



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Wednesday, 28 January 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Wednesday, 28 January 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Axiom Mining Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday, 30 January 2015 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of issue of 149,000,008 Shares and attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of 49,766,668 Shares and 22,938,890 attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of 166,666,674 Shares and attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of 1,333,334 Shares to employee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of securities under ASOF Funding Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of 35,714,285 Shares and attaching Options to Ryan Mount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of new Hong Kong Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014

Axiom Mining Limited

ARBN 119 698 770

Meeting Documentation

Notice of Extraordinary General Meeting Explanatory Statement

Date of Meeting

30 January 2015

Time of Meeting

10:00 am

Place of Meeting

Kemp Strang
Level 17
175 Pitt Street,
Sydney NSW 2000

ARBN 119 698 770

Notice of Extraordinary General Meeting

The Extraordinary General Meeting of Axiom Mining Limited ARBN 119 698 770 will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday, 30 January 2015 at 10:00 am.

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

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

Business

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

RESOLUTIONS RELATING TO ISSUES TO PROFESSIONAL AND SOPHISTICATED INVESTORS

Resolution 1 – Ratification of issue of 149,000,008 Shares and attaching Options to professional and sophisticated investors on 9 April 2014 and approval of issue of Shares on exercise of Options

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 149,000,008 fully paid Shares and 149,000,008 attaching Options to professional and sophisticated investors as set out in section 9.1 of the Explanatory Statement and approves the Directors to issue 149,000,008 Shares on exercise of those Options on the terms and conditions set out in section 9.1 of the Explanatory Statement.

Voting exclusion statement for Resolution 1: The Company will disregard any votes cast on this Resolution by the allottees described in section 9.1 of the Explanatory Statement and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Ratification of issue of 49,766,668 Shares and 22,938,890 attaching Options to professional and sophisticated investors and approval of issue of Shares on exercise of Options

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 49,766,668 fully paid Shares and 22,938,890 attaching Options to professional and sophisticated investors as set out in section 9.2 of the Explanatory Statement and approves the Directors to issue 22,938,890 Shares on exercise of those Options on the terms and conditions set out in section 9.2 of the Explanatory Statement.

Voting exclusion statement for Resolution 2: The Company will disregard any votes cast on this Resolution by the allottees described in section 9.2 of the Explanatory Statement and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance

with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Ratification of issue of 166,666,674 Shares and attaching Options to professional and sophisticated investors and approval of issue of Shares on exercise of Options

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 166,666,674 fully paid Shares and 83,333,339 attaching Options to professional and sophisticated investors as set out in section 9.3 of the Explanatory Statement and approves the Directors to issue 83,333,339 Shares on exercise of those Options on the terms and conditions set out in section 9.3 of the Explanatory Statement.

Voting exclusion statement for Resolution 3: The Company will disregard any votes cast on this Resolution by the allottees described in section 9.3 of the Explanatory Statement and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTIONS RELATING TO ISSUES OF SHARES TO EMPLOYEE

Resolution 4 – Ratification of issue of 1,333,334 Shares to an employee

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 1,333,334 Shares to an employee of the Company on the terms and conditions set out in section 9.8 of the Explanatory Statement for services rendered.

Voting exclusion statement for Resolution 4: The Company will disregard any votes cast on this Resolution by the employee referred to in section 9.8 of the Explanatory Statement and any of his 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.

RESOLUTION RELATING TO ISSUES OF SHARES TO ASOF

Resolution 5 –Ratification of issue of Shares under ASOF Funding Agreement

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue to The Australian Special Opportunity Fund, LP of:

- (a) 26,666,667 Shares on 29 July 2014;
- (b) 25,000,000 Shares on 12 September 2014; and
- (c) 1,729,647 Shares on 3 October 2014,

issued in respect of the repayment of tranches of funds drawn down by the Company under the funding facility by The Australian Special Opportunity Fund, LP as described in section 9.9 of the Explanatory Statement.

Voting exclusion statement for Resolution 5: The Company will disregard any votes cast on this Resolution by the allottee referred to in section 9.9 of the Explanatory Statement and any of its Associates. However, the Company need 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.

RESOLUTION RELATING TO THE ISSUE OF SECURITIES TO A DIRECTOR

Resolution 6 – Approval of issue of 35,714,285 Shares and attaching Options to Mr Ryan Mount and approval of issue of Shares on exercise of Options

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Company approves the issue of 35,714,285 fully paid Shares and 35,714,285 attaching Options to Mr Ryan Mount on the terms and conditions set out in section 9.9 of the Explanatory Statement and approves the Directors to issue 35,714,285 Shares on exercise of those Options on the terms and conditions set out in section 9.9 of the Explanatory Statement.

Voting exclusion statement for Resolution 6: The Company will disregard any votes cast on this Resolution by Mr Mount and any of his 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.

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

RESOLUTION RELATING TO APPOINTMENT OF HONG KONG AUDITORS

Resolution 7 – Appointment of new Hong Kong Auditors

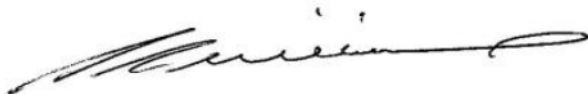
That Zenith CPA Limited, Certified Public Accountant of 10/F, China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be appointed as auditors of the Company, with such appointment to take effect from the close of this meeting, to hold office until the conclusion of the next Annual General meeting 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 Extraordinary General Meeting.

Dated 29 December 2014

By order of the board



Stephen Williams
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 Extraordinary General Meeting, Shareholders will be taken to be the persons recorded on the Company's register of Shareholders by 7.00pm (Sydney time) on 28 January 2015.

Venue

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

Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000

Commencing at 10:00am (Sydney time) on 30 January 2015.

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person attend the meeting on the date and place as set out above. The meeting will commence at 10:00am (Sydney time).

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting, so that it is received no later than 10:00am (Sydney time) on 28 January 2015. Proxy forms received later than this time will be invalid.

Hand deliveries:	Boardroom Pty Ltd	Postal address:	Boardroom Pty Ltd
	Level 7, 207 Kent Street		GPO Box 3993
	Sydney NSW 2000		Sydney NSW 2001

Alternatively you can fax your proxy form so that it is received no later than 10:00am (Sydney time) on 28 January 2015 on the fax number listed below.

Fax Number: +61 2 9290 9655

Your Proxy Form is enclosed

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

Explanatory Statement

1. Introduction

This Explanatory Statement has been prepared for Shareholders of Axiom Mining Limited ARBN 119 698 770 (**Company** or **AVQ**) in connection with the business to be transacted at the Extraordinary General Meeting of the Company to be held at 10:00am on 30 January 2015 at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000, 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 Extraordinary General Meeting and vote in person or by proxy to ensure that they have a say in protecting their investment in the Company.

Directors recommend that Shareholders vote in favour of Resolutions 1 to 5 and 7. The Chairman, Mr Stephen Williams recommends that Shareholders vote in favour of Resolution 6.

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

2. Reasons for Resolutions

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

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

(a) ASX Listing Rule 7.1

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

(b) ASX Listing Rule 7.4

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

(c) 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.

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

Resolutions 1 - 6 are ordinary resolutions, which require approval by 50% of Shareholders present at the meeting, either in person or by proxy. Resolution 7 is a special resolution, which requires approval by 75% of Shareholders present at the meeting, either in person or by proxy.

3. Issue of Shares for working capital (Resolutions 1 to 3)

The Company has identified a number of key professional and sophisticated investors who have expressed an interest in investing in the Company and who are prepared to offer funding to the Company as required.

The Company has issued Shares and Options, for working capital purposes, including in connection with a number of private placements.

The Shares and Options were issued on the following dates:

- on 9 April 2014, 149,000,008 fully paid Shares and 149,000,008 attaching Options exercisable at \$0.02 and expiring on 31 March 2015 were issued (see ASX Announcement dated 8 April 2014 for further details in relation to this placement);
- on 23 June 2014, 49,766,668 fully paid Shares and 24,883,334 attaching Options exercisable at \$0.02 and expiring on 30 September 2014 were issued. Of the Options issued, 22,938,890 were exercised on or prior to the expiry date. (see ASX Announcement dated 26 June 2014 for further details in relation to this placement); and
- on 4 September 2014, 166,666,674 fully paid Shares and 83,333,339 attaching Options exercisable at \$0.02 and expiring on 30 November 2014 were issued. All of the Options issued were exercised prior to the expiry date. (see ASX Announcements dated 4 and 12 September 2014 for further details in relation to this placement).

The Company is seeking subsequent Shareholder approval under Resolutions 1 to 3 for the issue of Shares and Options pursuant to ASX Listing Rule 7.4 to refresh 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 allottees of the Shares will be sophisticated or professional investors (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 the Shares to be issued by the Company, the Company understands that the investors will not acquire) the Shares and 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.

4. Issue of Shares to employee (Resolution 4)

The Company has issued 1,333,334 Shares to Mr Daniel Webb on 8 September 2014 for services rendered by him, approval for which is being sought under Resolution 4.

The Company is seeking subsequent Shareholder approval under Resolution 4 for the issue of Shares pursuant to ASX Listing Rule 7.4 to refresh 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 employee was not a related party of the Company. The employee 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.

5. ASOF Funding Arrangement (Resolution 5)

As announced to the ASX on 10 February 2014, the Company entered into a funding arrangement with The Australian Special Opportunity Fund, LP (**ASOF Funding Agreement**).

The ASOF Funding Agreement provides that ASOF is to, amongst other things, advance not less than \$200,000 per month to the Company (which can be increased up to \$600,000 by mutual agreement), for 24 months, which amount can be reduced to \$100,000 at the discretion of the Company. The Company must repay such advance by issuing Shares at a 7.25% discount to the average of the five consecutive daily VWAPs during a specified period before the relevant issue date. In respect of one tranche, ASOF may apply a different formula to the purchase price of the Shares, being 130% of the average of the VWAPs of the Company's CDIs during the 20 Trading Days before the execution date.

A summary of the key terms and conditions of the ASOF Funding Agreement is set out in Annexure A.

At its AGM on 31 March 2014, the Company sought Shareholder approval under Listing Rule 7.1 for the issue of tranche shares pursuant to the ASOF Funding Agreement. Shareholder approval for such tranche shares expired on 30 June 2014.

The Company then issued the following additional tranche shares to ASOF on the following dates:

- 26,666,667 Shares at an issue price of \$0.015 per Share on 29 July 2014;
- 25,000,000 Shares at an issue price of \$0.012 per Share on 8 September 2014; and
- 1,729,647 Shares at an issue price of \$0.012 per Share on 3 October 2014.

As announced to the ASX on 31 July 2014, Axiom terminated the ASOF Funding Agreement by mutual consent at no cost.

The Company is seeking subsequent Shareholder approval under Resolution 5 for the issue of these Shares pursuant to ASX Listing Rule 7.4 to refresh 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.

6. Issue of Shares to a Director (Resolution 6)

Mr Ryan Mount was appointed a non-executive director of the Company on 22 April 2009 and assumed the role of Chief Executive Officer and Managing Director of the Company on 22 June 2010.

As announced to the ASX on 8 April 2014, Mr Mount has undertaken to subscribe for Shares and Options valued at \$500,000 in aggregate. The Company is seeking Shareholder approval for the issue of Shares and Options to Mr Mount for his participation in the placement.

If Shareholders approve the issue of Shares and Options to Mr Mount under Listing Rule 10.11, Shareholder approval under Listing Rule 7.1 is not required.

7. Appointment of new Hong Kong auditors (Resolution 7)

The Company has received a written consent to act as auditor of the Company from Zenith CPA Limited, Certified Public Accountant, attached as Annexure C. The Company proposes that Zenith CPA Limited be appointed as Hong Kong auditor of the Company, to fill the vacancy following the resignation of Baker Tilly Hong Kong, from completion of the Extraordinary General Meeting and the Shareholders are asked to authorise the appointment and for the directors to fix their remuneration.

8. Information for the purposes of the ASX Listing Rules

8.1 Information for the purpose of ASX Listing Rule 7.4 (Resolution 1)

The following information is provided for the purpose of ASX Listing Rule 7.4.

(a) Number of securities issued or to be issued

149,000,008 Shares together with 1 Option for every 1 new Share purchased (149,000,008 Options in aggregate)

If Shareholders approve Resolution 1, the issue of 149,000,008 Shares on exercise of the Options will be excluded from the calculation of the 15% limit under ASX Listing Rule 7.1.

(b) Issue price of securities

\$0.014 per Share (total amount raised being \$2,086,000).

The Options were issued for nil consideration.

(c) Terms of the securities

The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.

The Options have an exercise price of \$0.02 per Share and expire on 31 March 2015 and will not be quoted. Refer to Annexure B for the terms and conditions of the Options.

The Shares to be issued on exercise of the Options will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.

(d) Allottees

35 Professional and sophisticated investors identified by the Company.

The allottees under Resolution 1 were not related parties of the Company.

(e) Intended use of funds raised

The funds have been used to ensure operational readiness for the recommencement of exploration activities on Isabel Island, Solomon Islands, to fund litigation proceedings in the Solomon Islands and for general working capital.

- (f) Issue date
9 April 2014.
- (g) Voting exclusion statement
Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

8.2 Information for the purpose of ASX Listing Rule 7.4 (Resolution 2)

The following information is provided for the purpose of ASX Listing Rule 7.4.

- (a) Number of securities issued or to be issued

49,766,668 Shares together with 1 Option for every 2 new Shares purchased (24,883,334 Options in aggregate). Of the Options issued, 22,938,890 were exercised on or prior to the expiry date

If Shareholders approve Resolution 2, the issue of 22,938,890 Shares on exercise of the Options will be excluded from the calculation of the 15% limit under ASX Listing Rule 7.1.
- (b) Issue price of securities

\$0.018 per Share (total amount raised being \$1,095,800).

The Options were issued for nil consideration.
- (c) Terms of the securities

The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.

The Options have an exercise price of \$0.02 per Share and expire on 30 September 2014 and will not be quoted. Refer to Annexure B for the terms and conditions of the Options.

The Shares to be issued on exercise of the Options will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
- (d) Allottees

11 Professional and sophisticated investors identified by the Company.

The allottees under Resolution 2 were not related parties of the Company.
- (e) Intended use of funds raised

The funds have been used for general working capital.
- (f) Issue date

23 June 2014.
- (g) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion

statement for the Resolution.

8.3 Information for the purpose of ASX Listing Rule 7.4 (Resolution 3)

The following information is provided for the purpose of ASX Listing Rule 7.4.

- (a) Number of securities issued or to be issued
- 166,666,674 Shares together with 1 Option for every 2 new Shares purchased (83,333,339 Options in aggregate)
- If Shareholders approve Resolution 3, the issue of 83,333,339 Shares on exercise of the Options will be excluded from the calculation of the 15% limit under ASX Listing Rule 7.1.
- (b) Issue price of securities
- \$0.015 per Share (total amount raised being \$2,500,000).
- The Options were issued for nil consideration.
- (c) Terms of the securities
- The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
- The Options have an exercise price of \$0.02 per Share and expire on 30 November 2014 and will not be quoted. Refer to Annexure B for the terms and conditions of the Options.
- The Shares to be issued on exercise of the Options will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
- (d) Allottees
- 40 Professional and sophisticated investors identified by the Company.
- The allottees under Resolution 3 were not related parties of the Company.
- (e) Intended use of funds raised
- The funds have been used for general working capital.
- (f) Issue date
- 8, 9, 10 and 12 September 2014.
- (g) Voting exclusion statement
- Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

8.4 Information for the purpose of ASX Listing Rule 7.4 (Resolution 4)

The following information is provided for the purpose of ASX Listing Rule 7.4.

- (a) Number of securities issued or to be issued

1,333,334 Shares.

(b) Issue price of securities

The Shares were issued for nil consideration.

(c) Terms of the securities

The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.

(d) Allottee

Daniel Webb, being an employee of the Company.

(e) Intended use of funds raised

No funds were raised from the issue of the Shares. The Shares were issued to Mr Webb in return for services rendered to the Company.

(f) Issue date

8 September 2014.

(g) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

8.5 Information for the purpose of ASX Listing Rule 7.4 (Resolution 5)

The following information is provided for the purpose of ASX Listing Rule 7.4.

(a) Number of securities issued under the ASOF Funding Agreement at the date of this meeting

53,396,314 Shares.

(b) Price at which the securities were issued

Date issued	Number of securities	Issue Price (per security)
29 July 2014	26,666,667 Shares	\$0.015
8 September 2014	25,000,000 Shares	\$0.012
3 October 2014	1,729,647 Shares	\$0.012
Total	53,396,314 Shares	N/A

(c) Terms of the securities

The Shares rank pari passu in all respects with the Company's other Shares on issue.

(d) Allottee

The Australian Special Opportunity Fund, LP or its nominee.

- (e) Intended use of funds raised

The funds raised from the Shares are to ensure operational readiness for the recommencement of exploration activities on Isabel Island, Solomon Islands, to fund litigation proceedings in the Solomon Islands and for general working capital.
- (f) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

8.6 Information for the purpose of ASX Listing Rule 10.11.1 (Resolution 6)

The following information is provided for the purpose of ASX Listing Rule 10.11.1.

- (a) The maximum number of Shares to be issued

35,714,285 Shares together with 1 Option for every 1 new Share purchased (35,714,285 Options in aggregate).

If Shareholders approve Resolution 6, the issue of 35,714,285 Shares on exercise of the Options will be excluded from the calculation of the 15% limit under ASX Listing Rule 7.1.
- (b) Issue price of Shares

\$0.014 per share (total amount raised being \$500,000).

The Options will be issued for nil consideration.
- (c) Terms of the securities

The Shares will be fully paid rank pari passu in all respects with the Company's other Shares on issue.

The Options have an exercise price of \$0.02 per Share and expire on 31 March 2015 and will not be quoted. Refer to Annexure B for the terms and conditions of the Options.

The Shares to be issued on exercise of the Options will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
- (d) Allottee

Mr Ryan Mount.
- (e) Issue Date and Date of Allotment

If approved, the Shares and Options will be allotted and issued immediately after the date of the meeting, but in any event not later than the date being one month after the date of the meeting.
- (f) Intended use of funds raised

The funds raised from the Shares are to ensure operational readiness for the recommencement of exploration activities on Isabel Island, Solomon Islands, to fund litigation proceedings in the Solomon Islands and for general working capital.

(g) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

9. Glossary

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

ASOF means The Australian Special Opportunity Fund, LP.

ASOF Funding Agreement means the Share Purchase and Convertible Security Agreement between the Company and ASOF.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

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.

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

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 or **Axiom** means Axiom Mining Limited ABN 81 119 698 770.

Convertible Security means the convertible note issued under the terms of the ASOF Funding Agreement.

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

Directors means each of the Directors of the Company being Stephen Williams and Ryan Mount.

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

Equity Securities means includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Extraordinary General Meeting means the extraordinary general meeting convened by the Notice of Meeting.

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

Option means an option to purchase a Share.

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.

VWAP means volume weighted average price.

Annexure A

Terms and Conditions of Share Purchase and Convertible Security Agreement

Share Purchase and Convertible Security Agreement – Axiom Mining Limited

KEY TERMS AND CONDITIONS	
Company	Axiom Mining Limited
Investor	The Australian Special Opportunity Fund, LP
Securities	Agreement for the issue of a Convertible Security, ordinary shares and Options as described more fully below.
Investment	Up to \$14,000,000 in ordinary shares, and \$650,000 for a Convertible Security (with a Face Value of \$700,000).
Term	24 months
Listing Rule 7.1 compliance	There is no agreement for the Investor to advance funds and, in return, to be issued securities, under the Agreement to the extent that Listing Rule 7.1 is not complied with. Likewise, the issue of shares on a conversion of the Convertible Security or tranche shares in respect of a pre-paid tranche is conditional on all approvals necessary for the issuance having been received by the Company and remaining in full force and effect.
Convertible Security	
Convertible Security	One \$650,000 unsecured, subordinated Convertible Security with a Face Value of \$700,000.
Lock-up Period	<p>The Convertible Security is subject to a 120-day Lock-up Period from the Execution Date, which may be shortened if a final decision is announced in the proceedings in the Solomon Islands High Court over the Isabel nickel deposits during this period following which there is a specified movement in the Company's stock price. During the Lock-up Period:</p> <ul style="list-style-type: none"> • there is no interest payable on the Convertible Security; • the Convertible Security cannot be converted into shares; and • the Company can elect to buy-back 50% or more of the Convertible Security
Conversion Price	10% discount to the average of the five consecutive daily VWAPs chosen by the Investor during a specified period prior to conversion.
Interest Rate	No interest payable during the Lock-up Period. 10% per annum thereafter, provided that no interest will be payable in respect of the days on which the daily VWAP per CDI is 50% (or more) greater than the VWAP per CDI on the Execution Date.
Interest Payment	Subject to the above, interest on the Convertible Security will accrue from day to day on the amount outstanding on the Convertible Security. Interest is payable quarterly in arrears.
Company Redemption Right	In its sole discretion, the Company will have the right to buy-back the Convertible Security (or part thereof) during the Lock-up Period.
Investor Right to Require Redemption	If the Company terminates the Agreement, the Investor may declare by notice in writing effective immediately, all outstanding obligations of the Company under the Agreement to be due and payable.
Conversion by the Investor	<p>No right to convert during the Lock-up Period.</p> <p>The Investor may exchange the Convertible Security in full or in tranches, with the minimum conversion tranche being A\$50,000 into shares (except where the outstanding amount is less than A\$50,000), at the Conversion Price at any time after expiry of the Lock-up Period by giving notice in writing to the Company.</p>

Ordinary Shares	
Tranche Share	
Tranche Shares	The Agreement provides for \$200,000 in monthly share purchases for 24 months (\$200,000 (Base Amount) per month, which can be increased to up to \$600,000 by mutual agreement). The Company has the discretion to reduce this to \$100,000.
Purchase Price	7.25% discount to the average of the five consecutive daily VWAPs chosen by the Investor during a specified period prior to the relevant issuance date. The Investor may, in respect of one tranche only, apply a different formula, being 130% of the average of the VWAPs of the Company's CDIs during the 20 Trading Days before the Execution Date.
Company's Option to Pause	After the first six tranches have been advanced, the Company will have the right to pause tranches for up to three months, once every month.
Collateral Shares	
Commencement Fee	The Company will pay a commencement fee of \$112,500 for the provision of the funding facility to be satisfied by the issue of 7,956,153 shares at the first Closing.
Number of Collateral Shares	The Company will issue 15,000,000 shares (Collateral Shares) to secure its obligations under the Agreement.
Collateralisation Election	The Investor may elect to receive shares in respect of a conversion or a tranche share issuance by capitalising shares comprising the Collateral Shares in which case the Collateral Shares number is reduced.
Options	
Number of Options	The Company will issue 13,350,000 Options for nil consideration at the first Closing.
Option Exercise Price	\$0.0187.
Term of Options	36 months.
Other Provisions	
Conditions Precedent	<p>Each of the Investor's funding obligations in respect of tranche shares and the Convertible Security, and obligations in respect of the first Closing and the Subsequent Closings, is subject to conditions precedent, including:</p> <ul style="list-style-type: none"> a) Company shareholder approval if required (ie, where the Closing may not be effected under the Listing Rules in the absence of shareholder approval, the Company must have obtained all shareholder approvals so that the relevant Closing can proceed without breaching Listing Rule 7.1); b) receipt of board resolutions of the Company (as required), and the Flow of Funds request from the Company in respect of the relevant Closing; c) in respect of the first Closing, the issue and electronic delivery of the Commencement Fee Shares and Collateral Fee Shares (and CDIs in respect thereof) and receipt of a holding statement in this regard; d) in respect of the first Closing, the lodgement of a Cleansing Statement and Appendix 3B in respect of the Commencement Fee Shares, Collateral Shares and Options (and as applicable CDIs in respect thereof); e) in respect of the first Closing, grant of the Options and confirmation of entry on the Option register; f) in respect of subsequent Closings:

	<p>a. the issue and electronic delivery of all shares and CDIs in respect thereof to be issued or issuable since the previous Closing;</p> <p>b. the lodgement of a Cleansing Statement and Appendix 3B in respect of such shares and CDIs in respect thereof; and</p> <p>c. evidence of quotation of the CDIs in respect of such shares; and</p> <p>g) no Event of Default.</p> <p>In addition, conversions and tranche share issuances are subject to various conditions including that all regulatory approvals (including under Listing Rule 7.1), consents, permits etc necessary for the issuance have been received by the Company and remain in full force and effect and the issue and electronic delivery of such tranche shares or conversion shares would not result in the Company being in breach of the Listing Rules or any other law.</p>
Event of Default	<p>Various Events of Default apply. The following is a non-exhaustive list of some of these:</p> <ul style="list-style-type: none"> • Any of the representations, warranties or covenants made by the Company are inaccurate, false or misleading in any material respect. • Cessation of all or a substantial part of the business, or sale of all or a substantial part of the assets, of the Company or any of its Subsidiaries. • Axiom CDIs are not quoted on ASX within 3 Business Days of the date of their issue. • The Company defaults in relation to any payment obligation under any financial accommodation entered into with a third party. • Any insolvency event occurs in respect of the Company or its Subsidiaries. • A transaction to be undertaken at a Closing, a tranche share issuance or a conversion would result in the Company breaching Listing Rule 7.1. • The Company fails to pay interest due and payable under the Agreement. <p>In the case of an Event of Default, the Investor may declare all outstanding obligations due and payable in immediately available funds and/or terminate the Agreement.</p> <p>The Investor shall have no obligation to accept an issuance of tranche or conversion shares or consummate a Closing where an Event of Default has occurred, for so long as it continues.</p>
Anti-dilution	<p>Anti-dilution protections to be provided for the Investor including adjustment of the Purchase Price, Conversion Price, Floor Price and so on to reflect the dilutionary impact of events including a reorganisation of Company's capital, or distributions in specie.</p>
Other financial covenants	<p>None.</p>

Dilution Protections	<p>The Company can elect not to issue shares (and instead repay the relevant Tranche Amount at a 5% premium) and terminate the Agreement if the price is less than the specified Floor Price of \$0.007.</p> <p>Further, the Investor will not hold more than 19.99% of the Company's shares at any one time, and no tranche will exceed 0.55% of the Company's market capitalization calculated as at the Execution Date, except where the Tranche Amount has been increased above the Base Amount by agreement of the parties.</p>
Termination	<p>The Company may terminate this Agreement:</p> <ul style="list-style-type: none"> • at no cost, at any time after six tranches have been funded; • at no cost, at any time, if the price at which the Company would be issuing shares to the Investor is less than the specified Floor Price of \$0.007; and • at any other time, provided that it pays a cancellation fee of \$75,000. <p>The Agreement may also be terminated by the Investor or either party in certain circumstances and by mutual Agreement.</p>
Governing Law	New South Wales

Annexure B

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 Constitution 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. 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 after the Optionholder validly exercises any Options, and in accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules, allot the number of Shares in the Company so subscribed for by the Optionholder.
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 C

Auditors Consent



ZENITH CPA LIMITED
诚丰会计师事务所有限公司
10/F, China Hong Kong Tower,
8-12 Hennessy Road,
Wanchai, Hong Kong
香港湾仔轩尼诗道8-12号
中港大厦10楼

Our Ref: BC/CL/A0006/110189

18 September 2014

The Board of Directors
Axiom Mining Limited
Rooms 2303-07 Dominion Centre
43-59 Queen's Road East
Hong Kong
c/o
6/76 Doggett Street
Newstead, Brisbane
Australia

Dear Sirs,

RE : APPOINTMENT AS AUDITORS OF AXIOM MINGING LIMITED (the "Company")

We consent to accept the appointment as auditors of the Company according to the terms of the engagement letter issued to the Board of Directors dated 18 September 2014.

Yours faithfully,

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

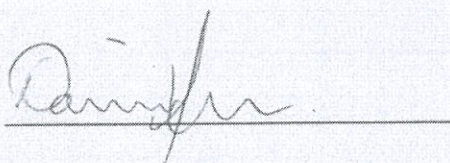
Re: Requisition for calling an Extraordinary General Meeting

I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 1.207% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap. 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday 30, January 2015 at 10:00 am:

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:



Name of Requisitionist:

Holder:

Mr David James Azar

Address:

No. of shares held:

40,147,293

Percentage of shareholding: 1.207%

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

Re: Requisition for calling an Extraordinary General Meeting


I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 1.203% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap. 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday, 30 January 2015 at 10:00 am:

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:

Name of Requisitionist:


JOSEPH PINTO

Holder:

Admark Investments Pty Ltd <JS Pinto Super Fund A/C>

Address:

██

No. of shares held:

40,000,000

Percentage of shareholding: 1.203%

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

Re: Requisition for calling an Extraordinary General Meeting

I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 0.450% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap. 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday 30, January 2015 at 10:00 am.

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:

Name of Requisitionist:

Holder:

J & Ba McCarthy Superannuation Pty Ltd
<McCarthy Super Fund A/C>

Address:

No. of shares held: 14,953,882

Percentage of shareholding: 0.450%

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

Re: Requisition for calling an Extraordinary General Meeting

I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 0.463% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17 175 Pitt Street, Sydney NSW 2000 on Friday 30, January 2015 at 10:00 am.

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:



Name of Requisitionist:

Holder:

Freddy Jaja

Address:

[REDACTED ADDRESS]

No. of shares held:

15,406,000

Percentage of shareholding: 0.463%

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

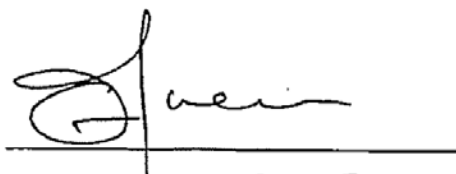
Re: Requisition for calling an Extraordinary General Meeting

I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 1.145% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap. 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday 30, January 2015 at 10:00 am:

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:



Name of Requisitionist:

ADAM FREIER

Holder:

TPC Pty Ltd <Adam Freier Family A/c>

Address:

[REDACTED ADDRESS]

No. of shares held:

38,091,813

Percentage of shareholding: 1.145%

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

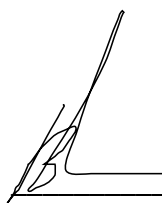
Re: Requisition for calling an Extraordinary General Meeting

I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 0.465% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap. 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday 30, January 2015 at 10:00 am.

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:



Name of Requisitionist:

Brian Siemsen

Holder:

Brian Siemsen

Address:

[REDACTED ADDRESS]

No. of shares held:

15,458,652

Percentage of shareholding: 0.465%

**SPECIAL NOTICE/REQUISITION FOR CALLING AN EXTRAORDINARY GENERAL MEETING
FOR THE APPOINTMENT OF NEW AUDITORS**

Date: 22nd December 2014

To: The Board of Directors
Axiom Mining Limited
2303-7 Dominion Centre
43-59 Queen's Road East
Hong Kong

Dear Sirs,

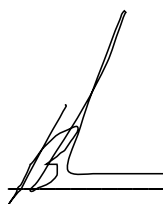
Re: Requisition for calling an Extraordinary General Meeting

I/We, the undersigned, being a Shareholder of Axiom Mining Limited (the "Company") holding 0.456% of the paid-up share capital of the Company hereby give you notice pursuant to Sections 396, 566 and 578 of the Companies Ordinance, Cap. 622, of our intention to propose the following resolution to be passed as an Ordinary Resolution at an Extraordinary General Meeting which will be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday 30, January 2015 at 10:00 am.

"That Zenith CPA Limited, Certified Public Accountant of 10/F., China Hong Kong Tower, 8-12 Hennessy Road Wanchai, Hong Kong be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Baker Tilly Hong Kong, and 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 authorized to fix their remuneration."

Yours faithfully,

Signed:



Name of Requisitionist:

Brian Siemsen

Holder:

Nesmeis Investment Pty Ltd

Address:

41 Mallett Street, Sydney NSW 2000

No. of shares held:

15,166,667

Percentage of shareholding: 0.456%