ASX) website at [www.asx.com.au](http://www.asx.com.au) (ASX code: ABX Group). ABX Group also recommends that you monitor via the abovementioned websites any ABX Group announcements made to the ASX.

#### 6. ISSUE OF SHARES

The Directors reserve the right to issue to Eligible Shareholders such number of Shares under the Share Purchase Plan as are approved by shareholders under Listing Rule 7.1.

#### 7. RIGHTS

The rights and obligations of the New Shares are contained in the constitution of the Company, which is available for inspection at the registered office of the Company. The New Shares will be issued on the same terms as all existing Shares and the Company will apply for the New Shares to be quoted on ASX.

If the New Shares are not quoted on ASX, the New Shares will not be issued and all funds received will be refunded.

#### 8. NUMBER OF NEW SHARES

You must choose to purchase a parcel of New Shares for one of the following amounts:

OPTION	DOLLAR VALUE OF NEW SHARES	NUMBER OF SHARES
1	\$500	6,250
2	\$1,000	12,500
3	\$2,500	31,250
4	\$5,000	62,500
5	\$7,500	93,750
6	\$10,000	125,000
7	\$15,000	187,500
8	\$20,000	250,000
9	\$25,000	312,500
10	\$30,000	375,000

You may not subscribe for more than \$30,000 of New Shares in any 12-month period, even if you have several Shareholdings.

The total cost of New Shares purchased by each Eligible Shareholder (including through joint holdings, multiple share accounts or any holding which they have a beneficial interest) must not exceed \$30,000. The Directors reserve the right to issue to an Eligible Shareholder less New Shares than the number specified in the Application Form for whatever reason including the possible subscription of over \$30,000 worth of New Shares by a Shareholder through multiple Applications or joint holdings.

No fractions of New Shares will be issued.

Any fraction of a New Share will be rounded up to the nearest whole number of New Shares.

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## 9. SCALE BACK

The Company reserves an absolute discretion regarding the amount raised under the Plan, including the right to scale back applications.

The Company will give priority to small allotments in the event of the Offer being oversubscribed, necessitating a scale back.

If there is a scale back, you may not receive the full parcel of Shares for which you have applied. If a scale back produces a fractional number when applied to your parcel, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares.

In the event of a scale back, the difference between the value of the Shares allotted, calculated at the offer price (see section 4) and the application money received will be refunded to you by the Company, without interest, following allotment.

Where the number of New Shares allotted to an Applicant is less than the number applied for, surplus moneys will be refunded by cheque as soon as practicable after the Closing Date.

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## 10. PARTICIPATION COSTS

You must pay the Offer Price and any fees or charges incurred by you in completing the Application Form (for example, bank fees or fees of professional advisors). The Company will pay any brokerage or stamp duty.

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## 11. APPLICATION MONEY AND ALLOTMENT OF NEW SHARES

### 11.1. Application Money

All Application monies received before the New Shares are issued will be held in a company trust account. After any Application monies are refunded (if required) and New Shares are issued to Applicants, the balance of funds in the account plus accrued interest will be received by the Company.

### 11.2. Allotment of New Shares

Subject to ASX granting the New Shares official quotation, it is expected that the New Shares will be quoted on the ASX by 8 January 2024. If you trade any New Shares before you receive your Share statement, then you do so at your own risk.

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## 12. PAYMENT FOR THE SHARES

### 12.1. Application options

If you would like to apply for New Shares under the Share Purchase Plan, you may pay by BPAY as set out below. Cash payments will not be accepted. Receipts for payment will not be issued.

If you apply for:

- (a) less than \$500 of New Shares, the Company will not allot any New Shares to you and will refund your Application monies to you;
- (b) between \$500 and \$30,000 of New Shares that is not one of the designated amounts set out in section 8, the Company will (subject to any scale back) allot to you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of BPAY payment, and will refund the excess Application monies to you; and
- (c) more than \$30,000 of New Shares, the Company will (subject to any scale back) allocate to you a parcel of \$30,000 of New Shares and your excess Application monies will be refunded to you.

### 12.2. To pay by BPAY

You may make a BPAY payment by using the personalised reference number shown on your Application Form, which is required to identify your holding.

Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment. It is the responsibility of each Applicant to ensure that the Application money is submitted through BPAY with sufficient time for it to be processed by their financial institution so that it is received by the close of the offer.

If you make your payment using BPAY, you do not need to return your Application Form. **However, you will be taken to have represented to the Company that the total Application price for the New Shares the subject of the Application does not exceed \$30,000.**

You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY.

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## 13. OFFERS UNDER THE SHARE PURCHASE PLAN

The Company may make more than one invitation to acquire Shares under the Share Purchase Plan in any 12-month period. **Shareholders will not be able to acquire Shares to a value exceeding \$30,000 pursuant to the Share Purchase Plan in any 12-month period**, excess application monies will be refunded to you.

The Company may amend the terms and conditions of the Share Purchase Plan to provide for different terms to apply to different invitations. The Company may terminate the Share Purchase Plan at any time. Notice of invitations, the terms of invitations and any termination of the Share Purchase Plan will be provided to ASX.

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## 14. APPLICATION OF THE SHARE PURCHASE PLAN

The Company may act or omit to act in relation to the Share Purchase Plan (including applying the terms of the Share Purchase Plan) in its absolute discretion. The Company may settle any question of fact or interpretation in relation to the Share Purchase Plan in any matter it thinks fit, whether generally or in relation to any participant, Application or New Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Share Purchase Plan. The Directors of the Company or any authorised delegate may exercise the powers of the Company

under the terms of the Share Purchase Plan.

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#### 15. RISK CONSIDERATIONS

A subscription under the Share Purchase Plan is a speculative investment. The market price may change between the dates you apply for the New Shares and the issue of the New Shares to you. Accordingly, the value of the New Shares applied for may rise or fall.

The Offer is made without a prospectus or other disclosure document under Instrument 2019/547.

You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX and, if necessary, consult your professional adviser when deciding whether or not to accept the Offer and participate in the Share Purchase Plan.

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#### 16. PRIVACY

By completing the Application Form, you will be providing personal information to ABX Group. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Company collects information about each Applicant provided on an Application Form for the purposes of evaluating and processing the Application and, if the Application is successful, to administer the Applicant's security holding in ABX Group. If ABX Group is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements. Once personal information is no longer needed for ABX Group's records, ABX Group will destroy or redact it.

By submitting an Application Form, each Applicant agrees that ABX Group may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry (Computershare Investor Services Pty Limited), ABX Group's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, ABX Group may not be able to process your Application.

An Applicant has a right to gain access to the information that ABX Group holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to ABX Group's registered office.

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#### 17. GLOSSARY

**Applicant** means an Eligible Shareholder who lodges an Application.

**Application Form** means the Application form attached to or accompanying these terms and conditions.

**Application** means an application for New Shares pursuant to the Application Form.

**ASIC** means the Australian Securities and Investment Commission.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX.

**ASX** means ASX Limited (ABN 98 008 624 691).

**BPAY** means BPAY, registered to BPAY Pty Limited ABN 69 079 137 518.

**Closing Date** means 21 December 2023, or such other date as may be determined by the Directors.

**Company** or **ABX Group** means ABx Group Limited (ACN 155 285 528).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of the Company.

**Eligible Shareholder** means a Shareholder as at the Record Date other than a Non-Qualifying Foreign Shareholder.

**Free-Attaching Option** means one free attaching Option with an exercise price of \$0.12 and an expiry date of 6 September 2023 applied for under the SPP.

**New Share** or **SPP Share** means a Share to be issued under the Share Purchase Plan.

**Non-Qualifying Foreign Shareholder** means a Shareholder whose registered address is not situated in Australia or New Zealand.

**Offer** means the offer of New Shares pursuant to the Share Purchase Plan.

**Offer Price** means the amount per New Share pursuant to section 4.

**Opening Date** means 4 December 2024.

**Option** means an option over a share in the Company.

**Record Date** means 7:00 pm Sydney Time, 24 November 2023.

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

**Share Purchase Plan** or **SPP** means the issue of up to 6,250,000 New Shares to Eligible Shareholders, each of which is entitled to apply for a parcel of New Shares valued at up to \$30,000 in accordance with these terms and conditions.

**Shareholder** means the holder of a Share.

**Sydney Time** means Australian Eastern Daylight Time or Australian Eastern Standard Time in effect at the relevant time.

**US Person** has the meaning given to that term in Regulation S under the US Securities Act.

**US Securities Act** means the *United States Securities Act of 1933* as amended.

**Valid Application** means an Application:

- (a) that is made in conjunction with an Application Form accompanying the Offer, and that is properly completed in accordance with the instructions in the Application Form and in the Offer;
- (b) that is accompanied by any supporting documents required by the Offer to accompany the Application Form;
- (c) that is received by the Company on or before 5:00pm on the Closing Date at the address set out in section **Error! Reference source not found.**, or is otherwise duly received in accordance with the provisions of the Offer for electronic lodgement of Applications as set out in section 12.2;
- (d) that is not withdrawn before it ceases to be capable of being withdrawn; and

- (e) in respect of which payment of the Offer Price for the relevant number of New Shares is received and is cleared (either before or after the Closing Date) when presented (either before or after the Closing Date) for payment by the relevant financial institution on which the payment is drawn.

**Volume Weighted Average Market Price** or **VWAP** has the meaning given in the Listing Rules.



ABX Group Limited  
ABN 14 139 494 885

ABX  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000



## For all enquiries:



### Phone:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



### Web:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

X 9999999991

I N D

Entitlement No: 12345678



## CLOSING DATE:

**Your payment must be received  
by 5.00pm (Sydney time)  
Thursday, 21 December 2023**

## Share Purchase Plan Application Form

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details above. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of ABX Group Limited and that the submission of this payment constitutes an irrevocable offer (**Offer**) by you to subscribe for ABX Group Limited shares (**New Share**) on the terms of the Share Purchase Plan (**SPP**).

In addition, by making payment you certify that:

- you are not applying for New Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
- the total of the application price does not exceed \$30,000 in relation to:
  - a) the New Shares that are the subject of this application; and
  - b) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued).

ABX Group Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by ABX Group Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. ABX Group Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where ABX Group Limited does not notify you of that event.

## Registration Name & Offer Details

Details of the shareholding and the Offer are shown above.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

### BPAY

Make your payment via BPAY® either online or by phone with your bank using the payment details above. If you are unable to pay via BPAY, please call the Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain alternative payment instructions.

Neither Computershare Investor Services Pty Limited (CIS) nor ABX Group Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

### Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

## Make Your Payment:

New Shares may be purchased in at A\$0.08 per New Share in parcels of A\$500, A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$15,000, A\$20,000, A\$25,000 **OR** A\$30,000. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.



Billers Code: 999999  
Ref No: 1234 5678 9123 4567 89

## Offer Details:

Minimum value  
available to purchase:

**\$500**

Maximum value  
available to purchase:

**\$30,000**

## Record Date:

**7.00pm (Sydney time) Friday,  
24 November 2023**