



**Axiom Mining Limited**

ARBN 119 698 770

Ngossi, Honiara

PO Box 845

Solomon Islands

Level 6, 15 Astor Terrace

Brisbane QLD 4000

Australia

T + 61 7 3319 4100

[contact@axiom-mining.com](mailto:contact@axiom-mining.com)

[www.axiom-mining.com](http://www.axiom-mining.com)

**8 March 2019**

# Annual General Meeting

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 and lodged separately with ASX copies of the following:

1. Notice of Meeting of AGM
2. Proxy / voting instruction form
3. 2018 Annual Report (an electronic version is available at [www.axiom-mining.com](http://www.axiom-mining.com))

For further details on your Axiom shareholding or the AGM, please contact our share registry Computershare on 1300 850 505.

**For enquiries, please contact:**

Email: [contact@axiom-mining.com](mailto:contact@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 part of the Isabel Nickel Project in the Solomon Islands and highly prospective gold, silver and copper tenements in Solomon Islands and North Queensland, Australia. Axiom Mining is listed on the ASX. For more information on Axiom Mining, please visit [www.axiom-mining.com](http://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, some of which may be outside the Company's control. 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**

## **ARBN 119 698 770**

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### **Meeting Documentation**

#### **Notice of Annual General Meeting and Explanatory Statement**

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#### **Date of Meeting**

29 March 2019

#### **Time of Meeting**

10:00 am

#### **Place of Meeting**

Boardroom No. 1  
Upper Lobby  
Renaissance Harbour View Hotel  
1 Harbour Road  
Hong Kong

## **Notice of Annual General Meeting**

### **Axiom Mining Limited**

**ARBN 119 698 770**

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An Annual General Meeting of Axiom Mining Limited ARBN 119 698 770 will be held at Boardroom No. 1, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai Hong Kong on Friday, 29 March 2019 at 10:00 am (Hong Kong time).

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.

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#### **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 2018. 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](http://www.axiom-mining.com).

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

##### **2. Resolution 1 – Ratification of previous issue of 100,000 Performance Rights to Employees**

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 100,000 Performance Rights to an employee of the Company, Mr Robert Cross on the terms and conditions set out in sections 4 and 16 of the Explanatory Statement."

**Voting exclusion statement for Resolution 1:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Robert Cross or 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 previous issue of 1,000,000 Options to Consultant**

"That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue of 1,000,000 Options to a Consultant on 23 May 2018 on the terms and conditions set out in sections 5 and 16 of the Explanatory Statement for the provision of professional security and event management services."

**Voting exclusion statement for Resolution 2:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue 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.

**4. Resolution 3 – Ratification of previous issue of 250,000 Shares to Consultant**

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue of 250,000 Shares to a Consultant on the 22 June 2018 on the terms and conditions set out in sections 6 and 16 of the Explanatory Statement, for corporate finance and advisory services.”

**Voting exclusion statement for Resolution 3:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any of their 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 – Ratification of previous issue of 8,333,335 Shares and 8,333,335 Options to Professional and / or Sophisticated investors**

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 8,333,335 Shares and 8,333,335 Options to professional and/or sophisticated investors on 10 July 2018 on the terms and conditions set out in sections 7 and 16 of the Explanatory Statement.”

**Voting exclusion statement for Resolution 4:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue 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.

**6. Resolution 5 – Ratification of previous issue of 2,000,000 Options to Consultant**

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue of 2,000,000 Options to a Consultant, on the terms and conditions set out in sections 8 and 16 of the Explanatory Statement, for the provision of corporate and financial services.”

**Voting exclusion statement for Resolution 5:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue and any of their 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.

**7. Resolution 6 – Ratification of previous issue of 43,533,229 Shares to Magna**

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 43,533,229 Shares to Magna on the terms and conditions set out in sections 9 and 16 of the Explanatory Statement.”

**Voting exclusion statement for Resolution 6:** 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.

**8. Resolution 7 – Ratification of previous issue of 500,000 Commitment Shares to Magna**

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 500,000 Commitment Shares to Magna on the terms and conditions set out in sections 10 and 16 of the Explanatory Statement.”

**Voting exclusion statement for Resolution 7:** 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.

**9. Resolution 8 – 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.”

**10. Resolution 9 – Re-election of Mr Ryan Mount as a Director**

“That Mr Ryan Mount, a Director having been appointed by the Board, retires in accordance with ASX Listing Rule 14.4 and section 114 of the Articles of Association, and having offered himself for re-election, is hereby elected as a Director of the Company.”

**11. Resolution 10 – Election of Mr Jeffrey Markoff as a Director**

“That Mr Jeffrey Markoff, a Director having been appointed to the Board on 26 September 2018, retires in accordance with ASX Listing Rule 14.4 and section 120 of the Articles of Association, and being eligible, is hereby elected as a Director of the Company.”

**SPECIAL BUSINESS**

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

**1. Resolution 11 – 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 totaling 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 14 of the Explanatory Statement.”

**Voting exclusion statement for Resolution 11:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue except a benefit solely by reason of being a holder of ordinary securities in the Company, 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.

## **2. Resolution 12 – 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 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 7 March 2019

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 27 March 2019.

### Venue details

The Annual General Meeting of the Shareholders of Axiom Mining Limited (**Company**) will be held at Boardroom No. 1, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai Hong Kong.

The meeting commences at 10:00am (Hong Kong time) on 29 March 2019.

### How to Vote

If you are a registered holder of 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 Depository Nominees Pty Ltd ("CHESS" the Depository Nominee in respect of the CDIs) to cast proxy votes in the manner directed in the CDI voting instruction form enclosed.

To be effective, the proxy form must be received by the Company (unless otherwise permitted by the Directors) no later than:

- for holders of Axiom CDIs – no later than 10.00 am (Hong Kong time) on 26 March 2019; and
- for holders of Axiom Shares – no later than 10.00 am (Hong Kong time) on 27 March 2019.

Any proxy form received after this deadline, including at the meeting, will be treated as invalid.

### Lodge your vote:

#### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)

#### By Mail:

GPO Box 242 Melbourne

Victoria 3001 Australia

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

Alternatively you can submit your proxy form to the fax number listed below:

#### By Fax:

(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.**

# Explanatory Statement

## Axiom Mining Limited

ARBN 119 698 770

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### 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 10:00 am (Hong Kong time) on 29 March 2019 at Boardroom No. 1, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai 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 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, without shareholder approval (**Placement Capacity**).

#### (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 ratify 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 and that issue of securities will be treated as having been made with approval for the purposes of 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 14.4

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

Resolutions 11 and 12 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 2018 have been lodged on the Company's information page of the ASX Limited and also on the Company's website ([www.axiom-mining.com](http://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.

### **Resolutions**

#### **4. Ratification of previous issue of 100,000 Performance Rights to Employees (Resolution 1)**

On 9 March 2018, the Company issued 100,000 Performance Rights to On 27 July 2018, the Company issued 100,000 Performance Rights to Mr Robert Cross, an employee of the Company as part of his contractual remuneration entitlements.

Resolution 1 seeks subsequent Shareholder ratification for the issue of Shares to the employee pursuant to ASX Listing Rule 7.4. If Shareholders approve the issue of the Performance Rights, those securities will be deemed to be made with Shareholder approval under ASX Listing Rule 7.1 and will therefore not reduce the Company's available Placement Capacity.

#### **5. Ratification of prior issue of 1,000,000 Options to Consultant (Resolution 2)**

On 23 May 2018, the Company issued 1,000,000 Options to a consultant for professional services provided to the Company and its subsidiaries. The consultant was engaged by the Company under an agreement containing confidentiality provisions.

Under the terms of the consultancy agreement, the Company issued 1,000,000 Options with an exercise price of \$0.16 cents and an expiry date of 7 May 2020. Resolution 2 seeks subsequent Shareholder ratification for the issue of Options to the consultant pursuant to ASX Listing Rule 7.4. If Shareholders approve the issue of the Options, those Options will be deemed to be issued with Shareholder approval under ASX Listing Rule 7.1 and will therefore not reduce the Company's available Placement Capacity.

The consultant was not a related party of the Company. The consultant did not acquire the Options with the purpose of selling or transferring all or any of them or granting, issuing or transferring interests in or options over them, except where disclosure to investors is not required under sections 708 or 708A of the Corporations Act.

#### **6. Ratification of previous issue of 250,000 Shares to Consultant (Resolution 3)**

On 22 June 2018, the Company issued 250,000 Shares to a consultant for corporate finance and advisory services provided to the Company and its subsidiaries. The consultant was engaged by the Company under an agreement containing confidentiality provisions.

Under the terms of the consultancy agreement, the Company has agreed to issue 250,000 Shares at an issue price of \$0.13 per Share. Resolution 3 seeks subsequent Shareholder ratification for the issue of Shares to the consultant pursuant to ASX Listing Rule 7.4. If Shareholders approve the issue of the Shares, those shares will be deemed to be made with Shareholder approval under ASX Listing Rule 7.1 and will therefore not reduce the Company's available Placement Capacity.

The consultant was not a related party of the Company. The consultant did not acquire the Shares with the purpose of selling or transferring all or any of them or granting, issuing or transferring interests

in or options over them, except where disclosure to investors is not required under sections 708 or 708A of the Corporations Act.

#### **7. Ratification of previous issue of 8,333,335 Shares and 8,333,335 Options to Professional and / or Sophisticated investors (Resolution 4)**

On 10 July 2018, the Company issued 8,333,335 Shares and 8,333,335 attaching Options to professional and/or sophisticated investors.

The Shares were issued at an issue price of \$0.12 per Share. The Options have an exercise price of \$0.20 and are exercisable on or before 30 June 2019. The terms of the Options granted under this Resolution are set out in section 16 and Annexure A to this Notice of Meeting.

Resolution 6 seeks subsequent Shareholder ratification for the issue of Shares and grant of Options to professional and/or sophisticated investors pursuant to ASX Listing Rule 7.4. If Shareholders approve the issue of the Shares and grant of Options, those securities will be deemed to be made with Shareholder approval under ASX Listing Rule 7.1 and will therefore not reduce the Company's available Placement Capacity.

The issue of the Shares and grant of Options did not breach ASX Listing Rule 7.1. Each allottee of the Shares and Options is an institutional, professional and/or sophisticated investor (as the case may be) for the purposes of section 708(8) or 708(11) of the Corporations Act (as applicable) and did not acquire (or in the case of Shares to be issued by the Company on exercise of the Options, the Company understands that the relevant investors will not acquire) the securities with the purpose of selling or transferring all or any of them or granting, issuing or transferring interests in or options over them, except where disclosure to investors is not required under sections 708 or 708A of the Corporations Act.

#### **8. Ratification of previous issue of 2,000,000 Options to Consultant (Resolution 5)**

On 23 July 2018, the Company issued 1,000,000 Options to a consultant for the provision of corporate and financial services. On 28 August 2018, the Company issued a further 1,000,000 Options to the consultant for the provision of corporate and financial services. The consultant was engaged by the Company under an agreement containing confidentiality provisions.

Under the terms of the consultancy agreement, the Company issued 2,000,000 Options at an issue price of \$0.20 per Option and an expiry date of 30 June 2019. Resolution 5 seeks subsequent Shareholder ratification for the issue of Options to the consultant pursuant to ASX Listing Rule 7.4. If Shareholders approve the issue of the Options, those Options will be deemed to be made with Shareholder approval under ASX Listing Rule 7.1 and will therefore not reduce the Company's available Placement Capacity.

The consultant was not a related party of the Company. The consultant did not acquire the Options with the purpose of selling or transferring all or any of them or granting, issuing or transferring interests in or options over them, except where disclosure to investors is not required under sections 708 or 708A of the Corporations Act.

#### **9. Ratification of previous issue of 43,533,229 Shares to Magna (Resolution 6)**

In its announcement dated 12 December 2018, the Company announced that it had entered into an additional Convertible Note Facility (**Facility**) with New York based, MEF I, L.P. (**Magna**) for a further \$1 million in funding.

As announced by the Company on 16 June 2017, the Company entered into a convertible note facility with New York based MEF I, L.P. (**Magna**) for an initial \$4.0 million in funding which was subsequently expanded by a further \$5.0 million for a total of \$9.0 million of which has been fully drawn (**Facility**).

To date the \$9 million received from the Facility has resulted in the issue of 6,990,491 Convertible Notes (Notes) of which 6,369,089 Notes have been converted into 81,840,706 Shares of which 28,578,880 had been approved at the AGM on the 15 February 2018, leaving a remaining balance of 43,533,229 shares to be approved and 9,628,597 which were issued prior to 29 March 2018 and will be outside the required period time and not able to be ratified under 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).

#### **10. Ratification of previous issue of 500,000 Commitment Shares (Resolution 7)**

On 29 November 2018, the Company issued 500,000 Shares to Magna in consideration for entering into the Facility (**Commitment Shares**).

The Commitment Shares were issued at an issue price of \$0.10 per Share. Resolution 7 seeks subsequent Shareholder ratification for the issue of Commitment Shares to Magna pursuant to ASX Listing Rule 7.4. If Shareholders approve the issue of the Commitment Shares, those securities will be deemed to be made with Shareholder approval under ASX Listing Rule 7.1 and will therefore not reduce the Company's available Placement Capacity.

The issue of the Shares did not breach ASX Listing Rule 7.1. Magna is an institutional, professional and/or sophisticated investor for the purposes of section 708(8) or 708(11) of the Corporations Act (as applicable) and did not acquire the securities with the purpose of selling or transferring all or any of them or granting, issuing or transferring interests in or options over them, except where disclosure to investors is not required under sections 708 or 708A of the Corporations Act.

#### **11. General mandate to issue and allot new Shares (Resolution 8)**

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 8, 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 Ryan Mount as a Director (Resolution 9)**

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 Ryan Mount, 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 Ryan Mount joined the Axiom Mining Board as a Non-Executive Director in April 2009. Following his appointment, he led the crucial restructure for the company – an exercise that saw Axiom gain full control of the company's assets, define a clear strategic direction, appoint a new Board and management team and a listing on the ASX by December 2009.

In 2010, Mr. Mount was appointed CEO. Since his appointment, he has been instrumental in refining Axiom's operations, in particular focusing the business towards the development of the Isabel Nickel Project in Solomon Islands.

Mr. Mount resides in Solomon Islands where he led the defence of Axiom's rights in the Courts and the current development of the Isabel Nickel Project. He has an extensive background in Australian and international financial markets, as well as corporate advisory. Mr. Mount is also a member of the Australian Institute of Company Directors.

### 13. Election of Mr Jeffrey Markoff as a Director (Resolution 10)

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 120 of the Company's Articles of Association, any director appointed to fill a vacancy or as an additional director shall hold office only until the conclusion of the next following annual general meeting, and shall be eligible for re-appointment at that meeting.

Mr Markoff was appointed as a Non-Executive Director of the Company on 26 September 2018.

Mr Markoff is a lawyer, and has a sophisticated property and mining investment background. He was the founder and Managing Director of the Belrose Care Group, managing the expansion and the subsequent sale of the business to a major organisation. Mr Markoff is also a Senior Partner with Legats Group, a Melbourne based business consulting and investment company.

### 14. Approval of Additional 10% Placement Capacity (Resolution 11)

#### 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 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 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 in the Solomon Islands 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 12 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 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 496,473,819 Shares on issue at the date of this notice. Based on such number of Shares, and subject to Shareholder approval of Resolution 11, 49,647,382 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 12 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		
		\$0.044 <i>Issue Price at half the current market price</i>	\$0.088 <i>Issue Price at current market price</i>	\$0.176 <i>Issue Price at double the current market price</i>
Current Variable A	<i>Shares issued</i>	49,647,382	49,647,382	49,647,382
Shares	<i>Funds raised</i>	\$2,184,485	\$4,368,970	\$8,737,939
50% increase in	<i>Shares issued</i>	74,471,073	74,471,073	74,471,073
current Variable A	<i>Funds raised</i>	\$3,276,727	\$6,553,454	\$13,106,909
100% increase in	<i>Shares issued</i>	99,294,764	99,294,764	99,294,764
current Variable A	<i>Funds raised</i>	\$4,368,970	\$8,737,939	\$17,475,878

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 6 March 2019 being \$0.088, (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 4 March 2019.
- iv. the Company issues the maximum possible number of Equity Securities under the Additional 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 Additional 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 in the Solomon Islands 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 non-cash 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).
- (f) 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;

- (g) The Company previously obtained shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 15 February 2018.

The total number of Equity Securities issued in the 12 months preceding the date of this notice of meeting is 93,988,217 and represents 24% 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).

- (h) 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 11.

## **15. Re-appointment of Auditors (Resolution 12)**

At the Annual General Meeting of the Company held on the 18<sup>th</sup> February, 2018 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 12 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.



**16. Information for the purposes of the ASX Listing Rules**

**(a) Information for the purpose of ASX Listing Rule 7.5 (Resolution 1)**

The following information is provided for the purpose of ASX Listing Rule 7.5

<b>Number of securities issued</b>	100,000 Performance Rights.
<b>Issue price of securities</b>	The Performance Rights were granted for nil cash consideration.
<b>Terms of the securities</b>	The Shares that will be issued upon the vesting of the Performance Rights will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
<b>Allottees</b>	Mr Robert Cross - 100,000 Performance Rights.
<b>Intended use of funds raised by the issue of Shares and/ or the exercise of Options</b>	Nil funds were raised as the Performance Rights were issued as part of the employees' contractual remuneration entitlements.
<b>Issue date</b>	100,000 Performance Rights were issued to Mr Robert Cross on 27 July 2018.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

**(b) Information for the purpose of ASX Listing Rule 7.5 (Resolution 2)**

The following information is provided for the purpose of ASX Listing Rule 7.5.

<b>Maximum number of securities issued</b>	1,000,000 Options.
<b>Issue price of securities</b>	The Options were granted for nil cash consideration. The Options were granted in consideration for the professional security and event management services.
<b>Terms of the securities</b>	<p>The Options have an exercise price of \$0.20 per Option, expiring on 7 May 2020. The other terms of the Options granted under this Resolution are set out in Annexure A to this Notice of Meeting.</p> <p>The Shares that will be issued upon the 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>
<b>Allottees</b>	Consultants of the Company approved by the Board. The allottees are not related parties of the Company.
<b>Intended use of funds raised by the issue of Shares and/ or exercise of Options</b>	The funds raised by the Company on the exercise of the Options will be utilised for the development and mining activities of the Company's Isabel Nickel Project in the Solomon Islands, exploration programs and general working capital.

<b>Issue date</b>	25 May 2018.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

(c) **Information for the purpose of ASX Listing Rule 7.5 (Resolution 3)**

The following information is provided for the purpose of ASX Listing Rule 7.5.

<b>Maximum number of securities issued</b>	250,000 Shares.
<b>Issue price of securities</b>	The Shares were issued at an issue price of \$0.13 per Share.
<b>Terms of the securities</b>	The Shares are fully paid and rank pari passu in all respects with the Company's other Shares on issue.
<b>Allottees</b>	Consultants of the Company approved by the Board. The allottees are not related parties of the Company.
<b>Intended use of funds raised by the issue of Shares and/ or exercise of Options</b>	Nil funds were raised as the Shares were issued in consideration for the provision of corporate finance and advisory services.
<b>Issue date</b>	22 June 2018.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

(d) **Information for the purpose of ASX Listing Rule 7.5 (Resolution 4)**

The following information is provided for the purpose of ASX Listing Rule 7.5.

<b>Maximum number of securities issued</b>	8,333,335 Shares and 8,333,335 Options.
<b>Issue price of securities</b>	The Shares were issued at an issue price of \$0.12 per Share. The Options were granted for nil cash consideration.
<b>Terms of the securities</b>	<p>The Shares are fully paid and rank pari passu in all respects with the Company's other Shares on issue.</p> <p>The Options have an exercise price of \$0.20 per option, expiring on 30 June 2019. The other terms of the Options granted under this Resolution are set out in Annexure A to this Notice of Meeting.</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>
<b>Allottees</b>	Eleven (11) professional and/or sophisticated investors identified by the Company. The allottees under Resolution 4 were not related parties of the Company.

<b>Intended use of funds raised by the issue of Shares and/ or exercise of Options</b>	The funds raised by the Company were utilised for preparation for the development and mining activities of the Company's Isabel Nickel Project in the Solomon Islands, exploration programs and general working capital.
<b>Issue date</b>	10 July 2018.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

(e) **Information for the purpose of ASX Listing Rule 7.5 (Resolution 5)**

The following information is provided for the purpose of ASX Listing Rule 7.5.

<b>Maximum number of securities issued</b>	2,000,000 Options.
<b>Issue price of securities</b>	The Options were granted for nil cash consideration.
<b>Terms of the securities</b>	The Options have an exercise of \$0.20 per Option and an expiry date of 30 June 2019. The other terms of the Options granted under this Resolution are set out in Annexure A to this Notice of Meeting.
<b>Allottees</b>	Consultants of the Company approved by the Board. The allottees are not related parties of the Company.
<b>Intended use of funds raised by the issue of Shares and/ or exercise of Options</b>	The funds raised by the Company on the exercise of the Options will be utilised for the development and mining activities of the Company's Isabel Nickel Project in the Solomon Islands, exploration programs and general working capital.
<b>Issue date</b>	1,000,000 Options were granted on 28 August 2018 and a further 1,000,000 Options were granted on 5 November 2018.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

(f) **Information for the purpose of ASX Listing Rule 7.5 (Resolution 6)**

The following information is provided for the purpose of ASX Listing Rule 7.5.

<b>Number of securities issued</b>	43,533,229 Shares.
<b>Issue price of securities</b>	At various prices as shown in the Annexure B against Shares issued to MEF I L.P (Magna) and noted as conversion of Convertible Notes.
<b>Terms of the securities</b>	The Shares to be issued on conversion of the Convertible Notes will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
<b>Allottees</b>	MEF I,L.P (Magna)

<b>Intended use of funds raised</b>	The funds raised by the Company will be utilised for preparation for the development and mining activities of the Company's Isabel Nickel Project in the Solomon Islands, exploration programs and general working capital.
<b>Issue date</b>	Various dates from 5 January 2018 to 11 February 2019.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

(g)

**Information for the purpose of ASX Listing Rule 7.5 (Resolution 7)**

The following information is provided for the purpose of ASX Listing Rule 7.5.

<b>Maximum number of securities issued</b>	500,000 Shares
<b>Issue price of securities</b>	The Shares were issued at an issue price of \$0.10 per Share.
<b>Terms of the securities</b>	Commitment Shares were issued under a Convertible Note Facility announced by the Company on 12 December 2018 and approved by Shareholders at general meeting held on 8 February 2019. The Commitment Shares are fully paid and rank pari passu in all respects with the Company's other Shares on issue.
<b>Allottees</b>	MEF I, L.P (Magna)
<b>Intended use of funds raised by the issue of Shares and/ or exercise of Options</b>	Nil funds were raised as the Shares were issued to Magna in consideration for entering into the Convertible Note Facility.
<b>Issue date</b>	28 November 2018.
<b>Voting exclusion statement</b>	Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

## 17. Glossary

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

**Additional 10% Placement Capacity** has the meaning given in section 14 of this Explanatory Statement.

**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 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 Facility.

**Convertible Note Agreement** means the Convertible Note Agreement in respect of the Facility between the Company and Magna dated 16 June 2017 and 26 November 2018.

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

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

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

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

**Equity Securities** has the meaning given to that term in the ASX Listing Rules.

**Facility** has the meaning given in section 9 of this Explanatory Statement.

**Magna** means MEF I, L.P.

**Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

**Option** means an option to purchase a Share.

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

**Placement Capacity** has the meaning given in section 2 of this Explanatory Statement.

**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.

**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**

<b>Date of Issue</b>	<b>Number of Equity Securities</b>	<b>Class of Equity Securities<sup>1</sup></b>	<b>Name of Recipient/ Basis on which Recipients were determined</b>	<b>Issue Price / Discount to Closing Market Price on Date of Issue (if any) <i>(Exercise price (EP) for Options)</i></b>	<b>Total Cash Consideration</b>	<b>Amount of Consideration Spent and Description of Expenditure / Intended use for Remaining Consideration (if any)</b>	<b>Total Non Cash Consideration / <i>(Current Value of Non Cash Consideration)</i></b>
27 April 2018	4,032,833	Ordinary Shares	MEF I L.P. (Magna)	\$0.099355 (51% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes
23 May 2018	1) 4,980,441 2) 453,966 3) 1,000,000	1) Ordinary Shares 2) Convertible Notes (Notes) 3) Unlisted Options	1&2) MEF I L.P. (Magna) 3) Consultant	1) \$0.129555 (23% discount) 2) Nil 3) Nil ( <i>EP \$0.16</i> )	1&3) Nil 2) \$600,000	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A – conversion of Convertible Notes 2) N/A 3) Issued in consideration of services provided
22 June 2018	1) 2,396,712 2) 250,000	1) Ordinary Shares 2) Ordinary Shares	1) MEF I L.P. (Magna) 2) Consultant	1) \$0.124380 (5% discount) 2) Nil	1&2) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A – conversion of Convertible Notes 2) Issued in consideration of services provided
10 July 2018	1) 8,333,335 2) 8,333,335 3) 2,760,515	1) Ordinary Shares 2) Unlisted Options 3) Ordinary Shares	1&2) Professional and Sophisticated Investors 3) MEF I L.P. (Magna)	1) \$0.08333 2) Nil ( <i>EP \$0.20</i> ) 3) \$0.107580 (24% discount)	1) \$1,000,000 2&3) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A 2) Attached to placement 3) N/A– conversion of Convertible Notes



Date of Issue	Number of Equity Securities	Class of Equity Securities <sup>1</sup>	Name of Recipient/ Basis on which Recipients were determined	Issue Price / Discount to Closing Market Price on Date of Issue (if any) <i>(Exercise price (EP) for Options)</i>	Total Cash Consideration	Amount of Consideration Spent and Description of Expenditure / Intended use for Remaining Consideration (if any)	Total Non Cash Consideration / <i>(Current Value of Non Cash Consideration)</i>
27 July 2018	1) 2,614,636 2) 100,000	1) Ordinary Shares 2) Performance Rights	1) MEF I L.P. (Magna) 2) Employees	1) \$0.114075 (6% discount) 2) Nil	1) Nil 2) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A – conversion of Convertible Notes 2) N/A – per employee agreements
13 August 2018	2,689,699	Ordinary Shares	MEF I L.P. (Magna)	\$0.11013 (13% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes
28 August 2018	1) 3,148,247 2) 1,000,000	1) Ordinary Shares 2) Unlisted Options	1) MEF I L.P. (Magna) 2) Consultant	1) \$0.095805 (8% discount) 2) Nil ( <i>EP \$0.20</i> )	1&2) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A – conversion of Convertible Notes 2) Issued in consideration of services provided
12 September 2018	3,486,308	Ordinary Shares	MEF I L.P. (Magna)	\$0.088245 (8% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes
24 September 2018	7,912,722	Ordinary Shares	MEF I L.P. (Magna)	\$0.086310 (28% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes

Date of Issue	Number of Equity Securities	Class of Equity Securities <sup>1</sup>	Name of Recipient/ Basis on which Recipients were determined	Issue Price / Discount to Closing Market Price on Date of Issue (if any) <i>(Exercise price (EP) for Options)</i>	Total Cash Consideration	Amount of Consideration Spent and Description of Expenditure / Intended use for Remaining Consideration (if any)	Total Non Cash Consideration / <i>(Current Value of Non Cash Consideration)</i>
12 October 2018	1) 20,395,000 2) 10,197,500	1) Ordinary Shares 2) Unlisted Options	1&2) Professional and Sophisticated Investors	1) \$0.10 2) Nil ( <i>EP \$0.20</i> )	1) \$2,039,500 2) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A  2) Attached to placement
5 November 2018	1) 3,368,308 2) 1,000,000	1) Ordinary Shares 2) Unlisted Options	1) MEF I L.P. (Magna) 2) Consultant	1) \$0.081630 (11% discount) 2) Nil ( <i>EP \$0.20</i> )	1&2) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A – conversion of Convertible Notes 2) Issued in consideration of services provided
21 November 2018	1,866,859	Ordinary Shares	MEF I L.P. (Magna)	\$0.08106 (8% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes
28 November 2018	1) 1,058,050 2) 500,000	1) Ordinary Shares 2) Ordinary Shares	1) MEF I L.P. (Magna) 2) Consultant	1) \$0.079110 (17% discount) 2) \$0.10	1) Nil 2) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A – conversion of Convertible Notes 2) Issued in consideration of services provided (\$50,000)
10 December 2018	1) 731,600 2) 9,486	1) Convertible Notes – (Notes) 2) Ordinary Shares	1) MEF I L.P. (Magna) 2) Exercise of Options	1) Nil 2) \$0.40	1) \$1,000,000 2) \$3,794	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A

Date of Issue	Number of Equity Securities	Class of Equity Securities <sup>1</sup>	Name of Recipient/ Basis on which Recipients were determined	Issue Price / Discount to Closing Market Price on Date of Issue (if any) <i>(Exercise price (EP) for Options)</i>	Total Cash Consideration	Amount of Consideration Spent and Description of Expenditure / Intended use for Remaining Consideration (if any)	Total Non Cash Consideration / <i>(Current Value of Non Cash Consideration)</i>
15 January 2019	1,566,280	Ordinary Shares	MEF I L.P. (Magna)	\$0.053760 (15% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes
6 February 2019	1,651,619	Ordinary Shares	MEF I L.P. (Magna)	\$0.05040 (7% discount)	Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	N/A – conversion of Convertible Notes
11 February 2019	1) 5,000,000 2) 2,500,000 3) 20,000,000 4) 20,000,000 5) 20,000,000 6) 20,000,000 7) 20,000,000	1) Ordinary Shares 2) Unlisted Options 3) Ordinary Shares 4) Unlisted Options 5) Unlisted Options 6) Unlisted Options 7) Unlisted Options	Professional and Sophisticated Investors	1 & 3) \$0.10 2) Nil ( <i>EP \$0.20</i> ) 4) Nil ( <i>EP \$0.20</i> ) 5) Nil ( <i>EP \$0.30</i> ) 6) Nil ( <i>EP \$0.40</i> ) 7) Nil ( <i>EP \$0.50</i> )	1&3) \$2,500,000 2&4-7) Nil	100% - exploration, development and mining activities in the Solomon Islands and for working capital requirements.	1) N/A 2) Attached to placement

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



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## Lodge your vote:



**Online:**

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**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

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

## Proxy Form

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### Vote and view the Notice of Meeting online

- Go to [www.investorvote.com.au](http://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**

**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 (Hong Kong time) / 12:00pm (AEST) Wednesday 27 March 2019**

## 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](http://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** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**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. 1, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai Hong Kong on Friday 29 March 2019 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.

		For	Against	Abstain
Resolution 1	Ratification of previous issue of 100,000 Performance Rights to Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of previous issue of 1,000,000 Options to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of previous issue of 250,000 Shares to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous issue of 8,333,335 Shares and 8,333,335 Options to Professional and / or Sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of previous issue of 2,000,000 Options to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of previous issue of 43,533,229 Shares to Magna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of previous issue of 500,000 Commitment Shares to Magna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	General Mandate to issue and allot new Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Re-election of Mr Ryan Mount as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Election of Mr Jeffrey Markoff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### SPECIAL BUSINESS

Resolution 11	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	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 / /

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Alternatively you can fax your form to  
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(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

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

# CDI Voting Instruction Form

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## Vote and view the Notice of Meeting online

- Go to [www.investorvote.com.au](http://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: 9999999**

**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 (Hong Kong time) / 12:00pm (AEST) Tuesday 26 March 2019**

## 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) Tuesday 26 March 2019 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**

MR SAM SAMPLE  
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123 SAMPLE STREET  
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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. 1, Upper Lobby, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai Hong Kong on Friday 29 March 2019 at 10:00am (Hong Kong time) / 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.

		For	Against	Abstain
Resolution 1	Ratification of previous issue of 100,000 Performance Rights to Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of previous issue of 1,000,000 Options to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of previous issue of 250,000 Shares to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous issue of 8,333,335 Shares and 8,333,335 Options to Professional and / or Sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of previous issue of 2,000,000 Options to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of previous issue of 43,533,229 Shares to Magna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of previous issue of 500,000 Commitment Shares to Magna	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	General Mandate to issue and allot new Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Re-election of Mr Ryan Mount as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Election of Mr Jeffrey Markoff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### SPECIAL BUSINESS

Resolution 11	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	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 / /

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