

AXIOM MINING LIMITED

Incorporated in Hong Kong

Company Number 363279

ARBN 119 698 770

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

and

PROXY FORM

2008 Annual General Meeting

to be held at the

Offices

of

Axiom Mining Limited

Level 2, 3 Spring Street

Sydney NSW 2000

Commencing at 10:00 am on 20 April 2009

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 10:00 am on 20 April 2009

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.

SPECIAL BUSINESS

Resolution 1 - Ratification of new Ordinary Shares under placement to institutional investors since the last meeting of Shareholders on 2 July 2008

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 Australian Securities Exchange Limited and for all other purposes, shareholders ratify and approve the issue of 23,350,000 ordinary shares in the company at \$0.08 per share and 350,000 at \$0.10 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 the Listing Rules of the Australian Securities Exchange, 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 Annual 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.”

Resolution 3 - Approval of Convertible Note financing to sophisticated or professional investors

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

“That the Shareholders approve the Convertible Note financing that will raise an amount of \$A1,500,000 and grant a mandate for the Directors to convert funds raised under the Convertible Note financing on the basis of each Note of \$3,000 representing 300,000 Ordinary Shares in the Company and the issue of shares to cover interest payments that come due on Notes.”

See notes for Voting Exclusion Statement.

GENERAL BUSINESS

Resolution 4 - Approval of Director's participation in the Convertible Note Offering

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

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for John Cook, director to participate in the Convertible Note Capital raising by the Company on the same terms offered to other investors and that shareholder approval has been obtained as required under the Listing Rules of the Australian Securities Exchange."

See Notes for Voting Exclusion Statement.

Resolution 5 - Approval of Director's participation in the Convertible Note Offering

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

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for Neil Stuart, director to participate in the Convertible Note Capital raising by the Company on the same terms offered to other investors and that shareholder approval has been obtained as required under the Listing Rules of the Australian Securities Exchange."

See Notes for Voting Exclusion Statement.

Financial Statements

To receive and consider the financial statements for the year ended 30 September 2008. The audit of the financial statements of the Company has not been completed as of the date of this Notice, however the audit is in the process of being finalised. It is anticipated that the audit will be completed before the date of the AGM and if so then Resolution 6 will apply. The unaudited statements have been filed on the ASX electronic filing system for Company Notices and are available on Axiom's website at www.axiom-mining.com

Resolution 6 - 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 financial statements and reports of Directors' and Auditors' for the year ended 30 September 2008 be adopted."

Resolution 7 - Re-election of Auditors

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

"That Baker Tilly, 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 8 - Re-Election of Mr Neil Stuart 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 Listing Rule 14.4 Mr Neil Stuart who having been appointed a Director of the Company who retires by rotation and being eligible and offering himself to be re-elected as a Director of the Company is hereby re-elected a director 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 3rd Day of April 2009

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 have 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 10:00 am on 20 April 2009

Voting Exclusion Statement

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

RESOLUTION	FOLLOWING PERSONS EXCLUDED
Resolution 1	Any person who participated in the issue to which Resolution 1 relates and any associates of those persons.
Resolution 3	Any person who could participate in the issue to which Resolution 3 relates and any associates of those persons.
Resolution 4	John Cook and any associates of this person.
Resolution 5	Neil Stuart and any associates of this person.

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 which 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 10:00 am.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting, so that it is received no later than 10:00 am on Saturday 18 April 2009. 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
NSW 2001
AUSTRALIA

Alternatively you can fax your proxy form so that it is received no later than 10:00 am on Saturday, 18 April 2009 on the fax number listed below.

Fax Number: +61 2 9279 0664

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 under placement to institutional investors since the last meeting of Shareholders

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 issue of the shares was within the 15% share issue limit set out in Listing Rule 7.1 and accordingly did not require shareholder approval. Nevertheless, the company is seeking shareholder ratification for the issue of shares pursuant to Listing Rule 7.4 to ensure that its share issue capacity is not reduced. If the resolution under item 1 is approved by shareholders, the shares will not be taken into account in determining the Company's utilisation of the 15% share issue limit 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 23,350,000 ordinary shares in the company at \$0.08 per share were allotted as follows; 7,375,000 on the 11 July 2008, 13,625,000 on 20 August 2008 and 2,350,000 on 30 September 2009. In addition 350,000 ordinary shares were issued at \$0.10 per share and were allotted on the 30 September 2009. All shares were issued to sophisticated investors for cash with the funds used for working capital purposes since the Extraordinary General Meeting of Shareholders held on 2 July 2008. The Directors seek Shareholder approval for the allotment of the ordinary shares above. See voting exclusion statement.

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 to 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.

Resolution 3 - Approval of Convertible Note financing

Since the last AGM the credit and financial markets have seen an unprecedented deterioration and prices of the metals for which the Company is exploring have suffered major falls the only exceptions being gold and silver. The availability of investor funds to maintain the Company and its exploration activities has become more difficult.

A Convertible Note (the Notes) and Subscription Agreement has been adopted by the Board to secure working capital to maintain the Company and its assets through these perilous times. In accordance with Listing Rule 7.1 and 7.1.5(a) details of the Convertible Note issue are as follows;

Maximum Number of Notes: 500
Date of issue: Subject to shareholder approval (no later than 3 months after the date of the meeting)
Face value of Note: \$A3,000
Offer restricted to investors who qualify as sophisticated or professional investors under the Australia Corporations Law
Terms: Maturity Date 30 November 2010
Coupon rate: 7.5%
Redemption by cash payment or issue of ordinary shares at \$A0.01 per ordinary share
Funds raised by the Notes will be used for working capital and exploration of the Company's mineral properties.
See voting exclusion statement.

Resolution 4 - Approval of Director's and Officer's Participation in Placements or Other Capital Raisings

It is a requirement under Listing Rule 10.11 of the Australian Securities Exchange for a specific resolution to be passed by members in order for Directors' and Officers to participate in placements or other capital raisings by the Company. Approval is sought for the following directors to participate in the Convertible Note issue;

Name: John Cook Maximum number of Notes: 200 at \$A3,000 each
Date of issue: Subject to shareholder approval (no later than 1 month after the date of the meeting)
Terms of Notes: Maturity Date 30 November 2010
Coupon rate 7.5%
Redemption by cash payment or issue of ordinary shares at \$A0.01 per ordinary share
Use of funds: Working capital and exploration expenses
See voting exclusion statement.

Resolution 5 - Approval of Director's and Officer's Participation in Placements or Other Capital Raisings

It is a requirement under Listing Rule 10.11 of the Australian Securities Exchange for a specific resolution to be passed by members in order for Directors' and Officers to participate in placements or other capital raisings by the Company. Approval is sought for the following directors to participate in the Convertible Note issue;

Name: Neil Stuart Maximum number of Notes: 20 at \$A3,000 each
Date of issue: Subject to shareholder approval (no later than 1 month after the date of the meeting)
Terms of Notes: Maturity Date 30 November 2010
Coupon rate 7.5%
Redemption by cash payment or issue of ordinary shares at \$A0.01 per ordinary share
Use of funds: Working capital and exploration expenses
See voting exclusion statement.

Resolution 6 - Adoption of the Financial Statements

Audit reports for the financial statements for the year ended 30 September 2008 of the Company have not yet been completed as of the date of this Notice. It is expected that the audit and the auditors report will be available before the date of the AGM. The directors believe that the unaudited financial statements do reflect the true state of the Company as of 30 September 2008 and have filed the unaudited financial statements on Axiom's information page of the Australian Securities Exchange and also on the Company's web site (www.axiom-mining.com). In the event the audit has been completed by the date of the meeting Shareholders will be asked to adopt the 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 2008 including the unaudited Financial Statements they simply need to provide a written request and address details and the Company will mail a copy.

Resolution 7 - Reappointment of Auditors

The current auditors for the Company are Baker Tilly of Hong Kong and Rothsay Chartered Accountants Sydney Australia. The auditors were appointed at the Annual General Meeting in 2008 and the shareholders are asked to re-elect the Auditors of the Company and to authorise the directors to fix their remuneration.

Resolution 8 - Re-election of Mr Neil Stuart as a Director

In accordance with Article 14.4 of the Listing Rules, Mr Neil Stuart having been appointed a Director of the company since the last Annual General Meeting offers himself for re-election.

Accordingly, he is seeking election pursuant to Resolution 7 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 10:00 am on 20 April 2009 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	Approval of Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Director's purchase of Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Director's purchase of Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Adoption of Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Re-election of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	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 _____ 2009

Signature: _____ Name of Shareholder: _____

No. of Ordinary Shares held or represented _____

_____ **Companies affix common seal if appropriate**

