

# **Appendix 3B**

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

#### **AXIOM MINING LIMITED**

ARBN

119 698 770

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	<sup>+</sup> Class of <sup>+</sup> securities issued or to	1.	Ordinary shares
	be issued	2.	Performance rights
2	Number of <sup>+</sup> securities issued or to be issued (if known) or maximum number which may be issued	1. 2.	2,614,636 100,000

- Principal terms of the 3 +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- Ordinary shares issued via a placement a Ordinary shares issued as a result of the conversion of 200,000 Convertible Notes (Notes) totalling \$298,265 at a conversion price of \$0.114075 per share. Shares issued pursuant to shareholder approval under resolution 3 at the Annual General Meeting (AGM) of 15 February 2018 and announced on 6 July 2018.
- 2. Performance rights issued to employee as part of remuneration.

4 Do the \*securities rank equally in all respects from the \*issue date with an existing \*class of quoted \*securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment

• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

5 Issue price or consideration

- 1. Conversion shares issued will rank pari passu with existing fully paid ordinary shares.
- 2. Ordinary shares issued on the exercise of Performance rights will rank pari passu with existing fully paid ordinary shares.

- 1. \$298,265
- 2. Nil

6	Purpose of the issue	
	(If issued as consideration for	
the acquisition of asset	the acquisition of assets, clearly	
	identify those assets)	

- Ordinary shares are issued as partial 1. conversion of Notes issued pursuant to the Agreement announced 16 June 2017 and further amended on 25 October 2017. Funds are used for exploration and predevelopment activities in Solomon Islands and for general working capital requirements.
- 2. Performance rights issued in accordance with contractual entitlement of employee.

6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?

> If Yes, complete sections 6b -6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i

- 6b The date the security holder resolution under rule 7.1A was passed
- 6c Number of *+*securities issued without security holder approval under rule 7.1
- 6d Number of +securities issued with security holder approval under rule 7.1A
- 6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of +securities issued under an exception in rule 7.2

Yes

15 February 2018

Nil

Nil

Nil

Nil

- 6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *+*issue date and both values. Include the source of the VWAP calculation.
- 6h If *+*securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to **ASX Market Announcements**
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements
- 7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7Å.

Cross reference: item 33 of Appendix 3B.

n/a

n/a

Under 7.1 – 61,514,590 Under 7.1A - 23,100,993

27 July 2018

- 8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)
- 9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)

Number	+Class
421,165,523	Ordinary Shares (AVQ)
47,274,675	<b>Listed Options (AVQO)</b> Exercisable at 40.00 cents each expiring 14.12.18

+Class
Unlisted Hong Kong
Shares
Unlisted Options:
Exerciseable at 20 cents each
Expiring 30.06.19
Exercisable at 16 cents each
Expiring 7.05.20
Exercisable at 30 cents each
expiring 30.3.26
Exercisable at 40 cents each
expiring 30.3.26
Exercisable at 50 cents each
expiring 30.3.26
Exercisable at 60 cents each
expiring 30.3.26
Total Unlisted Options
Unlisted Performance
Rights:
Vesting subject to performance
conditions.
Convertible Notes:
(In accordance with terms of
Convertible Note Agreement of
16 June 2017)
, , , , , , , , , , , , , , , , , , , ,
Tranche B Convertible Notes
not yet converted
,
Tranche C Convertible Notes
not yet converted
-
Total Convertible Notes

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

n/a

/a

# Part 2 - Pro rata issue

11	Is security holder approval required?	No
	-	
12	Is the issue renounceable or non- renounceable?	n/a
13	Ratio in which the <sup>+</sup> securities will be offered	n/a
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	n/a
15	<sup>+</sup> Record date to determine entitlements	n/a
	-	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
	L	
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be	n/a
	told how their entitlements are	
	to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a
	L	
	-	
21	Amount of any underwriting fee or commission	n/a
	-	
22	Names of any brokers to the issue	n/a
	L	
	Fee or commission payable to	1

Fee or commission payable to n/a 23 the broker to the issue

- 18
- 19

- Amount of any handling fee 24 payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- Date entitlement and acceptance 26 form and offer documents will be sent to persons entitled
- If the entity has issued options, 27 and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- Date rights trading will begin (if | n/a 28 applicable)
- Date rights trading will end (if 29 n/a applicable)
- How do security holders sell 30 their entitlements in full through a broker?
- How do security holders sell part 31 of their entitlements through a broker and accept for the balance?
- How do security holders dispose 32 of their entitlements (except by sale through a broker)?

33 <sup>+</sup>Issue date n/a

n/a

n/a

n/a

n/a

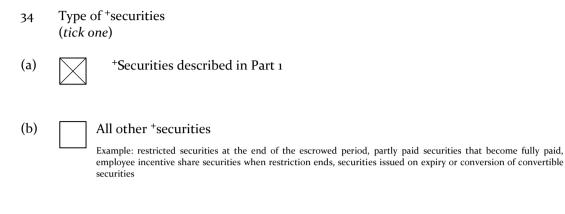
n/a

n/a

n/a

### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities



#### Entities that have ticked box 34(a)

37

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders
- 36 If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories
  - A copy of any trust deed for the additional <sup>+</sup>securities

#### Entities that have ticked box 34(b)

- 38 Number of \*securities for which \*quotation is sought
- 39 \*Class of \*securities for which quotation is sought
- 40 Do the \*securities rank equally in all respects from the \*issue date with an existing \*class of quoted \*securities?

If the additional <sup>+</sup>securities do not rank equally, please state:

• the date from which they do

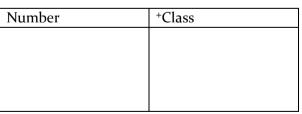
the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

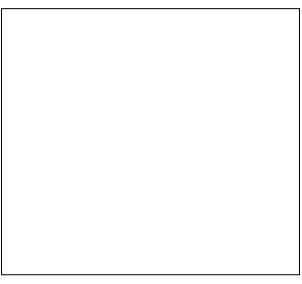
41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another <sup>+</sup>security, clearly identify that other <sup>+</sup>security)

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in clause 38)





#### Quotation agreement

- <sup>1</sup> <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

..... Date: 30 July 2018

Sign here:

Print name: Brent Hofman

Local Agent

+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

# Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

# Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
<i>Insert</i> number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue	358,808,379	
Add the following:		
<ul> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month</li> </ul>	109,375 60,846,177	
<ul> <li>period with shareholder approval</li> <li>Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul>	-	
Note:		
<ul> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	-	
"A"	419,763,931	

<sup>+</sup> See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
<i>Multiply</i> "A" by 0.15	62,964,590	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used		
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:		
<ul> <li>Under an exception in rule 7.2</li> <li>Under rule 7.1A</li> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul>	1,450,000	
<ul> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"C"	1,450,000	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15	62,964,590	
Note: number must be same as shown in Step 2		
Subtract "C"	1,450,000	
Note: number must be same as shown in Step 3		
<b>Total</b> ["A" x 0.15] – "C"	61,514,590	
	[Note: this is the remaining placement capacity under rule 7.1]	

<sup>+</sup> See chapter 19 for defined terms.

# Part 2

Rule 7.1A – Additional placement capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
<b>"A"</b> Note: number must be same as shown in Step 1 of Part 1	419,763,931	
Step 2: Calculate 10% of "A"		
"D"	0.10 Note: this value cannot be changed	
<i>Multiply</i> "A" by 0.10	41,976,393	
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i>	18,875,400	
<ul> <li>This applies to equity securities – not just ordinary securities</li> <li>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"E"	18,875,400	

<sup>+</sup> See chapter 19 for defined terms.

# Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A

"A" x 0.10	41,976,393
Note: number must be same as shown in Step 2	
Subtract "E"	18,875,400
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.10] – "E"	23,100,993
	Note: this is the remaining placement capacity under rule 7.1A

<sup>+</sup> See chapter 19 for defined terms.