



## ABx Group Limited ACN 139 494 885 (Company)

# Second Supplementary Prospectus

Second Supplementary Prospectus to a Prospectus dated 11 January 2024

### 1. Important Information

---

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the first supplementary prospectus dated 2 February 2024 (**First Supplementary Prospectus**) and the prospectus dated 11 January 2024 (**Prospectus**), issued by ABx Group Limited ACN 139 494 885 (**Company**).

This Second Supplementary Prospectus is dated 9 February 2024 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus is a “refresh document” as defined in Section 724(3H) of the Corporations Act inserted by *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (“Instrument”)*.

Other than as set out below, all details in relation to the Prospectus and the First Supplementary Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus and the First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be available with the Prospectus and the First Supplementary Prospectus to Australian resident investors in electronic form at the Company’s website at [www.abxgroup.com.au](http://www.abxgroup.com.au). The Company will send a copy of this Second Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus or the First Supplementary Prospectus prior to the date of this Second Supplementary Prospectus.

This is an important document and should be read in its entirety in conjunction with the Prospectus and the First Supplementary Prospectus. If you do not understand it, you should consult your professional advisers without delay.

### 2. Purpose of this Second Supplementary Prospectus

---

This Second Supplementary Prospectus has been issued for the purposes of:

- (a) informing investors that at the date of this Second Supplementary Prospectus, the Company has not applied for quotation of the SPP Options; and
- (b) refreshing the period for applying for quotation of the SPP Options from seven (7) days from the date of issue of the Prospectus to seven (7) days from the date of this Second Supplementary Prospectus in accordance with section 724(3G)(d) of the Corporations Act, as inserted by the Instrument.

Pursuant to section 723(3) of the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states or implies that the securities will be quoted on a financial market such as the ASX and:

- (a) an application for quotation is not made within seven (7) days of the date of the disclosure document; or
- (b) the securities are not admitted to quotation within 3 months after the date of the disclosure document,

then:

- (c) an issue or transfer of securities in response to an application made under the disclosure document is void; and
- (d) the person offering the securities must return the money received by the person from the applicants as soon as possible.

By the issue of the Instrument, ASIC has varied the Corporations Act to allow companies to refresh the timing of the quotation condition including the quotation application condition in s 723(3)(a) (see paragraph (a) above), to commence from the date of a refresh document (i.e. this Second Supplementary Prospectus), such that the seven day period to apply for quotation is taken to commence from the date that the refresh document is lodged with ASIC. The Instrument imposes a number of requirements as to the content of the refresh document and on the company issuing the refresh document. This Second Supplementary Prospectus addresses those requirements.

### **3. Specific disclosures required by the Instrument**

---

#### **3.1 Applications received and withdrawal rights**

As at the date of this Second Supplementary Prospectus, no Applications have been processed and no SPP Options have been issued. Accordingly, there are no applicants to whom withdrawal rights apply.

#### **3.2 Quotation condition**

The Company did not apply to ASX within seven (7) days of the date of the Prospectus for ASX to grant official quotation of the SPP Options. As at the date of this Second Supplementary Prospectus, the SPP Options have not been admitted to quotation by ASX.

The Company will apply for quotation of the SPP Options within seven (7) days of the date of this Prospectus.

As at the date of this Second Supplementary Prospectus, the SPP Options have not been quoted and quotation remains subject to the Company satisfying the quotation requirements in Chapter 3 of the Listing Rules.

ASX has not indicated that the SPP Options will not be readmitted to quotation, nor has it indicated that the securities will be readmitted to quotation subject to certain conditions being satisfied.

Upon lodgement of this Second Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the quotation condition in s 723(3) of the Corporations Act must be satisfied by 9 May 2024, being three (3) months after the date of this Second Supplementary Prospectus.

### 3.3 Updated timetable

Key dates for investors	
Lodgement of Prospectus	11 January 2024
Lodgement of First Supplementary Prospectus	2 February 2024
Lodgement of Second Supplementary Prospectus	9 February 2024
Last date to receive Entitlement Forms from Eligible Shareholders who do not wish to participate in the Entitlement Offer Closing date of Entitlement Offer and Cleansing Offer General Meeting date to approve issue of SPP Options	14 February 2024
Anticipated issue date	15 February 2024
Trading Date (if ASX requirements satisfied)	15 February 2024

\*The above dates should be regarded as **indicative only**. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, ABx Group reserves the right to change the above dates, to close the Entitlement Offer before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Entitlement Offer.

#### 4. Other Material Information

---

The Directors of the Company are not aware of any acts, matters or things (not already described in the Prospectus) which may be material to the making of an informed assessment of:

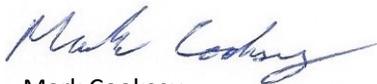
- a) the effect of the Offer on the Company; or
- b) the rights attaching to the SPP Options or Shares to be issued on the exercise of the SPP Options.

#### 5. Director Consent

---

##### Directors' authorisation and consent

This Second Supplementary Prospectus has been signed by a Director of the Company with the authority of each of the Directors and is dated 9 February 2024. Each Director has consented to lodgement of this Second Supplementary Prospectus with ASIC.



Mark Cooksey  
Managing Director