xRule 5.3

# **Appendix 5B**

# Mining exploration entity quarterly report

 $Introduced \ o{1/07/96} \ \ Origin \ Appendix \ 8 \ \ Amended \ o{1/07/97}, \ o{1/07/98}, \ 30/09/01, \ o{1/06/10}, \ 17/12/10$ 

| AXION          | M MINING LIMITED                  |
|----------------|-----------------------------------|
| ABN            | Quarter ended ("current quarter") |
| 81 119 698 770 | 31 March 2016                     |

### Consolidated statement of cash flows

|                                            |                                                                      | Current quarter | Year to date       |
|--------------------------------------------|----------------------------------------------------------------------|-----------------|--------------------|
| Cash flows related to operating activities |                                                                      | \$A'000         | (6 months)         |
|                                            |                                                                      |                 | \$A'000            |
| 1,1                                        | Receipts from product sales and related debtors                      | -               | -                  |
| 1.2                                        | Payments for (a) exploration & evaluation (b) development            | (87)<br>(1,769) | (2,236)<br>(2,563) |
|                                            | (c) production                                                       | - (             | -                  |
|                                            | (d) administration                                                   | (123)           | (1,059)            |
|                                            | (e) litigation costs                                                 | (40)            | (235)              |
| 1.3                                        | Dividends received                                                   | -               | -                  |
| 1.4                                        | Interest and other items of a similar nature                         |                 |                    |
|                                            | received                                                             | 5               | 10                 |
| 1.5                                        | Interest and other costs of finance paid                             | (18)            | (135)              |
| 1.6                                        | Income taxes paid                                                    | -               | -                  |
| 1.7                                        | Other (provide details if material)                                  | -               | -                  |
|                                            | Net Operating Cash Flows                                             | (2,032)         | (6,218)            |
| 1.8                                        | Cash flows related to investing activities Payment for purchases of: |                 |                    |
|                                            | (a) prospects                                                        | -               | -                  |
|                                            | (b) equity investments                                               | -               | -                  |
|                                            | (c) other fixed assets                                               | (154)           | (205)              |
| 1.9                                        | Proceeds from sale of:                                               |                 | -                  |
|                                            | (a) prospects                                                        | -               | -                  |
|                                            | (b) equity investments                                               | -               | -                  |
|                                            | (c) other fixed assets                                               | -               | -                  |
| 1.10                                       | Loans to other entities                                              | -               | -                  |
| 1.11                                       | Loans repaid by other entities                                       | -               | -                  |
| 1.12                                       | Other (provide details if material)                                  | -               | -                  |
|                                            |                                                                      |                 |                    |
|                                            | Net investing cash flows                                             | (154)           | (205)              |

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

# Appendix 5B Mining exploration entity quarterly report

| 1.13 | Total operating and investing cash flows      |         |         |
|------|-----------------------------------------------|---------|---------|
|      | (brought forward)                             | (2,186) | (6,423) |
|      |                                               |         |         |
|      | Cash flows related to financing activities    |         |         |
| 1.14 | Proceeds from issues of shares, options, etc. | -       | 5,153   |
| 1.15 | Proceeds from sale of forfeited shares        | -       | -       |
| 1.16 | Proceeds from borrowings                      | -       | 251     |
| 1.17 | Repayment of borrowings                       | -       | (23)    |
| 1.18 | Dividends paid                                | -       | -       |
| 1.19 | Other (provide details if material)           | (8)     | (3)     |
|      | Net financing cash flows                      | (8)     | 5,378   |
|      | Net increase (decrease) in cash held          | (2,194) | (1,045) |
| 1.20 | Cash at beginning of quarter/year to date     | 2,450   | 1,306   |
| 1.21 | Exchange rate adjustments to item 1.20        | 19      | 14      |
| 1,22 | Cash at end of quarter                        | 275     | 275     |

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

|      |                                                                  | Current quarter<br>\$A'ooo |
|------|------------------------------------------------------------------|----------------------------|
| 1.23 | Aggregate amount of payments to the parties included in item 1.2 | 270                        |
| 1.24 | Aggregate amount of loans to the parties included in item 1.10   | -                          |

1.25 Explanation necessary for an understanding of the transactions

The amount at 1.23 above represents non-executive director's fees and executive director's salary (including SG superannuation).

#### Non-cash financing and investing activities

| 2.1 | Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | Nil                                                                                                                                                    |

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

| ······ |  |
|--------|--|
| Nil    |  |
|        |  |
|        |  |
|        |  |

Appendix 5B Page 2 17/12/2010

 $<sup>\</sup>boldsymbol{+}$  See chapter 19 for defined terms.

#### Financing facilities available

Add notes as necessary for an understanding of the position.

|     |                              | Amount available<br>\$A'ooo | Amount used<br>\$A'ooo |
|-----|------------------------------|-----------------------------|------------------------|
| 3.1 | Loan facilities              | -                           | -                      |
| 3.2 | Credit standby arrangements* | 5,000                       | Nil                    |

<sup>\*</sup>All the pre-payment facility is subject to final documentation.

#### Estimated cash outflows for next quarter

|     |                            | \$A'000 |
|-----|----------------------------|---------|
| 4.1 | Exploration and evaluation | 271     |
| 4.2 | Development                | 775     |
| 4.3 | Production                 | -       |
| 4.4 | Administration             | 350     |
| 4.5 | Litigation                 | -       |
|     | Total                      | 1,396   |

#### **Reconciliation of cash**

| Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows. |                                             | Curent quarter<br>\$A'ooo | Previous quarter<br>\$A'ooo |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------|-----------------------------|
| 5.1                                                                                                                                                         | Cash on hand and at bank                    | 46                        | 2,344                       |
| 5.2                                                                                                                                                         | Deposits at call                            | -                         | -                           |
| 5.3                                                                                                                                                         | Bank overdraft                              | -                         | -                           |
| 5.4                                                                                                                                                         | Other (Trust accounts)                      | 222                       | 106                         |
|                                                                                                                                                             | Total: cash at end of quarter (item 1.22) * | 275                       | 2,450                       |

<sup>\*</sup> The Company announced on the 1 April 2016 that it has raised \$5 million net of fees via a private placement of ordinary shares and options from sophisticated and professional investors.

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

#### Changes in interests in mining tenements

|     |                                                               | Tenement reference | Nature of interest (note (2)) | Interest at beginning of quarter | Interest at end of quarter |
|-----|---------------------------------------------------------------|--------------------|-------------------------------|----------------------------------|----------------------------|
| 6.1 | Interests in mining tenements relinquished, reduced or lapsed | Nil                |                               |                                  |                            |
| 6.2 | Interests in mining tenements acquired or increased           | Nil                |                               |                                  |                            |

### Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

|     |                                                                                                                      | Total number | Number<br>quoted | Issue price per<br>security (see<br>note 3) (cents) | Amount paid up<br>per security (see<br>note 3) (cents) |
|-----|----------------------------------------------------------------------------------------------------------------------|--------------|------------------|-----------------------------------------------------|--------------------------------------------------------|
| 7.1 | Preference  *securities (description)                                                                                | N/A          | N/A              | N/A                                                 | N/A                                                    |
| 7.2 | Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions |              |                  |                                                     |                                                        |
| 7.3 | <sup>†</sup> Ordinary<br>securities                                                                                  | 284,093,386  | 284,093,386      | Fully paid                                          | Fully paid                                             |

Appendix 5B Page 4 17/12/2010

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

| 7.4 | Changes during                |            |            |                  |                    |
|-----|-------------------------------|------------|------------|------------------|--------------------|
|     | quarter                       | 15,656,059 | 15,656,059 | 31.0 cents       | Fully Paid         |
|     | (a) Increases                 | 88,888     | 88,888     | 31.0 cents       | Fully Paid         |
|     | through issues                | 113,889    | 113,889    | 25.0 cents       | Fully Paid         |
|     | - Under the                   | _          | _          | _                | -                  |
|     | placements                    |            |            |                  |                    |
|     |                               |            |            |                  |                    |
|     | -Unlisted options             | -          | -          | -                | -                  |
|     | exercised                     |            |            |                  |                    |
|     | -Unlisted                     |            |            |                  |                    |
|     | convertible notes             |            |            |                  |                    |
|     | converted                     | _          | -          | -                | -                  |
|     | converted                     |            |            |                  |                    |
|     | - As payment for              |            |            |                  |                    |
|     | services rendered             | -          | -          | -                | -                  |
|     |                               |            |            |                  |                    |
|     | (1 ) D                        |            |            |                  |                    |
|     | (b) Decreases                 | -          | -          | -                | -                  |
|     | through returns of            |            |            |                  |                    |
|     | capital, buy-backs            |            |            |                  |                    |
|     |                               |            |            |                  |                    |
|     |                               |            |            |                  |                    |
|     |                               |            |            |                  |                    |
|     |                               |            |            |                  |                    |
|     |                               |            |            |                  |                    |
| 7.5 | <sup>+</sup> Convertible debt |            |            | Conversion price |                    |
|     | securities                    |            |            |                  | T 1 C              |
|     |                               | 5          | 5          | 30.0 cents       | Face value of 0.9m |
| 7.6 | Changes during                |            |            |                  |                    |
| 7.0 | quarter                       |            |            |                  |                    |
|     | quarter                       |            |            |                  |                    |
|     | (a) Increases                 | -          | -          | -                | -                  |
|     | through issues                |            |            |                  |                    |
|     | _                             |            |            |                  |                    |
|     | (b) Decreases                 | 1          | 1          | 31.0 cents       | Face value of \$5m |
|     | through securities            |            |            |                  |                    |
|     | matured, converted            |            |            |                  |                    |
|     | Options                       |            |            | Exercise price   | Evnim data         |
| 7.7 | (description and              |            | _          | Exercise price   | Expiry date        |
|     | conversion factor)            | 2,000,000  | _          | 30.0 cents       | 31/05/2016         |
|     | zon. c. oton jaccot j         | 883,333    | _          | 28.05 cents      | 10/02/2017         |
|     |                               | 400,000    | -          | 35.0 cents       | 31/05/2016         |
|     |                               | 3,000,000  | -          | 40.0 cents       | 31/05/2016         |
|     |                               | 100,000    | -          | 50.0 cents       | 31/05/2016         |
|     |                               | 4,500,000  | -          | 55.5 cents       | 31/05/2016         |
|     |                               | 22,358,548 | -          | 30.0 cents       | 31/03/2016         |
|     |                               | 1,333,000  | -          | 30.0 cents       | 30/11/2017         |
|     |                               | 300,000    | -          | 45.0 cents       | 30/03/2018         |
|     |                               | i e        | -          | i e              |                    |

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

| 7.8   | Issued during      | 300,000   | - | 45.0 cents     | 30/03/2018  |
|-------|--------------------|-----------|---|----------------|-------------|
|       | quarter            |           |   |                |             |
| 7.9   | Exercised during   | -         | - | -              | -           |
|       | quarter            | -         | - | -              | -           |
| 7.10  | Expired during     |           |   |                |             |
|       | quarter            | 3,333,333 | - | 30 cents       | 15/02/2016  |
|       |                    | 666,666   | - | 17.ocents      | 31/03/2016  |
|       |                    |           |   |                |             |
| 7.10A | Performance        |           |   | Exercise price | Expiry date |
| •     | rights             | 150,000   | - | 50.0 cents     | 30/06/2017  |
|       |                    |           |   |                | ,           |
|       |                    |           |   |                |             |
|       |                    |           |   |                |             |
|       | Changes during the |           |   |                |             |
|       | quarter            |           |   |                |             |
|       | (a) Increases      |           |   |                |             |
|       | through issues     | _         | _ | _              | -           |
|       |                    |           |   |                |             |
|       | (b) Decreases      |           |   |                |             |
|       | through            | _         | _ | _              | _           |
|       | cancellation       |           |   |                |             |
|       |                    |           |   |                |             |
| 7.11  | Debentures         |           |   |                |             |
| ,     | (totals only)      |           |   |                |             |
| 7.12  | Unsecured notes    |           |   |                |             |
| /.12  | (totals only)      |           |   |                |             |
|       | (totals only)      |           |   |                |             |
|       |                    |           |   |                |             |

## **Compliance statement**

- This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).
- This statement does give a true and fair view of the matters disclosed.

Sign here:

Date: 30 April 2016

Company Secretary (Local Agent)

Print name:

Paul Frederiks

Appendix 5B Page 6 17/12/2010

 $<sup>\</sup>boldsymbol{+}$  See chapter 19 for defined terms.

#### **Notes**

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- Issued and quoted securities The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- The definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

== == == ==

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