



**Axiom Mining Limited**  
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**17 May 2019**

Dear Shareholder

### **Non-renounceable entitlement offer to raise up to approximately \$4.2 million**

Axiom Mining Limited (**Company**) is pleased to announce a capital raising via a non renounceable pro rata entitlement offer to eligible shareholders to raise approximately \$4.2 million (before offer costs) (**Entitlement Offer**).

The Entitlement Offer comprises:

- **(New shares)** 1 new Axiom Share for every 5 existing Axiom Shares held at 7.00pm (Sydney time) on Thursday, 23 May 2019 (**Record Date**) at an offer price of \$0.04 per new Axiom Share; and
- **(Attaching Options)** 1 attaching option, exercisable at \$0.10 and expiring on 30 April 2021, for every 1 new Axiom Share allotted under the Entitlement Offer.

### **What are Axiom Shares?**

An Axiom Share is a CHESS Depository Instrument (**CDI**) which represents a beneficial interest in one fully paid ordinary share (**Share**) in the Company.

The main difference between holding a CDI and Share in the Company is that a CDI confers beneficial ownership in a Share instead of legal title. CHESS Depository Nominees Pty Ltd (**CDN**) holds legal title to the underlying Shares.

The Shares which are the subject of Axiom Shares will be registered in the name of CDN and will be held on behalf of and for the benefit of the holder of Axiom Shares. Trading in Axiom Shares is no different from trading in other CHESS approved securities.

For further information regarding CDIs, including rights attaching to CDIs, please see the Company's Prospectus dated 17 May 2019.

### **Eligible Shareholders**

The Entitlement Offer will be open to all shareholders of the Company with a registered address in Australia or New Zealand as at the Record Date (**Eligible Shareholders**). Shareholders that are not Eligible Shareholders are **Ineligible Shareholders**.

The Company regrets that, having considered the number of shareholders with registered addresses outside Australia and New Zealand, the number and value of the shareholdings held by Ineligible Shareholders, and the costs of complying with the laws and any requirements of any regulatory authority in each applicable jurisdiction, it will not extend the Entitlement Offer to Ineligible Shareholders.

### **Additional Shares**

Eligible Shareholders may also apply for additional Axiom Shares (which are Axiom Shares that are not taken up by Eligible Shareholders) in excess of their entitlement. The allocation of additional Axiom Shares will be limited to the number of shortfall Axiom Shares (if any) and will be at the discretion of the Directors. Eligible Shareholders who apply for additional Axiom Shares may receive fewer additional Axiom Shares than the number applied for or none at all. Successful applicants for additional Axiom Shares will be entitled to the Attaching Options.

### **Use of funds**

The funds raised under the Entitlement Offer, net of Entitlement Offer expenses will be used to meet current expenditure and past expenditure incurred in and prior to the March 2019 quarter on mine development and operations focussed on the first shipment of nickel ore from its San Jorge project, as well as part of the anticipated operational expenditure and working capital requirements in the June 2019 quarter.

There is no minimum amount sought to be raised under the Entitlement Offer and the new Axiom Shares and Attaching Options may be issued in respect of applications irrespective of the total level of subscriptions made.

### **Entitlements**

Entitlements in respect of new Axiom Shares and Attaching Options will be rounded down to the nearest whole number and holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

### **Further information**

The Entitlement Offer are being made under a Prospectus dated 17 May 2019 which was lodged with ASIC on that date. Shareholder approval is not required for the issue of new Axiom Shares and Attaching Options under the Entitlement Offer. New shares issued will rank equally in all respects with the fully paid ordinary shares already on issue and the Company has applied for the quotation of the new Axiom Shares on ASX.

Further details of the Entitlement Offer, including details on the use of proceeds and the fees associated with conducting the Entitlement Offer are contained in the Prospectus. The Prospectus containing the Entitlement Offer will be sent to Eligible Shareholders on or about Monday, 27 May 2019 accompanied by personalised entitlement and acceptance forms to subscribe for new Axiom Shares under the Entitlement Offer. A copy of the Prospectus will be available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and the Company's website at [www.axiom-mining.com](http://www.axiom-mining.com).

### Important dates

Event	Date
Lodgement of Prospectus and announcement of Entitlement Offer	Friday, 17 May 2019
Existing shares quoted on an 'ex-entitlement' basis	Wednesday, 22 May 2019
<b>Entitlement Offer record date</b>	<b>7pm (Sydney time) Thursday, 23 May 2019</b>
Entitlement Offer opens Prospectus despatched	Monday, 27 May 2019
<b>Entitlement Offer closes</b>	<b>5pm (Sydney time) Wednesday, 5 June 2019</b>
Announcement of shortfall (if any) under the Entitlement Offer	Tuesday, 11 June 2019
Allotment date of new Axiom Shares and Attaching Options issued under the Entitlement Offer	Thursday, 13 June 2019
Despatch of holding statements for new shares issued under the Entitlement Offer. Normal trading of new shares issued under the Entitlement Offer	Friday, 14 June 2019

The timetable is subject to change and the Company reserves the right to withdraw or vary the timetable for the Entitlement Offer without notice. In particular, the Company reserves the right to extend the closing date for the Entitlement Offer, to accept late applications whether generally or in particular cases or to withdraw the Entitlement Offer without prior notice.

On behalf of the Directors and Management I thank you for your ongoing support of the Company.

Yours sincerely



Ryan Mount  
Chief Executive Officer