

AXIOM MINING LIMITED

Incorporated in Hong Kong

Company Number 363279

ARBN 119 698 770

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

and

PROXY FORM

Annual General Meeting

to be held at the

Offices

of

Axiom Mining Limited

**Level 2, 3 Spring Street
Sydney NSW 2000**

Commencing at 11:00 am on 2 March 2010

AXIOM MINING LIMITED
Incorporated in Hong Kong
Company Number 363279
ARBN 119 698 770

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Axiom Mining Limited (**Axiom** or **Company**) will be held at:

Level 2, 3 Spring Street
Sydney NSW 2000

Commencing at 11:00 am on 2 March 2010

AGENDA

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as both General Business and Special Business and terms used in this Notice have the meaning given to them in the Explanatory Statement.

BUSINESS OF THE MEETING

Resolution 1 - Ratification of new Ordinary Shares as conversion of unsecured loans from directors as approved at the last meeting of Shareholders on 22 December 2009

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Rule 7.4 of the Listing Rules of the ASX Limited and for all other purposes, shareholders ratify and approve the issue of 26,363,635 ordinary shares in the company at \$0.011 per share and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

See Notes for Voting Exclusion Statement.

Resolution 2 - General Mandate to Issue and Allot New Shares

To consider and if thought fit and subject to any restrictions in the ASX Limited Listing Rules in relation to issuing new capital (including listing rules 7.1, 10.11 and 10.14), to pass with or without amendment, the following resolution as an ordinary resolution:

“That Pursuant to Section 57B of the Companies Ordinance, Hong Kong, Cap 32, to grant a general mandate to the Directors to issue further unissued shares in the capital of the Company at anytime to such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, and that such authority shall continue to be in force until the conclusion of the next General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, which ever is the earlier.”

Financial Statements

To receive and consider the financial statements and the reports of the Directors' and Auditors' for the years ended 30 September 2008 and 30 September 2009. Those statements and reports have been filed on the ASX electronic filing system for Company Notices and are available on Axiom's website at www.axiom-mining.com and from the Hong Kong Company's Registry.

Resolution 3 - Adoption of the Financial Statements

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That the audited financial statements and reports of Directors’ and Auditors’ for the years ended 30 September 2008 and 30 September 2009 be adopted.”

Resolution 4 - Re-election of Auditors

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“That Baker Tilly Hong Kong, Certified Accountants Hong Kong and Rothsay Chartered Accountants Sydney Australia being auditors of the Company be re-appointed auditors and that the directors be authorised to fix their remuneration.”

Resolution 5 - Re-election of Mr Ryan Mount as a Director

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That in accordance with ASX Limited Listing Rule 14.4 and Article 114 of the Company’s Articles Mr Ryan Mount having been appointed a Director of the Company and who retires by rotation and being eligible and offering himself to be re-elected as a Director of the Company is hereby be re-elected as a Director of the Company with immediate effect and the board is authorised to fix his remuneration.”

OTHER BUSINESS

To transact any other business that might be legally brought before the General Meeting.

Dated this 5th Day of February 2010
By order of the board

John Cook
Chairman

EXPLANATORY STATEMENT

The Explanatory Statement and all attachments are important documents. They should be read carefully.

If you any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your accountant or your investment adviser.

Venue

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

**Level 2, 3 Spring Street
Sydney NSW 2000**

Commencing at 11:00 am on 2 March 2010

Voting Exclusion Statement

As required by Rule 14.11 of the Listing Rules of the ASX Limited, the Company will disregard any votes cast on the resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED
Resolution 1	Any person who participated in the issue to which Resolution 1 relates and any associates of those persons.

However, the company need not disregard a vote if:

- It is cast by a person as proxy for a person which 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.

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 11:00 am.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Extraordinary General Meeting, so that it is received no later than 11 am on Sunday 28 February 2010. Proxy forms received later than this time will be invalid.

Hand deliveries: Registries Limited
Level 7, 207 Kent Street
Sydney NSW 2000

Postal Address: Registries Limited
GPO Box 3993
Sydney NSW 2001
AUSTRALIA

Alternatively you can fax your proxy form so that it is received no later than 11 am on Sunday, 14 February 2010 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 Annual General Meeting please complete the enclosed Proxy Form and return it in accordance with the instructions set out on that form.

BUSINESS OF THE MEETING

Under the Hong Kong Companies Ordinance each public Company is required to hold an Annual General Meeting once in each calendar year.

Resolution 1 - Ratification of new Ordinary Shares for conversion of unsecured loans from directors as approved at the last meeting of Shareholders on 22 December 2009

The Company elects at each General or Annual Meeting to request Shareholder approval for any ordinary shares in the Company that were allotted during the period since the last meeting of Shareholders. The Company sought and received approval pursuant to listing rule 10.11 at the Extraordinary General Meeting of the Company held on 22 December 2009 to issue shares to satisfy conversion of unsecured loans. The Company now seeks approval under listing rule 7.4 so that the shares issued will not count towards the Company's 15% share issue capacity under listing rule 7.1 and the directors will be entitled to exercise, in appropriate circumstances, the power to issue further new securities numbering in aggregate up to 15% of the shares then on issue without offering them pro-rata to shareholders or obtaining prior approval from existing shareholders.

A total of the issue of 26,363,635 ordinary shares in the company at \$0.011 per share were allotted as follows; 14,545,454 on 29 December 2009 as conversion of an unsecured loan of \$A160,000 to John Cook, 6,818,181 on 29 December 2009 as conversion of an unsecured loan of \$A75,000 to Neil Stuart and 5,000,000 on 29 December 2009 as conversion of unsecured loan of \$A55,000 to Ryan Mount.

As set out in the Notes to this Notice, the ratification of the share issue for conversion of unsecured loans by directors as an exemption to the 15% limit under Listing Rule 7.4 is subject to a voting exclusion that applies to any person who participated in the issue and their associates.

Resolution 2 - General Mandate to Issue and Allot New Shares

Under the Hong Kong Companies Ordinance Section 57B, companies are required to first obtain shareholder approval before issuing or allotting any new shares. It is general practice for Directors to be granted such approval from the shareholders at the Annual General Meeting to cover shares to be issued during the next twelve months to fund the Company's ongoing activities and general working capital requirements so this can be done in a timely fashion. The Company requests shareholders to renew their approval pursuant to Section 57B of the Companies Ordinance, Cap 32, to grant a general mandate to the Directors to issue further unissued shares in the capital of the Company at anytime to such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, and that such authority shall continue to be in force until the conclusion of the next Annual or General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

With approval of Resolution 2 directors of the Company are still subject to the restrictions in the listing rules concerning issuing new capital including rules 7.1, 10.11 and 10.14 of the ASX Limited.

Resolution 3 - Adoption of the Financial Statements

The audited financial statements and reports by the directors and the auditors for the year ended 30 September 2008 dated 11 November 2009 and 30 September 2009 dated 21 December 2009 have been filed on Axiom's information page of the ASX Limited and also on the Company's web site (www.axiom-mining.com). Shareholders will be asked to adopt these financial statements and reports and the Directors will give shareholders an opportunity to discuss their contents and ask any questions. If shareholders wish to obtain a printed copy of the Annual Report 2009 they simply need to provide a written request and address details and the Company will mail a copy.

Resolution 4 - Reappointment of Auditors

The current auditors for the Company are Baker Tilly Hong Kong and Rothsay Chartered Accountants, Sydney Australia. The auditors were appointed at the Annual General Meeting in 2009 and the shareholders are asked to re-elect the Auditors of the Company and to authorise the directors to fix their remuneration.

Resolution 5 - Re-election of Mr Ryan Mount as a Director

In accordance with Article 14.4 of the Listing Rules of the ASX Limited and Article 114 of the Company's Articles and Memorandum Mr Ryan Mount having been appointed a Director of the Company since the last Annual General Meeting offers himself for re-election.

Accordingly, he is seeking re-election pursuant to Resolution 5 and to authorise the board to fix his remuneration.

PROXY FORM

**APPOINTMENT OF PROXY
AXIOM MINING LIMITED
Incorporated in Hong Kong
Company No: 363279
ARBN 119 698 770**

ANNUAL GENERAL MEETING

I/We _____
being a member of Axiom Mining Limited entitled to attend and vote at the meeting, hereby

Appoint _____
Name of proxy

Or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 3 Spring Street, Sydney NSW at 11:00 am on 2 March 2010 and any lawful adjournment thereof:

Voting on Business of the General Meeting		For	Against	Abstain
Resolution 1	Ratification of issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Mandate for issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Reappointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Or if you do **not** wish to direct your proxy how to vote, place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

If no voting preference is marked, the Chairman will vote in favour of all the resolutions.

Signed this _____ day of _____ 2010

Signature: _____ Name of Shareholder: _____

No. of Ordinary Shares held or represented _____

_____ **Companies affix common seal if appropriate**

