FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

AXMIN Inc.
120 Adelaide Street West
Suite 2100
Toronto, Ontario
M5H 1T1

Item 2 - Date of Material Change:

September 8, 2008

Item 3 – News Release:

The news release attached hereto as Schedule "A" was disseminated over Marketwire on September 8, 2008.

Item 4 – Summary of Material Change:

AXMIN Inc. ("**AXMIN**") announced the appointment of Mr. Alex Dann as Vice-President, Finance and Chief Financial Officer of the Company.

Coincident with Mr. Dann's appointment, he was granted on September 2, 2008 stock options for 500,000 common shares of the Company exercisable at Cdn$0.15 each expiring on August 31, 2013.

Mr. Dann succeeds Craig Banfield. Mr. Banfield will remain with AXMIN for a period to ensure a smooth transition.

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

The material change is fully described in the press release attached as Schedule "A" hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 – Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 – Executive Officer:

For additional information please contact AXMIN:

Mario Caron
President & CEO
Direct T: 416 368 0993 ext 223

Judy Webster
Manager Investor Relations
T: 416 368 0993 ext 221
ir@axmininc.com

Item 9 – Date of Report:

September 11, 2008

Schedule "A"

AXMIN APPOINTS ALEX DANN CHIEF FINANCIAL OFFICER

Toronto, Ontario - September 8, 2008 AXMIN Inc. (AXM-TSX Venture) announces the appointment of Mr. Alex Dann as Vice-President, Finance and Chief Financial Officer of the Company.

Mr. Dann is a Chartered Accountant with over 15 years of experience leading the financial operations and strategic planning for multinational companies primarily in the mining sector. Alex has held senior roles with Falconbridge, Rio Algom Ltd., and most recently as CFO of Goldbelt Resources Ltd. which was sold to Wega Mining ASA in late 2007. At the time of the sale, Goldbelt was developing the Inata gold project in Burkina Faso. Prior to joining Goldbelt, Alex headed the Finance group for an automotive parts supplier that included Magna International Inc. as one of the primary partners.

Mr. Dann succeeds Craig Banfield who leaves to pursue other opportunities. Mr. Banfield will remain with AXMIN for a period to ensure a smooth transition.

Mr. Mario Caron AXMIN's President and CEO comments "We are very pleased to welcome Alex to the AXMIN team and his depth of financial and operational experience will be invaluable in developing the Passendro Gold Project. Craig was the Company's CFO since its initial public offering in 2001 and played a key role in its evolution. I thank Craig for his contributions and wish him all the best."

Coincident with Mr. Dann's appointment, he was granted on September 2, 2008 stock options for 500,000 common shares of the Company exercisable at Cdn$0.15 each expiring on August 31, 2013.

About AXMIN

AXMIN is a Canadian exploration and development company with a strong focus on central and west Africa. AXMIN's goal is to rapidly move its Passendro Gold Project, Central African Republic towards production. AXMIN is positioned to grow in value as it develops its project pipeline in parallel pursuing new opportunities to increase its asset base. For more information regarding AXMIN visit our website at www.axmininc.com.

For additional information please contact AXMIN:

Mario Caron
President & CEO
Direct T: 416 368 0993 ext 223

Judy Webster
Manager Investor Relations
T: 416 368 0993 ext 221
ir@axmininc.com