



Axiom Mining Limited
ARBN 119 698 770

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Solomon Islands

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Australia

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24 January 2018

ASX Announcement

Annual general meeting and shareholder briefings

Dear Shareholder,

Axiom Mining Limited ('Axiom' or 'the Company') is pleased to invite you to the Company's Annual General Meeting (AGM).

Today we have despatched to each shareholder and lodged separately with ASX copies of the following:

1. Notice of Meeting of AGM
2. Proxy / voting instruction form
3. 2017 Annual Report (an electronic version is available at www.axiom-mining.com)

For the past two years Axiom has provided shareholders with a briefing presented by the Board and Management, in two cities in Australia during the month of April. These information sessions were well received.

Axiom will again this year conduct shareholder briefing sessions in Sydney and Brisbane in April 2018. Details of these two events will be announced later this quarter.

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 part of the Isabel Nickel Project in the Solomon Islands and highly prospective gold, silver and copper tenements in North Queensland, Australia. Axiom Mining 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.

Axiom Mining Limited

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Meeting Documentation

Notice of Annual General Meeting and Explanatory Statement

Date of Meeting
15 February 2018

Time of Meeting
10:00am

Place of Meeting
Boardroom No. 9
Upper Lobby
Renaissance Harbour View Hotel
1 Harbour Road
Wan Chai
Hong Kong

ARBN 119 698 770

Notice of Annual General Meeting

Axiom Mining Limited

The Annual General Meeting of Axiom Mining Limited ARBN 119 698 770 will be held at Boardroom No. 9, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai Hong Kong on Thursday, 15 February 2018 at 10:00 am.

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Statement, which contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the proposals set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Business

1. Axiom Group Financial Statements

To receive and adopt the financial statements and the reports of the Directors and Auditors for the Axiom Group for the year ended 30 September 2017. Those statements and reports have been filed on the ASX electronic filing system for Company Notices and are available on the Company's website at www.axiom-mining.com.

To consider, and if thought fit, to pass the following ordinary resolutions:

2. Resolution 1 – Ratification of issue of 27,766,976 Loyalty Bonus Options

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 27,766,976 Options to shareholders on the terms and conditions set out in section 4 of the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by the allottees described in section 4 of the Explanatory Statement and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. Resolution 2 – Ratification of prior issue to a Professional Investor

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 28,578,880 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by Magna and its Associates. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 3 – Approval to issue Convertible Notes to a Professional Investor

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of Convertible Notes in the Company, and resultant issue of Shares issued on conversion of the Convertible Notes, to Magna (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by Magna and its Associates. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 4 – General Mandate to issue and allot new Shares

“That, subject to any restrictions in the ASX Listing Rules in relation to issuing new capital (including ASX Listing Rules 7.1; 10.11 and 10.14), pursuant to Part 4, Section 141 (3) of the Companies Ordinance, Hong Kong, Cap 622, a general mandate to the Directors to issue further unissued shares in the capital of the Company at any time to such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit be approved, and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

6. Resolution 5 – Re-election of Jeremy Gray as a Director

“That Mr Jeremy Gray, a Director having been appointed by the Board, retires in accordance with ASX Listing Rule 14.5 and Section 114 of the Articles of Association, and having offered himself for re-election, is hereby elected as a Director of the Company.”

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following special resolutions:

7. Resolution 6 – Approval of Additional 10% Placement Capacity

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, the Company approves the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in Section 13 of the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 7 – Re-appointment of Auditors.

“That, pursuant to Section 394(1) of the Companies Ordinance, Hong Kong, Cap 622, Zenith CPA Limited, Certified Public Accountant be re-appointed as auditors of the Company, with such appointment to take effect from the close of the meeting, to hold office until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be authorised to fix their remuneration”.

Other Business

To transact any other business that might be legally brought before the Annual General Meeting.

Dated 12 January 2018

By order of the Board

A handwritten signature in black ink, appearing to read 'R Barraket', written in a cursive style.

Mr Robert Barraket

Chairman

Proxies

The Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company, your accountant or investment adviser.

The Board has determined that for the purpose of this Annual General Meeting, Shareholders will be taken to be the persons recorded on the Company's Register of Shareholders by 10.00am (Hong Kong time) on 13 February 2018.

Venue details

The Annual General Meeting of the Shareholders of Axiom Mining Limited (**Company**) will be held at:

Boardroom No. 9, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai Hong Kong.

The meeting commences at 10:00am (Hong time) on 15 February 2018.

How to Vote

If you are a registered holder of Ordinary Shares whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on poll on your behalf. A proxy need not be a member of the Company. Holders of CDIs on the Australian CDI registry may only vote by directing CHESS Depositary Nominees Pty Ltd ("CHESS" the Depositary Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed.

Postal Address:

GPO Box 242 Melbourne

Victoria 3001 Australia

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

Alternatively you can fax your proxy form so that it is received no later than 10:00am (Hong Kong time) on 13 February 2018 on the fax number listed below:

Fax Number: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

Your Proxy Form is enclosed

This is an important document. Please read it carefully. If you are unable to attend the Annual General Meeting please complete the enclosed Proxy Form and return it in accordance with the instructions set out on that form.

Axiom Mining Limited

ARBN 119 698 770

Explanatory Statement

1. Introduction

This Explanatory Statement has been prepared for Shareholders of Axiom Mining Limited ARBN 119 698 770 (“**Company**”) in connection with the business to be transacted at the Annual General Meeting of the Company to be held at 10:00am on 15 February 2018 at Boardroom No. 9, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai Hong Kong and contains important explanatory and other information for Shareholders in relation to the Resolutions set out in the attached Notice of Meeting.

The Directors recommend Shareholders read this Explanatory Statement carefully in full before making any decision in relation to the Resolutions.

The Directors encourage all Shareholders to attend the Annual General Meeting and vote in person or by proxy to ensure that they have a say in protecting their investment in the Company.

With the exception of any of the voting exclusions contained in this Notice of Meeting and Explanatory Statement, the Directors recommend that Shareholders vote in favour of all Resolutions.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

2. Reasons for Resolutions

The Company is required to comply with the ASX Listing Rules with respect to all Resolutions.

The relevant ASX Listing Rules for which each of the Resolutions is required to be passed is set out in the body of that Resolution. The effect of each relevant provision of the ASX Listing Rules is as follows.

(a) ASX Listing Rule 7.1

ASX Listing Rule 7.1 requires the prior approval of Shareholders if a company proposes to issue or agrees to issue in any 12 month period Equity Securities exceeding 15% of its securities on issue at the commencement of the 12 month period.

(b) ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that eligible companies may seek the approval of Shareholders by special resolution passed at an annual general meeting to issue up to a further 10% of its issued share capital over a 12 month period.

(c) ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that a company may approve an issue of securities made without approval under ASX Listing Rule 7.1 subsequently to the issue of those securities provided that the issue did not breach ASX Listing Rule 7.1.

(d) ASX Listing Rule 10.11.1

ASX Listing Rule 10.11.1 requires the prior approval of Shareholders for the issue of securities to a related party, which includes a Director of the Company.

(e) ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires prior shareholder approval for the acquisition of securities under an employee incentive scheme by directors or their associates.

(f) ASX Listing Rule 14.5

ASX Listing Rule 14.5 provides that “a Director of an entity must not hold office (without re-election) past the third annual general meeting following the director’s appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. This rule does not apply to the managing director (but if there is more than one managing director, only one is entitled not to be subject to re-election)”

Notes on Resolutions

None of the Resolutions are inter-conditional. Accordingly, if Shareholders do not approve one of these Resolutions, each other Resolution may still be approved by Shareholders.

Resolutions 1 to 5 are ordinary resolutions, which require approval by 50% of Shareholders present at a meeting, either in person or by proxy.

Resolutions 6 and 7 are special resolutions, which require approval by 75% of Shareholders present at the meeting, either in person or by proxy.

3. Adoption of Axiom Group Financial Statements

The audited financial statements and reports by the directors and the auditors for the Axiom Group for the year ended 30 September 2017 have been lodged on the Company’s information page of the ASX Limited and also on the Company’s website (www.axiom-mining.com). Shareholders will be asked to adopt these financial statements and reports and the Directors will give shareholders an opportunity to discuss their contents and ask any questions.

4. Ratification of prior issue of Loyalty Bonus Options (Resolution 1)

Following an announcement to the ASX on 1st March 2017, the Company undertook a Loyalty Bonus Option Issue of one bonus Option for every eight Shares held by Shareholders holding 125,000 or more fully paid Shares at the relevant record date.

Pursuant to a prospectus to Shareholders issued on 1st March 2017 and amended on the 6th and 29th March 2017, 27,766,976 Options were issued on 19th May 2017.

The Options are quoted on the ASX as AVQO, are exercisable at \$0.40 per Share and have an expiry date of 14th December 2018.

The Company is seeking subsequent Shareholder approval of the above Options pursuant to ASX Listing Rule 7.4 so that such Options are not taken into account in determining the Company’s capacity to issue up to 15% of its issued Shares, if required, in the next 12 months without the need to obtain Shareholder approval.

Approval of the issue of the above Options under ASX Listing Rule 7.4 will further mean that conversion of such securities into Shares on the exercise of the Options will not require shareholder approval, as the conversion falls under exception 4 of ASX Listing Rule 7.2.

No related parties, including Directors of the Company, have participated in the Loyalty Bonus Option Issue except for those related parties where approval was sought and received at the AGM in on 30th March 2017.

5. Ratification of prior issue to a Professional Investor (Resolution 2)

As announced by the Company on 16th June 2017, the Company entered into a convertible note facility with New York based MEF I, L.P. (**Magna**) for \$4.0 million in funding which it has used, and subsequently expanded this by a further \$5.0 million of which \$2.0 million has been used (**Facility**).

To date the \$6 million received from the Facility has resulted in the issue of 4,647,058 Convertible Notes (**Notes**) of which 2,737,400 Notes have been converted into 28,578,880 Shares. These Shares have been issued pursuant to ASX Listing Rule 7.1.

The Company is seeking subsequent Shareholder approval of the issue of the above Shares pursuant to ASX Listing Rule 7.4 so that such Shares are not taken into account in determining the Company's capacity to issue up to 15% of its issued Shares, if required, in the next 12 months without the need to obtain Shareholder approval. The allottee of the Shares is an institutional, professional and/or sophisticated investor for the purposes of section 708(8) or 708(11) of the Corporations Act (as applicable).

6. Approval to issue Convertible Notes to a Professional Investor (Resolution 3)

As announced by the Company on 16th June 2017, the Company entered into a convertible note facility with Magna for \$4.0 million in funding which it has used, and subsequently expanded this by a further \$5.0 million of which \$2.0 million has been used.

The Company can draw down the remaining tranche of \$3 million in funding from the Facility by 31st January 2018.

On draw down of each of this further tranche of funding, the Company is required to issue Convertible Notes to Magna on the terms referred to below.

The funds will be used for the preparation for development of the Isabel Nickel project, other mineral exploration programs and to supplement the Company's general working capital.

This Resolution seeks Shareholder approval to issue Convertible Notes to Magna (or its nominee) under the Facility.

Details of the Facility

Pursuant to and in accordance with ASX Listing Rule 7.3, the following additional information is provided:

- a) each tranche of funds will be paid in Australian dollars. The number of Convertible Notes to be issued will depend on the then current exchange rate, with one Convertible Note being issued for each \$US1 of funds provided to the Company;
- b) the table below shows a worked example for illustrative purposes, of the number of Convertible Notes issued for a \$3,000,000 tranche of funding, with various exchange rates at the time of issuing the Convertible Notes:

Exchange rate	A\$ = US\$0.60	A\$ = US\$0.80	A\$ = US\$1.00
Convertible Notes issued	1,800,000	2,400,000	3,000,000

- c) the number of Shares to be issued on conversion of the notes is the face value of each note (being \$US1.10) multiplied by the number of notes converted and divided by the Share Price at the time of issue, as referred to in (f) below;
- d) the Convertible Notes approved under this resolution will be issued no later than 3 months after the date of the Meeting;
- e) the Convertible Notes will be issued progressively as funding is drawn down under the Facility;
- f) the Convertible Notes will be convertible at any time by Magna (subject to limits) at a Share Price which is the lower of: (i) the lowest price for which the Company issues shares to others from the date of the Facility until the date of issue to Magna (or its nominee), or (ii) a 10% discount from the average of the two (2) lowest daily VWAPs in the five (5) days prior to conversion;
- g) the table below shows a worked example for illustrative purposes, of Share issues for a \$3,000,000 tranche of funding (where at the time of issuing the Convertible Notes the exchange rate is US\$0.80 to A\$1, so that 2,400,000 Convertible Notes are issued), with variances in the exchange rate and Share Price at the time of conversion into Shares:

Exchange rate at time of conversion into Shares	Dilution		
	\$0.08 50% decrease in Share Price	\$0.16 Share Price	\$0.24 50% increase in Share Price
A\$ = US\$0.60 (25% decrease in exchange rate at conversion)	61,111,111 Shares	30,555,556 Shares	20,370,369 Shares
A\$ = US\$0.80 (exchange rate at conversion)	45,833,333 Shares	22,916,667 Shares	15,277,777 Shares
A\$ = US\$1.00 (25% increase in exchange rate at conversion)	36,666,667 Shares	18,333,334 Shares	12,222,222 Shares

- h) the Convertible Notes have a maturity of 12 months after their respective issue dates;
- i) the Convertible Notes are unsecured and bear no interest;
- j) the Company has an option to repay the Convertible Notes prior to maturity at a premium to their face value;
- k) Magna is not a Related Party of the Company;
- l) the Convertible Notes are not redeemable by Magna (or its nominee); and
- m) the Facility contains provisions restricting the periodic trading of shares on the market as well as a prohibition on short selling.

11 General mandate to issue and allot new Shares (Resolution 4)

Under the Hong Kong Companies Ordinance, Section 141 (3), companies are required to first obtain shareholder approval before issuing or allotting any new shares. It is general practice for Directors to be granted such approval from the shareholders at the Annual General Meeting to cover shares to be issued during the next 12 months to fund the Company's ongoing activities and general working capital requirements so such issues may be made in a timely fashion.

The Company requests shareholders to renew their approval pursuant to Section 141 (3) of the Companies Ordinance, Cap 622, to grant a general mandate to the Directors to issue further unissued shares in the capital of the Company at any time to such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, and that such authority shall continue to be in force until the conclusion of the next Annual General meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

Notwithstanding approval of Resolution 11, the Company remains subject to the restrictions in the ASX Listing Rules concerning issuing new capital including ASX Listing Rules 7.1, 10.11 and 10.14.

12 Re-election of Mr Jeremy Gray as a Director (Resolution 5)

In accordance with ASX Listing Rule 14.5 "A Director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. This rule does not apply to the managing director (but if there is more than one managing director, only one is entitled not to be subject to re-election)".

Pursuant to Article 114 of the Company's Articles of Association, each director shall retire by rotation at the annual general meeting held in the third calendar year following the year in which such director was elected or last re-elected. A director retiring by rotation shall be eligible for re-election.

Pursuant to Listing Rule 14.5 and Article 114 of the Company's Articles of Association, Mr Gray, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Gray was appointed a Non-Executive Director of the Company on 27 July 2015.

Mr Gray is a mining investment professional with more than 20 years of experience in global resource capital markets as a mining equity analyst, mining portfolio manager and investment banker. Mr Gray's career in mining investment include appointments as the Global Head of Basic Materials at Standard Chartered Bank Plc, Head of Metals and Mining Research at Morgan Stanley in London and the head of Mining Research at Credit Suisse in London. Mr Gray is currently a Director and a Managing Partner of Chancery Asset Management, Managing Director of Orinoco Limited and a Director of White Rock Minerals Limited. Mr Gray holds an Honours degree in Finance from Melbourne University.

13 Approval of Additional 10% Placement Capacity (Resolution 6)

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital over a 12 month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- a) the entity has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis); and
- b) the entity is not included in the S&P ASX 300 Index.

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

Formula for calculating Additional 10% Placement Capacity

Listing Rule 7.1A.2 provides that an eligible entity, which has obtained shareholder approval at an Annual General Meeting, may issue or agree to issue, during the Additional Placement Period (as defined below), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the 12 months;
 - plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - less the number of fully paid shares cancelled in the 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issue under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

The Company is seeking approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the mining and development of the Isabel Nickel project and to supplement the Company's general working capital.

The Company may also issue Equity Securities for non-cash consideration to consultants or other parties for services rendered or in satisfaction of the performance of other obligations of the Axiom Group

Listing Rule 7.1A

The effect of Resolution 6 will be to permit the Company to issue Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company has 385,051,932 Shares on issue at the date of this notice. Based on such number of Shares, and subject to Shareholder approval of Resolution 6, 38,505,193 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Specific Information required by Listing Rule 7.3A

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- a) the Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued;
- b) if Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the meeting; and
 - ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities;

The table below shows the potential dilution of existing Shareholders of variable "A" is the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity using variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that the based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

Variable "A"	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.075	\$0.15	\$0.225
		Issue Price at half the current market price	Issue Price at current market price	Issue Price at double the current market price
Current Variable A	<i>Shares issued</i>	38,505,193	38,505,193	38,505,193
Shares	<i>Funds raised</i>	\$2,887,889	\$5,775,779	\$8,663,668
50% increase in	<i>Shares issued</i>	57,757,790	57,757,790	57,757,790
current Variable A	<i>Funds raised</i>	\$4,331,834	\$8,663,668	\$12,995,503
100% increase in	<i>Shares issued</i>	77,010,386	77,010,386	77,010,386
current Variable A	<i>Funds raised</i>	\$5,775,779	\$11,551,558	\$17,327,337

The table shows:

- i) examples where variable "A" is at its current level and where variable "A" has increased by 50% and 100%;
- ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 18th December 2017 being \$0.15, (current market price), where the issue price is halved, and where it is doubled; and
- iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

***The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.**

Note this table assumes:

- i. no Options or Performance Rights are exercised and before the date of the issue of the Equity Securities;
- ii. the issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares;
- iii. the current shares on issue are the Shares on issue as at 18th December 2017.
- iv. the Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity;
- v. the Company has not issued any Equity Securities in the 12 months prior to this Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
- vi. the calculations above do not show the dilution to which any one particular Shareholder will be subject. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances;

- vii. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%; and
 - viii. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting;
- (c) approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:
- i) the date that is 12 months after the date of the Annual General Meeting; and
 - ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking),
- (Additional Placement Period);**
- (d) the Company may seek to issue the Equity Securities for the following purposes:
- i) cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds raised towards the development of the Isabel Nickel project and to supplement the Company's general working capital; or
 - ii) non-cash consideration. The Company may issue also Equity Securities for non-cash consideration to consultants or other parties for services rendered and may issue Equity Securities to third parties in satisfaction of the performance of other obligations of the Axiom Group as the Company has previously. If Equity Securities are issued for non-cash consideration, the Company will comply with Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the noncash consideration to the market.
- The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities;
- (e) the Company's allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity will be determined having regard to purpose(s) of the issue(s) and the prevailing market conditions at the time of the proposed issue(s).
- The identity of the allottees under the Additional 10% Placement Capacity will be determined on a case-by-case basis having regard to factors which may include the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, entitlements issues or other issues in which existing security holders can participate;
 - (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from professional advisers, including corporate, financial and broking advisers (if applicable).

The Company notes that:

- (i) any funds raised from the issue of Shares under the Additional 10% Placement Capacity are likely to be applied towards the preparation for development of the Isabel Nickel project, other mineral exploration programs and to supplement the Company's general working capital. The Company may issue also Equity Securities for non-cash consideration to consultants or other parties for services rendered and may issue Equity Securities to third parties in satisfaction of the performance of other obligations of the Axiom Group;
- (ii) it is not possible to determine whether any existing Shareholders, or class of Shareholders, would be invited to apply for any Shares to be issued under the Additional 10% Placement Capacity, or to determine the category of any new investors that may be invited to participate in such a fundraising;
- (iii) prior to undertaking any fundraising, the Board will have regard to whether it is in the Company's best interests to structure such a fundraising as an entitlements issue to all of the Company's existing Shareholders at that time; and
- (iv) the reason for undertaking any particular issue under the Additional 10% Placement Capacity would be announced at the time the Company sought to issue shares under that Additional 10% Placement Capacity.

At the date of this notice, the allottees under the Additional 10% Placement Capacity have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties (or their Associates) of the Company. If the Company issues the Equity Securities for the settlement of liabilities of the Group, it is likely that the allottees under the Additional 10% Placement Capacity will be those parties to whom the liabilities are owed;

- (f) The Company previously obtained shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 30 March 2017.

The total number of Equity Securities issued in the 12 months preceding the date of this notice of meeting is 109,545,058 and represents 21.9% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The table in Annexure B sets out details of all issues of Equity Securities by the Company during the 12 months preceding the date of this Notice of Meeting as required by ASX Listing Rule 7.3A.6(b).

- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 6.

14 Re-appointment of Auditors (Resolution 7)

At the Annual General Meeting of the Company held on the 30th March, 2017 the members approved a resolution re-appointing Zenith CPA Limited as the Company's auditor.

The appointment terminates at the conclusion of the Annual General Meeting.

The Company has received a written consent to act as auditor of the Company from Zenith CPA Limited, Certified Public Accountant. The Company proposes that Zenith CPA Limited be re-appointed as auditor of the Company and the Shareholders are asked to authorise the re-appointment and for the directors to fix their remuneration.

If Resolution 7 is passed by members, the re-appointment of Zenith CPA Limited will take effect from completion of the Annual General Meeting and continue until the next Annual General Meeting of the Company.

15

Information for the purposes of the ASX Listing Rules

(a) Information for the purpose of ASX Listing Rules 7.4 and 7.5 (Resolution 1)

The following information is provided for the purpose of ASX Listing Rules 7.4 and 7.5.

Number of securities issued	28,335,371 Listed Options (Loyalty Bonus Options)
Issue price of securities	The Options were issued for nil consideration.
Terms of the securities	<p>The Options have an exercise price of \$0.40 per Share, expire on 14th December 2018 and are quoted under AVQO.</p> <p>The Shares issued upon exercise of the Options will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.</p> <p>Refer to Annexure A for additional terms and conditions of the Loyalty Bonus Options.</p>
Allottees	Shareholders holding more than 125,000 Shares at 16 th May 2017.
Intended use of funds raised	The funds raised by the Company will be utilised for preparation for the development of the Company's Nickel Project in the Solomon Islands, exploration programs and general working capital.
Issue date	19 th May 2017
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

(b) Information for the purpose of ASX Listing Rules 7.4 and 7.5 (Resolution 2)

The following information is provided for the purpose of ASX Listing Rules 7.4 and 7.5.

Number of securities issued	25,278,880 Shares
Issue price of securities	At various prices as shown in the table in Annexure B against Shares issued to MEF I L.P. (Magna) and noted as conversion of Convertible Notes.
Terms of the securities	The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
Allottees	MEF I, L.P (Magna)
Intended use of funds raised	The funds raised by the Company will be utilised for preparation for the development of the Company's Nickel Project in the Solomon Islands, exploration programs and general working capital.
Issue date	Various dates from 23 rd June 2017 to 12 th December 2017.
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

In the Notice of Meeting and this Explanatory Statement the following defined terms have the following meanings:

Annual General Meeting means the annual general meeting convened by the Notice of Meeting.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. A related party of a director or officer of the entity or of a child entity is to be taken an associate of the director or officer unless the contrary is established.

ASX means Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of ASX Settlement Pty Ltd.

Axiom CDI means a CDI in respect of an Axiom Share.

Axiom Group means the Company, Axiom Vietnam JSC, Axiom Nickel Pty Ltd, Axiom Nickel (SI) Ltd, Axiom KB Ltd, Axiom KB Mining Limited, Guadalcanal Resources Limited, Laos Resources Ltd, Ozmin Resources Pty Ltd, Millungera Energy Pty Ltd, South Pacific Minerals Limited, Vietnam Resources Corporation Pty Ltd., Vietnam Resources Corporation (VN Holdings) Pty Ltd., Vietnam Resources Corporation (QB) Pty Ltd. and VRC Quangtri Pty Ltd.

Axiom Share means an ordinary share in the capital of the Company that is fully paid or credited as fully paid (as the case may be).

Board means the Board of Directors of the Company.

CDI means a CHESS Depositary Interest, within the meaning of the ASX Settlement Operating Rules.

CDN means CHESS Depositary Nominees Pty Limited ARBN 75 071 345 506 or such other entity that is the Company's CHESS Depositary Nominee with respect to Axiom Shares.

Company means Axiom Mining Limited ABN 81 119 698 770.

Convertible Notes or **Notes** means the convertible notes issued by the Company to Magna under the convertible note facility announced by the Company on 16th June 2017.

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

Director and Executive Performance Rights Plan means the Director and Executive Performance Rights Plan approved by Shareholders and initially established at the extraordinary general meeting of the Company on 30 July 2010.

Director means each of the Directors of the Company being Mr Robert Barraket, Mr Jeremy Gray and Mr Ryan Mount.

Dollar or **\$** means the lawful currency of the Commonwealth of Australia.

Loyalty Bonus Options mean Options offered under the Prospectus on the terms and conditions set out in Sections 4 and 5 and 15(a) and 15(b) of the Explanatory Statement.

Magna means MEF I, L.P.

Notice of Meeting means the notice of meeting that accompanies this Explanatory Statement.

Option means an option to purchase a Share.

Performance Rights means each right under the Director and Executive Performance Rights Plan to acquire a Share.

Prospectus means a prospectus dated on or about 1 March 2017.

Resolutions means the resolutions set out in the Notice of Meeting and **Resolution** means any of them.

Share means an Axiom Share issued (or to be issued) to CDN and an Axiom CDI issued (or to be issued) by CDN in respect of such Axiom Share.

Share Price means the issue price of a Share as defined in Section 6(f).

Shareholder means a registered holder of Shares in the Company.

Trading Day has the meaning given to that term in the ASX Listing Rules.

ANNEXURE A
TERMS OF OPTIONS

1. Each Option entitles the holder the right to subscribe for one ordinary share in the capital of the Company for the relevant option exercise price.
2. Each Option which has not been exercised will expire at 5.00pm (Sydney time) on the relevant date of expiry (**Expiry Date**). Each Option may be exercised at any time prior to the Expiry Date and Options not so exercised shall automatically expire on such date.
3. Each Share issued as a result of the exercise of any Option will, subject to the Articles of Association of the Company, rank equally in all respects with the then existing ordinary Shares on issue.
4. No Optionholder will be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Optionholder, a member of the Company.
5. The Options are transferable.
6. An Option may only be exercised by the Optionholder by lodging an exercise notice with the Company which must be received by the Company by 5.00 pm (Sydney time) on the Expiry Date. The exercise of some Options shall not affect the Optionholder's right to exercise the other Options at a later time.
7. The Company will, as soon as practicable (and not later than 15 days) after the Company receives a valid exercise notice from the Optionholder, and in accordance with the Corporations Act and the ASX Listing Rules, allot the number of Shares in the Company so subscribed for by the Optionholder. In the case of fractions (if any), the number of Shares issued will be rounded down to the next lower whole number and the exercise price will be rounded up to the next highest cent.
8. An Optionholder shall have no rights to dividends in respect of the Options and shall have no interest in the Shares the subject of the Options unless and until those Options are exercised and the Shares issued.
9. If the Company reorganises its capital in any way while any Options are on issue, the number of Options will be reorganised in accordance with the ASX Listing Rules so that the Optionholder will not receive a benefit that the existing holders of Shares do not receive and in addition will be changed to the extent necessary to comply with the ASX Listing Rules applicable to the particular reorganisation of capital at the time.
10. There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be offered or made by the Company to its shareholders from time to time prior to the Expiry Date unless and until the Options are exercised.
11. If there is a pro-rata issue (except a bonus issue) to the holders of the ordinary shares, the exercise price of the Options shall be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

O' = the new exercise price of each Option

O = the old exercise price of each Option

- E = the number of ordinary shares into which each Option is exercisable
- P = the average market price per ordinary shares (weighted by reference to volume) of the ordinary shares during the 5 Trading Days ending on the day before the ex-rights or ex-entitlements date
- S = the subscription price for an ordinary share under the pro rata issue
- D = the dividend due but not yet paid on the ordinary shares (except those to be issued under the pro rata issue)
- N = the number of ordinary shares with rights or entitlements that must be held to receive a right to one new ordinary share.

12. If there is a bonus issue to the holders of ordinary shares, the number of securities over which each Option is exercisable will be increased by the number of ordinary shares which the Optionholder would have received if the Options had been exercised before the record date for the bonus issue.
13. If and to the extent any of the preceding terms and conditions are inconsistent with the ASX Listing Rules, such rules will prevail in all respects to the extent of the inconsistency.
14. These terms and conditions are governed by the laws of the State of New South Wales and the holders of the Options unconditionally submit to the jurisdiction of the courts of that State and courts of appeal from them.

ANNEXURE B – Information required under Listing Rule 7.3A.6(b)

SCHEDULE OF ISSUES OF EQUITY SECURITIES UNDER LISTING RULE 7.1

Date of Issue	Number of Equity Securities	Class of Equity Securities¹	Name of Recipient/ Basis on which Recipients were determined	Issue Price / Discount to Closing Market Price on Date of Issue (if any) (Exercise price (EP) for Options)	Total Cash Consideration	Amount of Consideration Spent and Description of Expenditure / Intended use for Remaining Consideration (if any)	Total Non Cash Consideration / (Current Value of Non Cash Consideration)
3 March 2017	9,375,000	Shares	Professional and Sophisticated Investors	\$0.16	\$1,500,000	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
3 March 2017	4,687,500	Listed Options	Professional and Sophisticated Investors	Nil (EP \$0.40)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A – attached to above placement
3 March 2017	50,000	Shares	Consultant	\$0.16	Nil	N/A	\$8,000 – issued in consideration of services provided (Current - \$7,500)
18 April 2017	714,286	Shares	Ryan Mount	\$0.28	\$200,000	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
18 April 2017	357,143	Unlisted Options	Ryan Mount	Nil (EP \$0.40)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A – attached to above placement
9 May 2017	1,545,723	Shares	Issued pursuant to Non-renounceable Entitlement Offer	\$0.16	\$247,316	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
9 May 2017	2,704,929	Listed Options	Issued pursuant to Non-renounceable Entitlement Offer	Nil (EP \$0.40)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A

19 May 2017	28,335,371	Listed Options	Issued Pursuant to Non-renounceable Entitlement Offer	Nil (EP \$0.40)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	Nil, issued to shareholders as Loyalty Bonus Options pursuant to Entitlement Offer issued 29 March 2017
15 June 2017	6,250,000	Shares	Issued Pursuant to Non-renounceable Entitlement Offer Shortfall	\$0.16	\$1,000,000	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
15 June 2017	10,937,500	Listed Options	Issued Pursuant to Non-renounceable Entitlement Offer Shortfall	Nil (EP \$0.40)		Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A – attached to above placement
15 June 2017	500,000	Unlisted Options	Consultant	Nil (EP \$0.16)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
15 June 2017	500,000	Shares	Consultant	\$0.135	Nil	N/A	\$67,500 – issued in consideration of services provided (Current - \$75,000)
15 June 2017	500,000	Listed Options	Consultant	Nil (EP \$0.40)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A - attached to above issue
16 June 2017	200,000	Shares	MEF I L.P. (Magna)	\$0.165	Nil	N/A	\$33,000 – commitment fee for funding (Current - \$30,000)
16 June 2017	1,522,400	Convertible Notes	MEF I L.P. (Magna)	N/A	\$2,000,000	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
23 June 2017	2,479,772	Shares	MEF I L.P. (Magna)	\$0.116 (16% discount)	Nil	N/A	N/A – conversion of Convertible Notes
11 July 2017	62,500	Shares	Issued Pursuant to Non-renounceable Entitlement Offer Shortfall	\$0.16	\$10,000	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
11 July 2017	109,375	Listed Options	Issued Pursuant to Non-renounceable Entitlement Offer Shortfall	Nil (EP \$0.40)	Nil	Development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A – attached to above placement

3 August 2017	2,341,795	Shares	MEF I L.P. (Magna)	\$0.117 (16% discount)	Nil	N/A	N/A – conversion of Convertible Notes
3 August 2017	144,445	Shares	Employees	\$0.14	Nil	N/A	N/A – per employee agreements
7 August 2017	3,499,022	Shares	MEF I L.P. (Magna)	\$0.118 (25% discount)	Nil	N/A	N/A – conversion of Convertible Notes
10 August 2017	1,557,436	Convertible Notes	MEF I L.P. (Magna)	N/A	\$2,000,000	100% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
10 August 2017	9,708,839	Shares	MEF I L.P. (Magna)	\$0.118 (25% discount)	Nil	N/A	N/A – conversion of Convertible Notes
7 September 2017	2,352,486	Shares	MEF I L.P. (Magna)	\$0.175 (25% discount)	Nil	N/A	N/A – conversion of Convertible Notes
25 October 2017	2,014,327	Shares	MEF I L.P. (Magna)	\$0.164 (20% discount)	Nil	N/A	N/A – conversion of Convertible Notes
1 November 2017	2,010,780	Shares	MEF I L.P. (Magna)	\$0.164 (20% discount)	Nil	N/A	N/A – conversion of Convertible Notes
10 November 2017	1,537,222	Convertible Notes	MEF I L.P. (Magna)	N/A	\$2,000,000	50% - development of the Company's Nickel Project in the Solomon Islands and general working capital	N/A
21 November 2017	2,239,137	Shares	MEF I L.P. (Magna)	\$0.162 (15% discount)	Nil	N/A	N/A – conversion of Convertible Notes
12 December 2017	1,932,722	Shares	MEF I L.P. (Magna)	\$0.15 (6% discount)	Nil	N/A	N/A – conversion of Convertible Notes

Note 1: all Shares issued ranked pari passu with existing Shares on issue.



Axiom Mining Limited
ARBN 119 698 770

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Proxy Form

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- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (HKT) / 12:00pm (AEST) Tuesday 13 February 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Axiom Mining Limited hereby appoint



the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Axiom Mining Limited to be held in Boardroom No. 9, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai Hong Kong on Thursday 15 February 2018 at 10:00am (Hong Kong time) / 12:00pm (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolutions

	For	Against	Abstain
1 Ratification of issue of 27,766,976 Loyalty Bonus Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue to a Professional Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Convertible Notes to a Professional Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 General Mandate to issue and allot new Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Jeremy Gray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

6 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

AVQ

1 2 3 4 5 6 A

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CDI Voting Instruction Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.


Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (HKG) / 12:00pm (AEST) Sunday 11 February 2018**

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 5:00pm (AEST) Sunday 11 February 2018 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

Signing Instructions


Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE 
or turn over to complete the form

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Axiom Mining Limited hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Axiom Mining Limited to be held in Boardroom No. 9, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wan Chai Hong Kong on Thursday 15 February 2018 at 10:00am (HKG) / 12:00pm (AEST) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolutions

	For	Against	Abstain
1 Ratification of issue of 27,766,976 Loyalty Bonus Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue to a Professional Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Convertible Notes to a Professional Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 General Mandate to issue and allot new Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Jeremy Gray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

6 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

AVQ

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