



Board Appointments and Placement

- AXG Mining is pleased to announce that it has agreed to appoint geologist Mr Dean Goodwin as Managing Director and Mr Robert Downey as Non-Executive Chairman effective at the next General Meeting scheduled for late August/early September 2014. Mr Keith Bowker will also take over as Company Secretary.
- Mr Gordon Sklenka is also proposing to resign as Executive Director and Mr Roland Berzins will resign as Non Executive Director/Company Secretary at the same General Meeting. Mr Le Page will also resign as Non-Executive Chairman and take up the role of Non-Executive Director of AXG Mining.
- The directors have also resolved, subject to shareholder approval at this General Meeting, to place up to 250 million shares at an issue price of 0.20 cents per Share (together with a one for one free attaching option exercisable at 1.25 cents on or before 30 June 2019) to raise up to A\$500,000 before expenses of the offer.
- The board is delighted with the proposed appointments and looks forward to fast tracking exploration at its Fraser Range projects. We believe that Mr Goodwin's extensive exploration experience, in particular nickel exploration, in Western Australia and his enthusiasm for the Fraser Range will be a tremendous asset for the Company moving forward.

Board Changes

On 28 July 2014 the Company resolved to appoint Mr Robert Downey as Chairman of AXG Mining Ltd (ASX: AXC, "AXG Mining" or "the Company") and Mr Dean Goodwin as Managing Director with an effective date of the next General Meeting scheduled for late August/early September 2014. At the same time, Mr Gordon Sklenka and Mr Roland Berzins have agreed to resign as Executive Director and Non Executive Director/Company Secretary of the Company respectively. Mr Keith Bowker is also proposing to assume the position of Company Secretary.

I would like to formally thank Mr Sklenka and Mr Berzins for the contribution to the Company and for assisting to secure the prospective Fraser Range options in 2012.

Dean Goodwin to drive Exploration

Dean Goodwin, BAppSc (Geology), MAIG is a geologist with over 25 years exploration experience which has included acting as Head of Geology at Focus Minerals Limited and a six year period as Managing Director of Barra Resources Ltd (2004-2010). Dean also spent 6 years as an exploration geologist with Western Mining Corporation Ltd and was involved discovering the Intrepid, Redoubtable & Santa Anna gold deposits at Lake Lefroy with WMC. Whilst with WMC he worked closely with the nickel exploration team.

In 1994, he joined Resolute Ltd as Senior Exploration Geologist, spending 5 years in Kalgoorlie managing exploration for Chalice, Higginsville, Bullabulling and Bulong projects. In 1999, Mr. Goodwin was appointed as Senior Exploration Geologist with LionOre Limited and whilst at the Bounty Gold Mine operations, he was responsible for the discovery of several small gold deposits. More recently, he has been working as an independent contract geologist exploring for nickel sulphides throughout Western Australia.

Mr Goodwin qualify's as Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Robert Downey to take Chair

Mr Downey is a barrister and solicitor of the Supreme Court of Western Australia. He commenced work with Phillips Fox in the areas of energy, corporate law and mining.

In 2001 he joined law firm Blakiston & Crabb specialised in advising oil and gas and mining companies in relation a range of legal issues, including IPO's, mergers and acquisitions and general AIM, ASX and ASX Listing Rule advice.

Rob established an independent corporate advisory firm during 2005 and was involved with the IPO listings of various mining and oil and gas companies on ASX and at the same time held directorships of a number of these companies. Mr Downey is the

AXG Mining Ltd (ASX: **AXC**)

ASX Announcement

28 July 2014



founding executive director of Instinct Energy Ltd (since April 2010) and remains a director.

In October 2012, Robert in conjunction with two former colleagues established Thompson Downey Cooper and now specialises as a corporate resource lawyer.

Keith Bowker assumes Company Secretary Position

Mr Bowker is currently a Director of Somerville Accountants and Somerville Corporate an independent corporate services and accounting firm. Prior to joining Insured Group Limited, Mr Bowker was a Manager at Ord Nexia and gaining experience within the corporate section. He also gained tax knowledge during his time spent with Sygnum Financial Services and BKR Walker Wayland.

Mr Bowker has previously held the Company Secretary position with Millepede International Limited. And has extensive experience in the corporate environment, primarily within the mining and exploration, oil and gas and biotechnology sectors.

Mr Sklenka and Mr Berzins resign Mr Le Page takes up role as Non Executive Director

Simultaneously with the appointments of Mr Goodwin and Mr Downey, Mr Sklenka and Mr Berzins have agreed to resign as Executive Director and Non Executive Director/Company Secretary respectively. Mr Le Page also plans to retire from the Chair at the General Meeting and will take up the role as Non Executive Director of AXG Mining.

Placement

The board has also resolved to place, pursuant to s708 Corporations Act (Cwth) 2001, Chapter 7.1 ASX Listing Rules and a Subscription Agreement dated 24 July 2014, a total of 250 million ordinary fully paid shares ("Shares") in the capital of AXG Mining at an issue price of 0.20 cents each (together with one for one free attaching options to acquire Shares at 1.25 cents each on or before 30 June 2019) to raise up to A\$500,000 before expenses of the offer ("the Placement").

The Company has received considerable interest from sophisticated investors in participating in this Placement.

It is proposed that the majority of these funds will be deployed to the Company's Fraser Range exploration portfolio

As outlined earlier in this ASX Announcement, the Placement and other Terms and Conditions associated with this Placement will be set out in the upcoming General Meeting.

Conclusion

The board is intending to despatch, subject to final approvals from ASX and ASIC, a Notice of General Meeting to be convened in late August/early September 2014 which will contemplate, inter alia:

- Refreshment of 15% placement capacity
- Seek approval for the Placement including participation by incoming directors.
- Ratification of prior issues of securities;
- Seek approval for the issue of options to incoming directors and management;
- Conversion of debts to equity.

I am delighted with the proposed changes, together with the support from potential investors and look forward to working with the new team.

Most importantly, I look forward to fast tracking exploration at the Company's exciting Fraser Range projects and wish Dean every success in his endeavours.

Contacts

For and on behalf of the board

Mr Guy T. Le Page. MAUSIMM, FFIN.

Non-Executive Chairman

TEL: +61-8-9488-0800

CELL: +61-(0)-412-220-159

FAX: +61-8-9488-0899

Email: admin@axgmining.com.au

web: www.axgmining.com.au