



**axiom**  
Build. Share. Protect.

**Axiom Mining Limited**  
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**8 March 2019**

## Supplementary Prospectus

Axiom Mining Limited (**Company**) wishes to advise that it has lodged a Supplementary Prospectus (**Supplementary Prospectus**) with the ASIC in relation to its Entitlement Offer Prospectus dated 21 February 2019.

The Supplementary Prospectus has been issued to clarify information previously disclosed in the Prospectus and to provide further details to shareholders in respect of ASX announcements made by the Company since the date of the Prospectus.

Eligible Shareholders under the Entitlement Offer will receive a copy of the Supplementary Prospectus together with the Prospectus. Both documents are expected to be despatched to shareholders on Monday, 11 March 2019.

A copy of the Supplementary Prospectus is attached to this announcement and will also be provided on the Company's website at [www.axiom-mining.com](http://www.axiom-mining.com).

### **For enquiries, please contact:**

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**ENDS**

### **About Axiom Mining Limited**

Axiom Mining Limited focuses on tapping into the resource potential within the mineral-rich Pacific Rim. Through dedication to forging strong bonds and relationships with the local communities and governments where we operate, Axiom Mining has built a diversified portfolio of exploration tenements in the Asia-Pacific region. This includes a majority interest in part of the Isabel Nickel Project in the Solomon Islands and highly prospective gold, silver and copper tenements in Solomon Islands and North Queensland, Australia. Axiom Mining is listed on the ASX.

For more information on Axiom Mining, please visit [www.axiom-mining.com](http://www.axiom-mining.com)

### **Disclaimer**

Statements in this document that are forward-looking and involve numerous risk and uncertainties that could cause actual results to differ materially from expected results are based on the Company's current beliefs and assumptions regarding a large number of factors affecting its business, some of which may be outside the Company's control. There can be no assurance that (i) the Company has correctly measured or identified all of the factors affecting its business or their extent or likely impact; (ii) the publicly available information with respect to these factors on which the Company's analysis is based is complete or accurate; (iii) the Company's analysis is correct; or (iv) the Company's strategy, which is based in part on this analysis, will be successful.

## **Supplementary Prospectus**

### **1 Important information**

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This Supplementary Prospectus (**Supplementary Prospectus**) of Axiom Mining Limited (**Axiom** or the **Company**) is dated 8 March 2019 and was lodged with ASIC on that date under section 719 of the Corporations Act.

This Supplementary Prospectus supplements the Prospectus dated 21 February 2019 and lodged with ASIC on that date (**Prospectus**), and must be read together with the Prospectus. If there is any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus prevails.

Unless the context otherwise requires, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus. ASIC and ASX take no responsibility for the contents of this Supplementary Prospectus or the Prospectus.

This Supplementary Prospectus is an important document and requires your immediate attention. Your Directors encourage you to seek independent financial, tax or other advice before making a decision as to whether or not to participate in the Entitlement Offer.

### **2 San Jorge – further drilling results**

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The Company announced on 25 February 2019 further results from drilling undertaken at San Jorge. A copy of the Company's announcement has been lodged with the ASIC and is also available at <http://www.axiom-mining.com/irm/content/asx-announcements.aspx?RID=8>.

The Company will make available a copy of the announcement, free of charge, to any person who asks for it during the Offer Period.

### **3 Traxys Terms Sheet**

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#### **3.1 Overview**

On 1 March 2019, the Company announced that it executed a terms sheet with leading global metals and commodity marketing group, Traxys Europe S.A (**Traxys**), for senior debt finance of up to US\$10.5 million and off-take sales arrangements for nickel ore from its Solomon Islands projects (**Traxys Terms Sheet**). A copy of the Company's announcement is annexed to this Supplementary Prospectus.

Under the Traxys Terms Sheet, the Company proposes to grant a total of 60,000,000 Axiom Options to Traxys, expiring on 30 March 2027, in four equal tranches of 15,000,000 Axiom Options exercisable at \$0.20, \$0.30, \$0.40 and \$0.50 respectively (**Proposed Traxys Options**).

Financial close is subject to Traxys confirmatory due diligence and entering into definitive document documents, which is expected to occur in early June.

This section updates the Prospectus following the Traxys announcement.

### 3.2 Off-take risk

In the table of frequently asked questions, in the row titled 'Are there any risks?' on pages 5 and 6, the fifth dot point relating to 'Offtake risk' is deleted and replaced with the following:

- **(Off-take risk)** The Company has not entered into any binding offtake agreements for production from any of its operations. On 1 March 2019, the Company announced that it had executed a terms sheet with leading global metals and commodity marketing group, Traxys Europe S.A (**Traxys**), for senior debt finance of up to US\$10.5 million and off-take sales arrangements for nickel ore from its Solomon Islands projects. Financial close is subject to Traxys confirmatory due diligence and entering into definitive document documents, which is expected to occur in early June. There is no guarantee that the Company will enter into definitive agreements to finalise the senior debt finance and off-take sales arrangements on the terms and conditions in the Traxys Terms Sheet or at all. If the Company is unable to secure adequate off-take arrangements, it would have a materially adverse effect on the Company.'

Section 4.2(f) (page 24) of the Prospectus is deleted and replaced with the following:

'(f) **Off-take risk**

The Company has not entered into any binding offtake agreements for production from any of its operations. On 1 March 2019, the Company announced that it had executed a terms sheet with leading global metals and commodity marketing group, Traxys Europe S.A (**Traxys**), for senior debt finance of up to US\$10.5 million and off-take sales arrangements for nickel ore from its Solomon Islands projects. Financial close is subject to Traxys confirmatory due diligence and entering into definitive document documents, which is expected to occur in early June. There is no guarantee that the Company will enter into definitive agreements to finalise the senior debt finance and off-take sales arrangements on the terms and conditions in the Traxys Terms Sheet or at all. If the Company is unable to secure adequate off-take arrangements, it would have a materially adverse effect on the Company.'

### 3.3 Effect on Shareholdings

In section 3.3 (page 18) of the Prospectus, the following is included at the end of section 3.3(b):

'(c) **Full Subscription and Proposed Traxys Options**

The following table sets out the potential effect of the Entitlement Offer and the Proposed Traxys Options on the shareholdings in the Company immediately following the successful completion of the Entitlement Offer based on the Full Subscription Assumptions and assuming financial close of the Traxys Terms Sheet and grant of the Proposed Traxys Options. The table also includes an additional 1,957,955 ordinary shares which were issued by the Company on 6 March 2019, after the release of the Prospectus, for the provision of finance and litigation services (**6 March Shares**).

<b>Share capital – fully subscribed (undiluted)</b>	<b>Number</b>	<b>%</b>
Axiom Shares on issue at the date of this Prospectus	493,818,101	90.47
Unlisted Shares on issue as at the date of this Prospectus	697,763	0.13
Plus: 6 March Shares	1,957,955	0.36
Plus: New Axiom Shares	49,381,810	9.04
<b>Total issued share capital on completion of Entitlement Offer (undiluted)</b>	<b>545,855,629</b>	<b>100.0</b>

<b>Share capital – full subscription (fully diluted)*</b>	<b>Number</b>	<b>%</b>
Axiom Shares on issue at the date of this Prospectus	493,818,101	46.5
Unlisted Shares on issue as at the date of this Prospectus	697,763	0.1
Plus: 6 March Shares	1,957,955	0.2
Plus: New Axiom Shares	49,381,810	4.65
<b>Total issued share capital on completion of Entitlement Offer (undiluted)</b>	<b>545,855,629</b>	<b>51.45</b>
Existing Axiom Options	225,253,079	21.21
Existing performance rights	5,250,000	0.49
Plus: Attaching Options	197,527,240	18.6
Plus: Proposed Traxys Options	60,000,000	5.65
Plus: Convertible Notes	27,974,593	2.63
<b>Total convertible securities on completion of Entitlement Offer **</b>	<b>516,004,912</b>	<b>48.58</b>
<b>Fully diluted share capital on completion of Entitlement Offer</b>	<b>1,061,860,541</b>	<b>100.0</b>

\* Assumes that the Entitlement Offer is fully subscribed and no further securities are issued.

\*\* Estimated number of Ordinary Shares converted from the Convertible Notes using the AVQ closing price and RBA exchange rate at 20 February 2019.'

### 3.4 Pro-forma balance sheet

In section 3.5 (page 20) of the Prospectus, the following is included at the end of section 3.5(c):

'The pro-forma balance sheet does not include any pro-forma adjustments in connection with the Traxys Terms Sheet as it remains subject to due diligence and the negotiation of definitive agreements.'

### 3.5 Continuous disclosure and inspection of documents

The table set out in section 6.2(c) (page 37) of the Prospectus is amended by adding the following announcements:

21 February 2019	Entitlement Offer
21 February 2019	Prospectus - Entitlement Offer
21 February 2019	Eligible Shareholders Letter
21 February 2019	Ineligible Shareholders Letter
21 February 2019	Option and Performance Rights Holders Letter
21 February 2019	Appendix 3B
25 February 2019	Further drill results at San Jorge Island
27 February 2019	Trading Halt
1 March 2019	Finance and Nickel ore off-take with Traxys
8 March 2019	Appendix 3B

**3.6 Information excluded from continuous disclosure notices**

Section 6.3(a) (page 37) and section 6.3(c) (page 38) of the Prospectus are deleted.

**4 Consent to lodgement**

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This Supplementary Prospectus has been authorised by a resolution passed by the Directors of the Company. In accordance with section 720 of the Corporations Act, each Director of the Company has consented in writing to the lodgement of this Supplementary Prospectus with ASIC.