



Suite 2, 16 Ord Street  
West Perth WA 6005  
PO Box 1779 West Perth  
Western Australia 6872

abn: 93 092 304 964  
tel: +61 8 9429 2900  
fax: +61 8 9486 1011  
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](http://www.axgmining.com.au)

## 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

AXG Mining Ltd

ABN

93 092 304 964

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets 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.

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$0.01 ( 1 cent) 3,500,000 and \$0.009 (0.9 of a cent) 4,000,000</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Share based payments – Promotional work and research work</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>5 December 2011</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="722 1354 997 1381">Number</th> <th data-bbox="1002 1354 1274 1381"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 1381 997 1581">242,000,000</td> <td data-bbox="1002 1381 1274 1581">FPO</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	242,000,000	FPO
Number	<sup>+</sup> Class				
242,000,000	FPO				

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+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	

### Part 2 - Bonus issue or pro rata issue

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  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

+ See chapter 19 for defined terms.

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- 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 *part* 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

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

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+ See chapter 19 for defined terms.

(a)  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

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities N/A

*Tick to indicate you are providing the information or documents*

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

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+ See chapter 19 for defined terms.

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought 

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39 Class of +securities for which  
 quotation is sought 

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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

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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)

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	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

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**New issue announcement**

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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**);
3. 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

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