



Axiom Mining Limited
ARBN 119 698 770

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Solomon Islands

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Spring Hill QLD 4000
Australia

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www.axiom-mining.com

6 March 2017

ASX Announcement

Supplementary Prospectus

Axiom Mining Limited ('Axiom' or 'the Company') wishes to advise of the lodgement of a Supplementary Prospectus ('**Supplementary Prospectus**') with the Australian Securities and Investment Commission ('**ASIC**') on the 6th March, 2017 to reflect the following:

- a) Finalised Placement value of \$1.5 million; and
- b) Amendments to Section 8.5 – Directors Holdings.

This document supplements, and should be read together with, the Prospectus lodged with ASIC by Axiom on the 1st March, 2017 (**Prospectus**). The Supplementary Prospectus has been issued to clarify or provide further details with regards to information already disclosed within the Prospectus. Eligible Shareholders will receive a copy of the Supplementary Prospectus together with the Prospectus. Both documents are expected to be despatched to Shareholders on Tuesday, 7th March 2017.

A copy of the Supplementary Prospectus is attached to this announcement and will also be provided on the Company website at www.axiom-mining.com.

ENDS

About Axiom Mining Limited

Axiom Mining Limited focuses on tapping into the resource potential within the mineral-rich Pacific Rim. Through dedication to forging strong bonds and relationships with the local communities and governments where we operate, Axiom Mining has built a diversified portfolio of exploration tenements in the Asia Pacific region. This includes a majority interest in the Isabel Nickel Project in the Solomon Islands and highly prospective gold, silver and copper tenements in North Queensland, Australia. The Company is listed on the ASX. For more information on Axiom Mining, please visit www.axiom-mining.com

Disclaimer

Statements in this document that are forward-looking and involve numerous risk and uncertainties that could cause actual results to differ materially from expected results are based on the Company's current beliefs and assumptions regarding a large number of factors affecting its business, including litigation outcomes in the Solomon Islands Court of Appeal. There can be no assurance that (i) the Company has correctly measured or identified all of the factors affecting its business or their extent or likely impact; (ii) the publicly available information with respect to these factors on which the Company's analysis is based is complete or accurate; (iii) the Company's analysis is correct; or (iv) the Company's strategy, which is based in part on this analysis, will be successful.



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SUPPLEMENTARY PROSPECTUS

1 Important information

This Supplementary Prospectus (**Supplementary Prospectus**) of Axiom Mining Limited (**Axiom** or the **Company**) is dated 6 March 2017 and was lodged with ASIC on that date under section 719 of the Corporations Act.

This Supplementary Prospectus supplements the Prospectus dated 1 March 2017 and lodged with ASIC on that date (**Prospectus**), and must be read together with the Prospectus. If there is any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus prevails.

Terms used but not defined in this Supplementary Prospectus have the meanings given in section 9 of the Prospectus. ASIC and ASX take no responsibility for the contents of this Supplementary Prospectus or the Prospectus.

2 Purpose of the Supplementary Prospectus

The Placement settled on Monday 6 March 2017 and a total of 9,375,000 Axiom Shares and 4,687,500 attaching options were issued to raise a total amount of \$1,500,000. Accordingly, Axiom has issued this Supplementary Prospectus for the purposes of providing an update on the effect of the Placement on the capital structure and pro-forma balance sheet of Axiom. The Company also takes this opportunity to correct the Directors share and option holdings disclosed in section 8.5 of the Prospectus.

3 Key offer details

The table of key offer details at page 4 of the Prospectus is replaced with the following:

Offer Price – Entitlement Offer	\$0.16 per New Axiom Share payable in full on acceptance
Shares on issue as at the date of the Prospectus	336,933,335 Axiom Shares 697,763 Unlisted Hong Kong Shares
Options and performance rights on issue as at the date of the Prospectus	161,461,366 Unlisted Options 900,000 Performance Rights
Eligible Shareholders' entitlement	1 New Axiom Share for every 10 Axiom Shares held on the Record Date and 7 Attaching Options for every 4 New Axiom Shares allotted.
Additional Axiom Shares	Eligible Shareholders may apply for Additional Axiom Shares in excess of their Entitlement
Maximum amount which can be raised under the Offer (before costs)*	Up to approximately \$5.5 million
Maximum number of New Axiom Shares which can be issued under the Offer*	34,635,834
Maximum number of Attaching Options which can be issued under the Offer	60,612,709
*Approximate total number of Axiom Shares on issue after the Offer if fully subscribed	380,994,169 Axiom Shares 697,763 Unlisted Hong Kong Shares
*Approximate total number of Attaching Options on issue after the Offer if fully subscribed	60,612,709
Approximate total number of Loyalty Bonus Options to be issued under the Bonus Issue	33,000,000

* Assumes that the Entitlement Offer is fully subscribed, no options are exercised and no further securities are issued

4 Section 5.2 - Effect on capital structure

Section 5.2 (on page 21) of the Prospectus up until the paragraph titled 'Commentary' is deleted and replaced with the following:

"The following table sets out the Company's current capital structure as at the date of this Supplementary Prospectus and its fully diluted capital structure immediately following the successful completion of the Entitlement Offer and Bonus Issue, assuming that:

- no new Axiom Shares are issued before the Bonus Issue allotment date;
- all of the Entitlements are taken up; and
- no Eligible Loyalty Bonus Shareholders change their Shareholdings and/or Option holdings between the date of this Prospectus and the Loyalty Bonus Record Date (other than subscribing for their Entitlements in full).

In this section 5.2, these assumptions are called the Full Subscription Assumptions.

Axiom Share capital – full subscription	
Axiom Shares on issue at the date of this Supplementary Prospectus (including shares issued under the Placement)	346,358,335
Unlisted Hong Kong Shares	697,763
Plus: New Axiom Shares issued under the Entitlement Offer	34,635,834
Total issued share capital on completion of Entitlement Offer (undiluted)	381,691,932
Options on issue (including Axiom Options issued under the Placement)	166,148,866
Performance Rights on issue	900,000
Plus: Attaching Options issued under the Entitlement Offer	60,612,709
Plus: Loyalty Bonus Options	33,000,000
Fully diluted share capital on completion of Offers**	642,353,507

** Assuming all Options and performance rights are exercised"

5 Section 5.3(c) - Effect on shareholdings (full subscription)

The table set out in section 5.3(c) on page 23 of the Prospectus is deleted and replaced with the following:

Share capital – fully subscribed (undiluted)	Number	%
Axiom Shares on issue at the date of this Supplementary Prospectus (including Axiom Shares issued under the Placement)	346,358,335	90.7
Unlisted Hong Kong Shares on issue as at the date of this Prospectus	697,763	0.2
Plus: New Axiom Shares	34,635,834	9.1
Total issued share capital on completion of Entitlement Offer (undiluted)	381,691,932	100.0

Share capital – fully subscribed (undiluted)	Number	%
Axiom Shares on issue at the date of this Prospectus (including Axiom Shares issued under the Placement)	346,358,335	53.9
Unlisted Hong Kong Shares on issue as at the date of this Prospectus	697,763	0.1
Plus: New Axiom Shares	34,635,834	5.4
Total issued share capital on completion of Entitlement Offer (undiluted)	381,691,932	59.4
Existing Axiom Options (including Axiom Options issued under the Placement)	166,148,866	25.9
Existing Performance Rights	900,000	0.2
Plus: Attaching Options	60,612,709	9.4
Plus: Loyalty Bonus Options	33,000,000	5.1
Total convertible securities on completion of Capital Raising and Bonus Issue	260,661,575	40.6
Fully diluted share capital on completion of Offers and Bonus Issues	642,353,507	100.0

6 Section 5.5(b) - Effect on financial position – pro-forma balance sheet

In section 5.5(b) (page 24) of the Prospectus, the third paragraph and the bullet points are deleted and replaced with the following:

“The table below is the pro-forma balance sheet of the Company as at 31 December 2016 adjusted to reflect the following assumptions:

- the Entitlement Offer was fully subscribed and \$5,541,733 was received under the Entitlement Offer from the issue of 34,635,834 New Axiom Shares;
- \$1,500,000 was raised under the Placement;
- payment of approximately \$45,000 representing the expenses of the Offer.

Pro-forma unaudited balance sheet as at 31 December 2016 if Entitlement Offer is fully subscribed

	Pro-forma prior to completion	Adjustments	Pro-forma on completion
ASSETS			
CURRENT ASSETS			
Cash & Cash Equivalents	1,387,320	6,996,733	8,384,053
Trade & Other Receivables	521,828	-	521,828
Prepayments	112,145	-	112,145
Total Current Assets	2,021,293	6,996,733	9,018,026
NON-CURRENT ASSETS			
Property, Plant & Equipment	547,453	-	547,453
Mineral exploration expenditure	1,143,039	-	1,143,039
Total Non-current Assets	1,690,492	-	1,690,492
TOTAL ASSETS	3,711,785	6,996,733	10,708,518
LIABILITIES			
CURRENT LIABILITIES			
Trade & Other Payables	2,627,729	-	2,627,729
Short-term Provisions	46,508	-	46,508
Employee Benefits	70,090	-	70,090
Total Current Liabilities	2,744,327	-	2,744,327
NON-CURRENT LIABILITIES			
Other payables	243,000	-	243,000
Lease liabilities	9,000	-	9,000
Employee benefits	11,000	-	11,000
Total Non-current liabilities	263,000	-	263,000
TOTAL LIABILITIES	3,007,327	-	3,007,327
NET ASSETS	704,458	6,996,733	7,701,191
EQUITY			
Issued Capital	108,360,445	6,996,733	115,357,178
Reserves	468,013	-	468,013
Accumulated losses	(103,234,806)	-	(103,234,806)
Total equity attributable to owners of the Company	5,593,652	6,996,733	12,590,385
Non-controlling interests	(4,889,194)	-	(4,889,194)
TOTAL EQUITY	704,458	6,996,733	7,701,191

Note: The actual financial position of the Company on completion of the Offer will differ from the position illustrated in the pro-forma capital structure and pro-forma balance sheets due to net expenditure during the period between 31 December 2016 and the date when the Entitlement Offer is completed. It will also differ if the Entitlement Offer is not fully subscribed."

7 Section 8.5 – Shareholdings and option holdings of Directors

The table set out in Section 8.5 is deleted and replaced with the following:

Director	Axiom Shares held directly	Axiom Shares held indirectly	Options held (directly and indirectly)	Performance Rights (directly and indirectly)
Robert Barraket	Nil	Nil	Nil	500,000
Ryan Mount	1,111,112	44,111	4,444,448	Nil
Jeremy Gray	47,750	555,556	2,222,224	400,000

8 Consent to lodgement

This Supplementary Prospectus is issued by the Company and the issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director of the Company has consented in writing to the lodgement of this Supplementary Prospectus with ASIC.



axiom
Build. Share. Protect.

Axiom Mining Limited
ABN 81 119 698 770



For all enquiries:

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

Web:
www.investorcentre.com/contact

AVQ


MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (AEDT) Thursday 16 March 2017**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

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

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus dated Wednesday 1 March 2017.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Axiom Mining Limited - NRR1 A/C**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.


Turn over for details of the Offer →

STEP 1

Registration Name & Offer Details

Registration Name:

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

 For your security keep your SRN/
HIN confidential.

Entitlement No: 12345678

Offer Details:

Existing shares entitled to participate as at
7:00pm (AEDT) Monday 6 March 2017:

Entitlement to New Shares
on a 1 for 10 basis:

Amount payable on full acceptance
at \$0.16 per New Share:

4,000
1
\$0.01

STEP 2


Make Your Payment



Billers Code: 264531
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:

 Make your cheque, bank draft or money order payable to "Axiom Mining Limited - NRRI A/C" and cross "Not Negotiable".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 52 Melbourne Victoria 3001 Australia

Lodgement of Acceptance
If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) Thursday 16 March 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Axiom Mining 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 this time.
If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) Thursday 16 March 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Axiom Mining Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice
The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (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. 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 or see our Privacy Policy at <http://www.computershare.com/au>.

[Detach here](#)

Axiom Mining Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at \$0.16 per New Share:

A\$



Entitlement No: 12345678

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (AEDT) Thursday 16 March 2017

Contact Details

Contact Name

Daytime Telephone

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$