

**Notice of change in interests of substantial holder**

To: Company Name/Scheme: **AXG MINING LTD**

ACN/ARSN **092 304 964**

**1. Details of substantial holder<sup>(1)</sup>**

<b>Tribune Resources NL</b>	<b>(TBR)</b>	<b>009 341 539</b>
<b>Rand Mining NL</b>	<b>(RND)</b>	<b>004 669 658</b>

There was a change in the interests of the substantial holder on 5<sup>th</sup> May 2006

The previous notice was given to the company on 21<sup>st</sup> February 2005.

The previous notice was dated 21<sup>st</sup> February 2005.

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate<sup>(2)</sup> had a relevant interest<sup>(3)</sup> in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities <sup>(4)</sup>	Previous notice		Present notice	
	Person's votes	Voting power <sup>(5)</sup>	Person's votes	Voting power <sup>(5)</sup>
Ordinary Shares	3,911,000	9.72%	8,684,714	19.19%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change <sup>(6)</sup>	Consideration given in relation to change <sup>(7)</sup>	Class and number of securities affected	Person's votes affected
				Ordinary Shares	
2/03/06	The parties named in (1) above	On market purchase	\$3,250.00	50,000	50,000
10/03/06	The parties named in (1) above	On market purchase	\$640.00	10,000	10,000
13/03/06	The parties named in (1) above	On market purchase	\$2,560.00	40,000	40,000
15/03/06	The parties named in (1) above	Share Transfer	\$73,500	735,000	735,000
24/03/06	The parties named in (1) above	Share Placement	\$35,385.71	542,857	542,857
31/03/06	The parties named in (1) above	On market purchase	\$3,040.00	35,000	35,000

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(6)</sup>	Nature of relevant interest <sup>(6)</sup>	Class and number of securities and Person's votes
				Ordinary Shares
TBR	TBR	TBR	Registered Holder & Beneficial Holder	5,323,857
RND	TBR	TBR	Taken under section 608 (3) (a) of the Corporations Act to have a relevant interest in securities in which TBR has a relevant interest by reason of having voting power above 20% in TBR	5,323,857
	RND	RND	Registered Holder & Beneficial Holder	3,360,857

**5. Changes in association**

The persons who have become associates<sup>(2)</sup> of, ceased to be associates of, or have change the nature of their association<sup>(9)</sup> with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Tribune Resources NL	Suite G1, 49 Melville Parade, South Perth WA 6151
Rand Mining NL	Suite G1, 49 Melville Parade, South Perth WA 6151

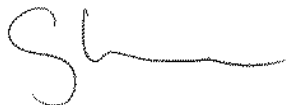
**Signature**

print name Gordon Sklenka

capacity Director TBR & RND

sign here

date 13<sup>th</sup> June 2006



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## DIRECTIONS

<sup>(1)</sup> If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

<sup>(2)</sup> See the definition of "associate" in section 9 of the Corporations Law.

<sup>(3)</sup> See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.

<sup>(4)</sup> The voting shares of a company constitute one class unless divided into separate classes.

<sup>(5)</sup> The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

<sup>(6)</sup> Include details of:

- (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Law.

<sup>(7)</sup> Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

<sup>(8)</sup> If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

<sup>(9)</sup> Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.