



**AXS GROUP LIMITED**  
**(A.C.N. 619 705 207)**  
**SUPPLEMENTARY PROSPECTUS**

**1. Important information**

This is a second supplementary prospectus ("**Second Supplementary Prospectus**") intended to be read with the Prospectus dated 18 September 2018 ("**Prospectus**") issued by AXS Group Limited ("**Company**") and supplemented by a supplementary prospectus dated 17 December 2018 ("**Supplementary Prospectus**") in respect to an offer of up to 14,000,000 Shares at \$0.25 each to raise a minimum of \$3,000,000 with up to \$500,000 of oversubscriptions.

This Second Supplementary Prospectus is dated 20 February 2019 and was lodged with ASIC on that day. Neither ASIC nor ASX takes any responsibility as to the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read in conjunction with the Prospectus and the Supplementary Prospectus. To the extent of any inconsistency between this Second Supplementary Prospectus and the Prospectus and the Supplementary Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus and the Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus will be issued with the Prospectus and the Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.axsgroup.com.au](http://www.axsgroup.com.au).

This Second Supplementary Prospectus and the Prospectus and the Supplementary Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares being offered under the Prospectus or any other matter, you should consult your professional advisers.

**2. Status of the Offer**

As at the date of this Second Supplementary Prospectus, the Company has not raised the Minimum Subscription provided for in the Supplementary Prospectus. No Applications have been processed and no Shares have been issued pursuant to the Prospectus and the Supplementary Prospectus.

**3. Effect of this Supplementary Prospectus**

This Second Supplementary Prospectus has been prepared to extend the indicative Closing Date of the Offer to 6 March 2019.

The Company made an application for admission to the Official List of ASX on 20 September 2018. If the Company is not admitted to the Official List and the Shares are not admitted to quotation within three (3) months from the date of the Supplementary Prospectus dated 17 December 2018, or any subsequent refresh disclosure document, all Application Monies will be refunded, without interest.

The Company envisages it will issue a third supplementary prospectus to update the market and assist with compliance with the ASX Listing Rules in relation to the following matters:

- a. budgeted revenue and budgeted costs for 2019 and 2020.

- b. 30 June 2018 financial information; and
- c. material contracts.

#### **4. Action required by investors**

##### ***Investors who have not previously made any Application***

All new Applications for Shares can only be accepted on the Application Form attached to or accompanying this Second Supplementary Prospectus. The Application Form should be completed in accordance with the instructions set out on the back of the form. Applications must not be made on the Application Form attached to or accompanying the Prospectus or the Supplementary Prospectus.

##### ***Investors who have lodged an Application Form***

Applicants who have already applied for New Shares under the Prospectus or the Supplementary Prospectus are not required to re-submit an Application Form unless they wish to apply for additional New Shares.

#### **5. Amendments to Prospectus and Supplementary Prospectus**

The Prospectus and the Supplementary Prospectus is supplemented by amending the important dates based on the table below throughout the document. In particular, the important dates have been changed as follows:

##### ***Important dates***

<b>Event</b>	<b>Date and time</b>
<b>Lodgement of the Prospectus with ASIC</b>	18 September 2018
<b>Lodgement of ASX listing application</b>	20 September 2018
<b>Opening Date</b>	26 September 2018
<b>Lodgement of the Supplementary Prospectus</b>	17 December 2018
<b>Lodgement of the Second Supplementary Prospectus</b>	20 February 2019
<b>Closing Date</b>	6 March 2019
<b>Issue of New Shares</b>	11 March 2019
<b>Expected dispatch of Holding Statements</b>	11 March 2019
<b>Shares expected to begin trading on ASX</b>	15 March 2019

These dates are indicative only and may change. The Company reserves the right to vary the dates and times set out above subject to Corporations Act and other applicable laws. The Company reserves the right to vary the times and dates of the Offer including to close the Offer early, extend the Offer or to accept late Applications, either generally or in particular cases, without notification. Applications received under the Offer are irrevocable and may not be varied or withdrawn except as required by law. Investors are therefore encouraged to submit their Application Forms as early as possible after the Offer opens.

#### **6. Directors' authorisation**

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors believe that the Prospectus, when read together with the Supplementary Prospectus and this Second Supplementary Prospectus, contains all the information that would be required by sections 710 and 711 of the Corporations

Act and does not contain any material statement that is misleading or deceptive. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of AXS Group Limited

Dated: 20 February 2019

A handwritten signature in black ink, appearing to read "Nick Brookes". The signature is written in a cursive, slightly slanted style.

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Nick Brookes  
Chairman



# How to complete this Application Form

## A Number of Shares applied for

Enter the number of Shares you wish to apply for. The Application must be for a minimum of 8,000 Shares (\$2,000.00). Applications for greater than 8,000 Shares must be in multiples of 2,000 Shares (\$500.00).

## B Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares applied for in Step A by the issue price of \$0.25.

## C Applicant Name(s)

Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

## D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

## E Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

## F CHES

AXS Group Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by AXS Group Limited and allocated a Securityholder Reference Number (SRN).

## G Payment

Make your **cheque, bank draft or money order** payable in Australian dollars to **'AXS Group Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque to the Application Form. Receipts will not be forwarded. Funds **cannot** be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in AXS Group Limited is upon and subject to the terms of the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus and the Constitution of AXS Group Limited, agrees to take any number of Shares that may be issued to the Applicant(s) pursuant to the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

## Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5.00pm AEST on Wednesday 6 March 2019. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

**Computershare Investor Services Pty Limited, GPO Box 52, MELBOURNE VIC 3001**

Neither CIS nor AXS Group Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

## 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 overleaf 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 <http://www.computershare.com/au>.

## Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to AXS Group Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund