

 Suite 2, 16 Ord Street
 abn: 93 092 304 964

 West Perth WA 6005
 tel: +61 8 9429 2900

 PO Box 1779 West Perth
 fax: +61 8 9486 1011

 Western Australia 6872
 axgmining.com.au

ASX ANNOUNCEMENT

5 December 2011 2011

Amended Appendix 3B

AXG Mining Limited ("AXC" or "the Company") would like to resubmit the Appendix 3B.

Please note that the total shares on issue are:

ASX code AXC fully paid ordinary shares 242,000,000

Yours faithfully

Roland Berzins Company Secretary +61 8 9429 2900

About AXG Mining Limited

AXG Mining Limited is a Perth-based junior exploration company with a view a focus on acquiring resource projects, in particular prospective copper and gold projects in Peru.

For more information visit www.axgmining.com.au

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

 $Introduced\ 1/7/96.\ Origin: Appendix\ 5.\ Amended\ 1/7/98,\ 1/9/99,\ 1/7/2000,\ 30/9/2001,\ 11/3/2002,\ 1/1/2003,\ 24/10/2005.$

Name	of entity	
AXC	Mining Ltd	
4 D M		
ABN	2001011	
93 09	92 304 964	
We (the entity) give ASX the following i	information.
	t 1 - All issues oust complete the relevant sections (attach s	heets if there is not enough space).
1	⁺ Class of ⁺ securities issued or to be issued	Fully paid ordinary shares (FPO)
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	7,500,000
3	Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)	FPO

⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes	
	If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
5	Issue price or consideration	\$0.01 (1 cent) 3,500,000 4,000,000	and \$0.009 (0.9 of a cent)
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Share based payments - research work	- Promotional work and
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	5 December 2011	
		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	242,000,000	FPO

Appendix 3B Page 2 24/10/2005

⁺ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause	Trumber	Cluss
	2 if applicable)		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		
Dart	2 Ponus issuo or pro r	ata issuo	
art	2 - Bonus issue or pro r	ala 133ut	
11	Is security holder approval required?		
12	Is the issue renounceable or non-renounceable?		
13	Ratio in which the *securities will be offered		
14	⁺ Class of ⁺ securities to which the offer relates		
15	⁺ Record date to determine entitlements		
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?		
17	Policy for deciding entitlements in relation to fractions		
18	Names of countries in which the entity has *security holders who will not be sent new issue documents		
	Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.		
19	Closing date for receipt of acceptances or renunciations		
20	Names of any underwriters		

1/1/2003 Appendix 3B Page 3

⁺ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do *security holders sell their entitlements in full through a broker?	
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Despatch date	
	rt 3 - Quotation of securities	
You need	need only complete this section if you are applying for quotation of secur	ities
34	Type of securities (tick one)	

Appendix 3B Page 4 1/1/2003

⁺ See chapter 19 for defined terms.

(a)	X	Securities described in Part 1
(b)		All other securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities
Entiti	es tha	t have ticked box 34(a)
Addit	ional s	ecurities forming a new class of securities N/A
Tick to locume		e you are providing the information or
35		If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36		If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37		A copy of any trust deed for the additional *securities

1/1/2003 Appendix 3B Page 5

⁺ See chapter 19 for defined terms.

Entitie	es that have ticked box 34(b)		
38	Number of securities for which ⁺ quotation is sought		
39	Class of *securities for which quotation is sought		
40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?		
	If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment		
41	Reason for request for quotation now		
	Example: In the case of restricted securities, end of restriction period		
	(if issued upon conversion of another security, clearly identify that other security)		
		Number	+Class
42	Number and *class of all *securities quoted on ASX (including the securities in clause 38)		

Appendix 3B Page 6 1/1/2003

⁺ See chapter 19 for defined terms.

Quotation agreement

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

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

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



Sign here:

Date: 05/12/2011 (Director/Company secretary)

Print name: Roland Berzins

⁺ See chapter 19 for defined terms.

5 December 2011

Notice under Section 708A (5) (E) Of the corporations Act 2011 (Cth)

Issuer: AXG Mining Ltd

Details of the issue or offer of securities

Class of Securities	Ordinary Shares
ASX Code of Securities	AXC
Date of the issue or expected issue of the securities	5 December 2011
Total number of the securities issued or expected to be issued	7,500,000

Notice:

- 1. AXG Mining Ltd gives ASX (as the relevant market operator) notice relating to the issue of securities identified above;
- 2. This notice is given under paragraph 5(c) of Section 708A of the Corporations Act 2011 (Cth) (Corporations Act);
- AXG Mining Limited issued the securities identified above without disclosure to the investors under part 6d.2 of the Corporations Act 2011 (Cth);
- 4. As at the date of this notice, AXG Mining Ltd has complied with;
 - a. The provisions of Chapter 2M of the Corporations Act 2011(Cth) as they apply to it; and
 - b. Section 674 of the Corporations Act 2011 (Cth)
- 5. There is no excluded information (as defined in section 708A(6)(e) of the Corporations Act (Cth)) as at the date of this notice

Signed for and on behalf of the issuer:

Roland Berzins Company Secretary

Appendix 3B Page 8 1/1/2003

⁺ See chapter 19 for defined terms.