



AXG MINING LIMITED

ACN 092 304 964

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This Supplementary Prospectus is dated 9 June 2004 and is supplementary to the Prospectus dated 9 March 2004 issued by AXG Mining Limited ACN 092 304 964 for an Offer of 12,500,000 Shares at 20 cents each to raise \$2,500,000.

This Supplementary Prospectus was lodged with ASIC on 9 June 2004. Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

New applications for Shares may only be made on an Application Form that is attached to or accompanies this Supplementary Prospectus.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

This Supplementary Prospectus must be read with the Prospectus issued by AXG Mining Limited and dated 9 March 2004.



AXG MINING LIMITED

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SUPPLEMENTARY PROSPECTUS

1. INTRODUCTION

AXG has prepared and lodged this Supplementary Prospectus with ASIC to refresh the periods in which the securities of AXG must be quoted on ASX and in which to raise the minimum subscription.

2. ASIC DECLARATION

This Supplementary Prospectus has been lodged by AXG following a Declaration by ASIC pursuant to section 741(1) of the *Corporations Act 2001* (Cth) (Act). The Declaration relates to sections 723(3)(b), 724(1)(a) and (724)(1)(b)(ii) of the Act. The Declaration substitutes new wording for section 723(3)(b), modifies section 724(1)(a) and inserts a new subsection 724(1AA) after section 724(1).

3. EFFECTS OF ASIC DECLARATION

The effects of the ASIC Declaration are that the time periods for approval for quotation of the Shares by ASX and for AXG to reach its minimum subscription recommence from the date of this Supplementary Prospectus.

This means that:

- (a) AXG has an additional 3 months from 9 June 2004 for Shares the subject of the Offer to be approved for quotation by ASX; and
- (b) AXG has an additional 4 months from 9 June 2004 to raise its minimum subscription of \$2,500,000. (It should be noted, however, that the minimum subscription must be raised before approval for quotation of the Shares on ASX can occur.); and
- (c) AXG must give Applicants under the Prospectus who have lodged Applications prior to the date of this Supplementary Prospectus:
 - (i) a copy of this Supplementary Prospectus; and
 - (ii) the right for a period of 1 month from the date of this Supplementary Prospectus, to withdraw their Applications.

In terms of the ASIC Declaration, Applicants will not have a further opportunity to withdraw their accepted Applications on the basis that AXG has not met the minimum subscription condition or that the Shares have not been admitted for quotation by ASX for at least another three months.

4. CHANGES TO PROSPECTUS

The modification results in changes to the following sections of the Prospectus:

- (a) the Indicative Timetable in section 1.2;
- (b) the ASX listing details in section 1.8; and
- (d) the Defined Terms in section 10.

This Supplementary Prospectus must be read with the Prospectus issued by AXG Mining Limited and dated 9 March 2004.



AXG MINING LIMITED

5. INDICATIVE TIMETABLE

The Indicative Timetable is amended to read:

OFFER OPENED	17 MARCH 2004
CLOSING DATE	30 AUGUST 2004
EXPECTED DISPATCH OF SHAREHOLDING STATEMENTS	3 SEPTEMBER 2004
EXPECTED DATE OF QUOTATION OF SHARES ON ASX	8 SEPTEMBER 2004

Other than the Opening Date, the dates in the table above are indicative only and subject to change. The Directors reserve the right to vary the Closing Date without prior notice. This may impact on subsequent dates.

6. ASX LISTING

AXG has applied to ASX for AXG to be admitted to the Official List of ASX and for the Shares to be admitted to quotation on ASX. Following the ASIC Declaration, the Shares must be admitted to quotation within 3 months of the date of this Supplementary Prospectus. If the shares are not admitted to quotation by then, all Application Moneys will be refunded without interest.

7. MINIMUM SUBSCRIPTION

The ASIC Declaration gives AXG a period of 4 months from the date of the Supplementary Prospectus to raise the minimum subscription of \$2,500,000 however, the minimum subscription must be raised before the quotation of the Shares on ASX can occur. Therefore the minimum subscription must be reached within 3 months of the date of this Supplementary Prospectus.

8. DEFINED TERMS

The Defined Terms in section 10 of the Prospectus are amended as follows:

Application	A valid application made to subscribe for a specified number of Shares pursuant to this Supplementary Prospectus
Application Form	The form so described and attached to this Supplementary Prospectus.
Closing Date	5.00pm Western Standard Time on the date set in the Indicative Timetable above.
Prospectus	The Prospectus as supplemented by this Supplementary Prospectus.

9. AXG'S FINANCIAL POSITION

The Directors consider that at the date of this Supplementary Prospectus AXG's financial position is not materially different from that disclosed in the Prospectus.

10. APPLICATIONS

Investors who have NOT previously submitted an Application Form

All new Applications for Shares must be made on the Application Form attached to the Supplementary Prospectus. The Application Form contains detailed instructions on how it should be completed. Applications must NOT be made on the Application Form attached to or accompanying the Prospectus.

New investors should read the instructions on the Application Form attached to this Supplementary Prospectus before applying for Shares. Completed Application Forms may be lodged at any time, but by no later than the Closing Date.

Cheques in Australian dollars, must be payable to "AXG Mining – Share Issue" and crossed "Not Negotiable".

This Supplementary Prospectus must be read with the Prospectus issued by AXG Mining Limited and dated 9 March 2004.



AXG MINING LIMITED

Application Forms together with Application Monies must be delivered to:

AXG Mining Limited
1A Agnew Way
Subiaco WA 6008

OR

Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

Applications already made pursuant to the Prospectus

As at the date of this Supplementary Prospectus there are 92 Applications for 4,101,000 Shares made pursuant to the Prospectus. A copy of this Supplementary Prospectus will be sent to all these Applicants who have the right for a period of 1 month from the date of this Supplementary Prospectus, to withdraw their Applications

Applicants who HAVE previously submitted an Application Form pursuant to the Prospectus and DO NOT want to withdraw their Application

Applicants who have already lodged an Application Form pursuant to the Prospectus DO NOT need to complete a further Application Form.

Applicants may, however, lodge a further Application Form if they wish to apply for additional Shares in accordance with the instructions set out above for new investors.

Applicants who HAVE previously submitted an Application Form pursuant to the Prospectus and DO want to withdraw their Application

An Applicant pursuant to the Prospectus who wishes to withdraw their Application must ensure that written notice is received by AXG no later than 1 month after the date of this Supplementary Prospectus.

Applicants may withdraw their Applications and be repaid any application monies upon written request to AXG by mailing their request to:

AXG Mining Limited
1A Agnew Way
Subiaco WA 6008

OR

Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

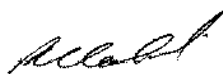
The request must contain details of the refund cheque. The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by the Applicant.

ALL OTHER DETAILS IN RELATION TO THE TERMS OF THE OFFER AND OTHER MATTERS PURSUANT TO THE PROSPECTUS REMAIN UNCHANGED. THE DIRECTORS BELIEVE THAT THE CHANGES IN THIS SUPPLEMENTARY PROSPECTUS ARE NOT MATERIALLY ADVERSE FROM THE POINT OF VIEW OF AN INVESTOR.

11. DIRECTORS' RESPONSIBILITY STATEMENT AND CONSENT

This Supplementary Prospectus is authorised by AXG and is lodged with ASIC pursuant to section 719 of the Act. The Directors have consented in writing to the lodgement in the terms of section 721 of the Act.

Dated 9 June 2004



Robert Nichevich
Director

This Supplementary Prospectus must be read with the Prospectus issued by AXG Mining Limited and dated 9 March 2004.



AXG MINING LIMITED



AXG MINING LIMITED
SUPPLEMENTARY PROSPECTUS
APPLICATION FORM

Please read all instructions on reverse of this form

PLEASE USE BLOCK LETTERS

Share Registrars use only	
Broker Reference – Stamp Only	
Broker Code	Advisor Code

- A Number of Shares (minimum 10,000 and then multiples of 1,000 Shares) B Total amount Payable cheque(s) to equal this amount

At \$0.20 per Share = A\$

You may be allocated all of the Shares above or a lesser number

- C Full name details title, given name(s) (no initials) and surname or company name

- D Tax File Number(s)/ABN or exemption category

Name of Applicant 1

Applicant 1/company

Name of Applicant 2 or <account name>

Applicant 2/trust

Name of Applicant 3 or <account name>

Applicant 3/exemption

- E Full postal address

- F Contact Details

Number/street

Contact Name

Daytime Telephone Number

Suburb/town

State/postcode

Contact Email Address

- G CHESS HIN (if applicable)

- H Cheque Details please fill out your cheque details and make your cheque payable to "AXG Mining Limited – Share Issue"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque

- I Return of the Application Form with your cheque for the Application monies will constitute your offer to subscribe for Shares in the Company. I/We declare that:

- (a) This Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and
 (b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares.

NO SIGNATURE IS REQUIRED.

You should read the Supplementary Prospectus dated 9 June 2004 carefully before completing this Application Form. The Supplementary Prospectus expires on 8 September 2005. The Supplementary Prospectus contains information about investing in AXG and it is advisable to read the Supplementary Prospectus together with the Prospectus carefully before completing this Application Form and applying for Shares. The Corporations Law prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Supplementary Prospectus (whether in paper or electronic form).

This Supplementary Prospectus must be read with the Prospectus issued by AXG Mining Limited and dated 9 March 2004.



AXG MINING LIMITED

HOW TO COMPLETE THE APPLICATION FORM

Forward your completed Application Form together with the application money to

AXG Mining Limited
1A Agnew Way
Subiaco WA 6008

OR Security Transfer Registrars Pty Ltd
Suite 1 Alexandria House
770 Canning Highway
Applecross WA 6953

Applications must be received by no later than 5:00 pm WST on the Closing Date.

Please complete all relevant sections of the Application Form using capital letters.

- A. Enter the number of Shares you wish to apply for. Applications must be for the minimum of 10,000 Shares, and thereafter in multiples of 1,000 Shares.
- B. Enter the total amount of application money payable. To calculate the amount, multiply the number of Shares applied for by the amount of 20 cents per Share.
- C. Enter the full name(s) and title(s) of all legal entities that are to be recorded as the registered holder(s). Refer to the name standards below for guidance on valid registration.
- D. Enter the tax file number(s) or ABN(s) of the applicant(s). With a joint holding, only the tax file numbers of two holders are required.
- E. Enter the postal address for all communications from AXG. Only one address can be recorded.
- F. Enter telephone numbers and a contact person that the share registry can speak to if they have any queries regarding this application.
- G. If you are sponsored in CHESSE by a stockbroker or other CHESSE participant, enter your Holder Identification Number (HIN). Otherwise, leave the boxes marked "CHESSE HIN" blank and on allotment, you will be sponsored by AXG and a Shareholder Reference Number will be allocated to you.
- H. Complete cheque details as requested. Payment must be made in Australian currency and cheques must be drawn on an Australian bank. Cheques or bank drafts must be payable to "AXG Limited – Share Issue" and crossed not negotiable.
- I. Before completing the Application Form the applicant(s) declares that he or she has read the Prospectus to which the application relates. The applicant(s) agree(s) that this application is for Shares in AXG Limited upon and subject to the terms of the Prospectus, agree(s) to take any number of Shares equal to or less than the number of Shares indicated in Box A that may be allotted to the applicant(s) pursuant to the Prospectus and declare(s) that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Only legal entities may be registered as holders of the Shares. Applications must be in the full name(s) of natural persons, companies or other legal entities. Shares cannot be registered in the name of a trust and no trust can be implied. The name of a beneficiary or any other registrable name may be included by way of account description if completed exactly as described in the examples of correct forms of registrable names below.

Type of investor	Correct form of registration	Incorrect form of registration
Individual <i>Use given names in full, not initials</i>	Mr John Alfred Smith	J A Smith
Company <i>Use company title, not abbreviations</i>	ABC Pty Ltd	ABC P/L or ABC Co
Trust <i>Use the trustee(s) names, not the name of the trust</i>	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estate <i>Use the executor(s) personal names, not the name of the deceased</i>	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Partnership	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Superannuation Fund <i>Use the name of the trustees, not the name of the fund</i>	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

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