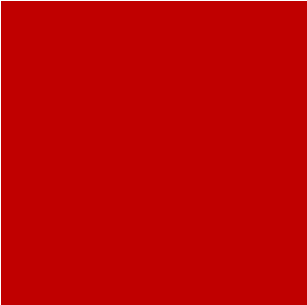


Third Quarter Report 2010



emerging
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Introduction

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in the financial condition and results of operations as at and for the nine months ended September 30, 2010 and 2009. The MD&A should be read in conjunction with the audited consolidated financial statements and notes thereto ("Statements") of AXMIN Inc. ("AXMIN" or the "Company") as at and for the year ended December 31, 2009, as well as the unaudited interim consolidated financial statements of the Company as at and for the period ended September 30, 2010 including notes thereto. The Company's Statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("Canadian GAAP").

All amounts included in the MD&A are in thousands of United States dollars, except otherwise specified and per unit basis. This report is dated as of November 25, 2010. Readers are encouraged to read the Company's other public filings, which can be reviewed on the SEDAR website (www.sedar.com).

Third Quarter Highlights

- August 2010 – AXMIN is granted a 25 year Mining Licence for its Passendro Gold Project in CAR, in addition it is granted two three year renewable exploration licences Bambari 1 and 2 which ring fence the Mining Licence and cover 90km of strike along the Bambari greenstone belt
- August 2010 – AXMIN is awarded a five year extension on its Mavita Exploration Licences in Mozambique, subsequently in November Rio Tinto terminated its Joint Venture. As a result, AXMIN is currently in negotiations with several other potential joint venture partners
- September 2010 – AXMIN grants Ferrum Resources, a private BVI registered Company, the right to apply for prospecting rights for Iron Ore over the Bambari I permit. On date of grant to Ferrum, by the CAR government of an Exploration licences for the iron rights only, AXMIN will have earned a 25% participating interest in the Topa Iron Ore deposit, free carried for the first US\$4 million

Post Third Quarter Highlights

- October 2010 – AXMIN hosts government representatives from CAR, including Colonel Sylvain Ndoutingai, Minister for Mines, in Toronto for a week to meet with AXMIN shareholders and investors
- November 2010 – AXMIN announces a C\$6 million non-brokered private placement offering, gross proceeds of which was increased to C\$10 million a week later due to increased demand.

Business and Summary of Activities

AXMIN Inc. (the "Company" or "AXMIN") is an international mineral exploration and development company with a strong focus on central and West Africa. AXMIN has exploration projects in Central African Republic, Mali, Mozambique, Sierra Leone, Senegal and Zambia. The Company also holds an investment in a copper project in the Philippines. A significant portion of the Company's exploration and development costs relate to its Passendro Gold Project ("Passendro") situated on a portion of the Bambari property in the CAR. The Company holds its interest in this property through its wholly owned CAR registered subsidiaries, Aurafrique SARL ("Aurafrique"), which holds prospecting and exploration permits for the property and Somiotougou SA, which holds the mining permit for the Passendro Gold Project.

On November 25, 2010, AXMIN closed a non-brokered private placement offering (the "Offering") of 83,333,333 Units (the "Units") in the Company at a price of C\$0.12 per Unit, for total gross proceeds of C\$10 million. Each Unit consists of one common share, plus one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one additional common share of AXMIN at a price of C\$0.18 until November 25, 2012. AXMIN shall have the right to call the warrants by giving 30 days notice at any time if the common shares of AXMIN trade at \$0.23 or higher on a Volume Weighted Adjusted Price ("VWAP") for a period of 15 consecutive trading days.

AXMIN intends to use proceeds of the Offering for completion of an updated feasibility study for the Passendro project located in CAR, for exploration on its permit areas in CAR that have the potential to increase available resources at Passendro and to begin the soft start portion of the mine development to bring forward the production date. SENET (PTY) Ltd. of South Africa is ("SENET") is heading the revalidation of the Passendro feasibility study based on a 3 million tonne per annum production profile. The revalidation is scheduled for completion in early 2011. AXMIN has also re-engaged Endeavour Financial International Corporation ("Endeavour") to provide debt finance advice with respect to project financing for the Passendro Project.

From October 3 to 7, 2010, AXMIN hosted Government representatives from the CAR in Toronto for the week to meet with the Company's shareholders and investors. The representatives included Lieutenant Colonel Sylvain Ndoutingai, Minister for Mines,

Aime Nganare, l'Office de Recherches Géologiques et d'Exploitation Minière ("ORGEM") and Madame Marlyn Mouliom Roosalem, Ministre, Conseiller Economique et Financier à la Présidence & Chairperson of ORGEM.

On August 9, 2010, AXMIN announced the award of the 25 year Mining Licence by Presidential Decree for the Passendro Gold Project the following highlights the details of the Decree, amendment to the Mining Convention and award of the Bambari 1 and 2 Exploration Licences granted concurrently:

- 25 year renewable Mining Licence effective August 7, 2010 and covers 355 sq km
- Two new 3 year renewable Exclusive Exploration Licences issued over the remaining areas of the Bambari 1 and 2 permits not covered in the Mining Licence, includes an additional 270 sq km
- The State receives a signature bonus of US\$11 million payable in three tranches
 - August 18, 2010 State received the first tranche of the bonus in the amount of US\$5 million.
 - April 2011 AXMIN to pay the State the second tranche in the amount of US\$3 million
 - April 2012 AXMIN to pay the State the third and final tranche in the amount of US\$3 million
- In lieu of any project free-carried interest, the State was issued 26 million common shares of AXMIN and 20 million common share purchase warrants with an exercise price of US\$0.30 and a five year term
- Fiscal provisions of the 2006 Mining Convention remain intact

On June 14, 2010, AXMIN completed an acquisition of all of the outstanding securities of AfNat Resources Limited ("AfNat") by way of a scheme of arrangement under the laws of Bermuda. AfNat was an AIM listed Company with the majority of its assets consisting of cash and marketable securities. In consideration for the acquisition, AXMIN issued an aggregate of 206,267,333 common shares and 14,961,345 share purchase warrants to holders of AfNat securities for a total value of C\$20.6 million measured at fair value of AXMIN's common shares at the time of closing, C\$0.10 per share less share issuance cost of C\$30.

Following the acquisition, all of the AfNat's outstanding securities were delisted from the AIM on the London Stock Exchange. The former securityholders of AfNat hold in the aggregate approximately 40% of the issued and outstanding shares of AXMIN (or approximately 37% on a fully-diluted basis).

On March 31, 2010, the Company entered into definitive agreement with Avion Gold Corporation ("Avion") to sell the Kofi Gold Project and other ancillary permits in Mali for proceeds of up to C\$500 cash and up to 4,500,000 common shares of Avion. A significant tranche of the transaction is expected to close by the end of year 2010 at which time AXMIN will receive proceeds of sale. AXMIN expects the remaining tranche of the transaction to close by the 1st Quarter 2011. This agreement does not include AXMIN's Satifara permit which was the subject of a joint venture agreement in February 2010 as described below.

The aforementioned transactions are the result of a formal strategic review process undertaken by the Board of Directors, which was initiated in March, 2009. This strategic review process encompassed a thorough analysis and evaluation of the prospects and options available to AXMIN, including the potential sale of AXMIN or its assets, the acquisition by AXMIN of another company or business, a business combination, merger or amalgamation, or any other alternative that may be identified.

Exploration and Development Properties

As of the date of this report, AXMIN has interests in the following mineral exploration properties as noted below:

Project	Operator	Mineral	Location	Ownership
Passendro	AXMIN	Au	Central African Republic	100%
Bambari 1 and 2	AXMIN	Au	Central African Republic	100%
Komahun	AXMIN	Au	Sierra Leone	60% (earning 80%) ³
Matotaka Permit	AXMIN	Au	Sierra Leone	100% ³
Joint Ventures				
Senegal Permits	Mineral Deposits Limited	Au	Senegal	49% ¹
Satifara Permit	SEMOS	Au	Mali	94.45%
Mavita Permit	Rio Tinto	Ni, Cu	Mozambique	100% ²
Asset Sale				
Kofi Project	Avion Gold	Au	Mali	
Zambia Permits	Zambezi Resources	Ur	Zambia	

1. Mineral Deposits Limited ("MDL") has earned 51% and AXMIN has optioned to reduce its interest to 20% by MDL spending a further US\$3.5 million.
2. Rio Tinto terminated the Mavita joint venture in November 2010.
3. Currently under renewal.

CAR – Passendro Gold Project

The Company's primary asset is the Passendro Gold Project, at which AXMIN is currently revalidating the 2008 feasibility study ("FS") and Reserve statement with the original FS team led by SENET, SRK Consulting (UK) Ltd ("SRK"), AMEC Earth and Environmental Ltd. (tailings, waste rock), SGS Lakefield of South Africa (metallurgy) and Golder Associates (UK) Limited. The study is scheduled for completion early in 2011. The assumptions utilized in the original study are being revisited concurrent with market pricing and it is anticipated that the economics of the project will be more robust.

During 2010 and 2009, AXMIN conducted a restricted exploration program on the Bambari permits. The program focused on detailed geological, geomorphological and structural mapping, limited termite sampling and where applicable trenching. The program covered the Passendro Project area and extended south to the Ndassima Project area, some 30 km of strike. The objective of the program was to generate new drill targets to expand the resources base in the immediate Passendro area.

On June 18, 2009, the Company reported a 30% increase in the Measured and Indicated resource at Main Zone, Passendro Project in the Central African Republic. This together with the updated resources at Katsia, Baceta and the new zone Mbourou represent a 10% increase in the overall resources. The mineral resource estimates have been prepared by independent consultants, SRK Consulting (UK) Ltd ("SRK"), under the guidelines of National Instrument 43-101 and accompanying documents 43-101.F1 and 43-101.CF, the full technical report can be found on the SEDAR website at www.sedar.com. See below for detailed Mineral Resource statement.

	Measured & Indicated			Inferred		
	Tonnes Kt	Grade g/t Au	Ounces Au	Tonnes Mt	Grade g/t Au	Ounces Au
Total	31,465	2.0	2,027,000	21,705	1.6	1,104,000

Additional Main Zone Low Grade Mineral Resource

		Measured & Indicated			Inferred		
		Tonnes Kt	Grade g/t Au	Ounces Au	Tonnes Mt	Grade g/t Au	Ounces Au
Main Zone	Sa+Ox+Tr	17,490	0.52	291,000	3,181	0.49	50,000
	Sulphide	9,965	0.52	166,000	32,297	0.48	500,000
Total		27,455	0.52	458,000	35,478	0.48	550,000

It is anticipated that a significant amount of the low grade resource at Main Zone could lie within the future pit. The additional low grade resource coupled with the 30% increase in the measured and indicated resource at Main Zone, much of which is within 40 metres of surface has the potential to significantly reduce the stripping ratios at the Main Zone pit.

On March 17, 2009, in light of current project finance and economic conditions, the Company announced the results of a Study which considered a reduced production profile at Passendro. The Study proposes that the re-configured project produces similar economics at a lower capital cost compared to the Bankable Feasibility Study ("BFS") that was announced in April 2008. Results of the study can be found on the SEDAR website at www.sedar.com.

On April 2, 2008, the Company reported the results of its Bankable Feasibility Study ("BFS") for Passendro. The first three years of production provides an average annual production of 223,000 ounces with an average cash cost of US\$343/oz. The base case, using a gold price of US\$750 per ounce, gives an IRR of 29.4% and a NPV at a 5% discount of US\$164 million. The BFS was led by SENET (PTY) Ltd. of South Africa and included a multidisciplinary team of independent consultants. The highlights of the 2008 BFS are as follows (*all financial analysis is based on 100% ownership*)

Assumed Gold Price	\$750/oz
Assumed Oil Price	US\$80/bbl
Mine Throughput	3 mtpa
Mine Life	5.9 years
Development & Construction	24 months
Average Annual Production (LOM)	203,000 ozs
Total Capital Cost *	US\$196 million
Cash Operating Costs (including royalties)	US\$379/oz Au
Payback Period	2.2 years
IRR (after tax & royalties)*	29.4%
NPV (after tax, 5% discount)*	US\$164 million
<i>*Excludes financing costs & PRI</i>	

Both the BFS and the Reduced Scenario Study are based on the Mining Reserve estimate announced in March 2008. The estimate was prepared by SRK and was calculated on seven discrete engineered pits optimized at a gold price of US\$650 per ounce using the whittle process and utilizing current operating costs, royalties and with pit slopes varying from 38 to 46 degrees. Contained within the engineered pits is an additional inferred resource of 1.04 Mt grading 2.12 g/t Au containing 71,000 ounces of gold, with additional work it is expected that these resources will be added to the overall reserves.

Passendro Gold Project Reserves

<i>Reserve category</i>	<i>Tonnes (million)</i>	<i>Grade (g/t Au)</i>	<i>Contained gold (oz)</i>
Proven	1.83	2.56	150,591
Probable	14.94	2.35	1,126,006
Total reserve	16.77	2.37	1,276,597

Note: proven and probable reserve is derived from measured and indicated resources

On November 6, 2008, the Company announced that Aurafrique had received the "Certificat de Conformité" ("ESIA") from the Ministry of Water, Forests, Fishing and Hunting responsible for the Environment for Passendro. The Certificat de Conformité is renewable on an annual basis until such time as the Regulations for the new Environmental Code are adopted by the CAR Government. With the recent award of the Mining License, The Company awaits the issuance of the permanent ESIA. The timing of the permanent ESIA is not yet determined at the date of this report but the Company anticipates its receipt in the near future.

Sierra Leone – Komahun Gold Project and Other Permits

In November 2009, the Company learned that the Government of Sierra Leone had passed a new mining act increasing royalties to 5% for gold as well as requiring mining companies to spend 0.1% of annual revenues on community projects. At this time, it is difficult to assess the impact of these changes since the Sierra Leone properties are still in the preliminary stages of exploration. The renewal dates for the Nimini Hills East, Nimini Hills West, Matotaka and Makong licences were August 1, 2010, August 11, 2010, September 7, 2010 and October 7, 2010 respectively. As of the date of this report, the Company is in process of renewing the permits and anticipates completion of the renewals in the fourth quarter of 2010.

On September 15, 2009, the Company decided to terminate its interest in the Gori Hills Joint Venture and all permit rights were returned to the other Party.

In August 2009, the Company announced results of a limited exploration program covering its Nimini Hills licences, which was initiated as a result of the encouraging drill results in 2008 and the positive Scoping Study announced in March 2009. The geological mapping, sampling and trenching program took place during the first quarter 2009. The purpose of the program was to identify the favourable geological unit and mineralised horizons outside of the main zone of mineralisation at Komahun. During the program approximately 500 geochemical soil samples and pit / trench samples were collected and prepared for shipping and analysis at ALS Laboratory in Mali.

The program successfully identified three areas of interest in particular a BIF ridge situated some 4 km to the south-southwest of the main zone. The geology of this area is very similar to the one observed at the main zone. The mineralised horizon can be traced over a 2-3 km strike and follow a north-northwest trend over a series of high ridges of similar orientation. Limited pitting and trenching was completed and is expected to be continued after the rainy season in fourth quarter of 2009. It is expected that the Company will follow-up with a limited drilling program designed to test the new mineralised structures in 2010.

At June 30, 2009, due to the increasing limitations in raising capital in the markets, the Company reassessed its carrying value of the Nimini asset in Sierra Leone and came to the conclusion that the current carrying value exceeded the fair value. The impairment charge was determined at US\$4.3 million in order to reflect fair value of the project.

On March 12, 2009, the Company announced the results of a Preliminary Economic Assessment or Scoping Study (the "Scoping Study") for its Komahun Gold Project ("Komahun"), Nimini Hills Joint Venture located in east-central Sierra Leone. The Scoping Study demonstrated that the Komahun has potential for development as an underground gold mine with target production levels of about 50,000 ounces per annum, with an estimated 6 year mine life. In addition, economics for the project could be substantially enhanced by future exploration success that is targeting the immediate vertical extensions to the ore body which remain open beyond the currently known depth of 350 metres beneath surface.

The Scoping Study indicates that at a gold price of US\$750/oz, Komahun has a NPV of US\$11.0 million (at a 5% discount rate) and at US\$900/oz gold the NPV figure increases substantially to US\$48.0 million. This does not take into consideration the positive impact on NPV that resource increases will have on the project. The Scoping Study (+/-25 to 30% contingency) has provided guidance for planned exploration that justifies expansion of drill testing to depths of approximately 500 metres beneath surface with the objective of increasing resources and mine life.

Komahun lies within the Nimini Hills licences which are held under a joint venture agreement with AFCAN Barbados Limited, a subsidiary of Eldorado Gold Corporation (ELD-TSX; EGO-ASX). Under the terms of the joint venture, Eldorado has elected not to participate in ongoing exploration expenditures. As a consequence, AXMIN may increase its level of ownership in the project from 60% to 80% by completing a BFS.

Mali

Kofi Gold Project

On March 31, 2010, the Company entered into definitive agreement with Avion Gold Corporation ("Avion") to sell the Kofi Gold Project and other ancillary permits in Mali for proceeds of up to C\$500 cash and up to 4,500,000 common shares of Avion. A significant tranche of the transaction is expected to close by the end of year 2010 at which time AXMIN will receive proceeds of sale. AXMIN expects the remaining tranche of the transaction to close by the 1st Quarter 2011. This agreement does not include AXMIN's Satifara permit which was the subject of a joint venture agreement in February 2010 as described below.

Satifara Permit

On February 10, 2010, the Company concluded a Heads of Agreement ("Agreement") with Société d'Exploration des Mines d'Or de Sadiola ("SEMOS"), a joint venture between IAMGOLD Corporation and AngloGold Ashanti that operates the Sadiola Mine in Mali, whereby SEMOS has the potential to earn 100% interest in the Satifara exploration permit, a joint venture between AXMIN (94.45%) and African Goldfield (Mali) Limited (5.55%). The Satifara permit is located 10 km west of the Sadiola Mine. To earn a 100% interest, SEMOS must spend a minimum of US\$500 over a two year period and complete a NI 43-101 Mineral Resource calculation, making payment of US\$15/oz for Measured and Indicated, US\$5/oz for Inferred resources and US\$15/oz for any ounce of gold mineral Reserve mined. The total payment to AXMIN is capped and will not exceed US\$7.5 million.

The Satifara permit is located in the same geological trend and environment as the Birimian hosted, Sadiola Mine. To date exploration has located a 5 km long northwest-trending gold-in-soil geochemical anomaly that is 1.5 km wide in its northern part and 0.25 km wide in its southern part. Over the anomalous areas an infill (200 x 100 metre grid) geochemical survey was completed in conjunction with a number of trenches, one of which returned 3.4 g/t Au over 34 metres.

Exploration will be fully managed by SEMOS during the exclusive option period including all expenditures pertaining to exploration, administration, taxes and permit renewal fees. SEMOS will also provide AXMIN with quarterly technical and financial reports on the programs.

Senegal Permits

On November 3, 2008, the Company concluded a joint venture with Sabodala Mining Company SARL, a wholly owned subsidiary of MDL whereby MDL may earn a 51% interest in AXMIN's wholly owned gold exploration permits, Sonkounkou, Heremakono and Sabodala NW located in the Birimian belt of Eastern Senegal.

The terms of the joint venture with MDL include:

- a) MDL must spend a total of US\$2.5 million over three years to earn a 51% interest in each permit, with a minimum expenditure of US\$500 in year one, US\$800 in year two and US\$1.2 million in year three. There is a minimum expenditure of US\$800 before it may contemplate withdrawing from the JV.
- b) Following earn-in, AXMIN may elect to maintain its 49% interest by funding future expenditure on a pro rata basis, or it may elect to dilute further to 20% in return for MDL spending a further US\$3.5 million over an additional three year period. At that stage AXMIN may elect to participate or transfer its residual interest to MDL in return for a 1.5% royalty.

In November, 2010 AXMIN elected not to participate in further expenditures funding and expressed its intent to dilute further to 20%.

On June 23, 2010, AXMIN announced the results of MDL's Phase I, 51 reverse circulation drilling program at the Gora prospect on the Sonkounkou permit. Based on the encouraging results MDL is planning a geological modelling and preliminary engineering analysis of the Gora prospect prior to the next phase of resource drilling. Management believes that MDL will meet its expenditure requirements to earn its interest in the permits in accordance with the JV agreement.

On October 2, 2009, AXMIN announced the results of a reconnaissance program carried out by MDL on the Sonkounkou licence which included 16 trenches along a known geochemical gold anomaly. Significant results to date include a 78 metre interval grading 0.89 g/t Au inclusive of a smaller interval of 10 metres grading 4.41 g/t Au.

For a fuller description of the above properties and any other properties in which the Company holds interests refer to the disclosures in note 4 of the Company's audited consolidated financial statements for the year ended December 31, 2009 and other filings made on the SEDAR website (www.sedar.com).

Mozambique - Mavita Project

On October 29, 2010, AXMIN Inc. announced that it regained control of its Mavita Copper-Nickel-Cobalt Project in Mozambique following the withdrawal of Rio Tinto Minerals Development Limited ("Rio Tinto"), a wholly owned subsidiary of Rio Tinto Plc (LSE:RIO) from a joint venture over these permits. The Mavita project consists of two prospecting licences (PL1045L and PL1046L) covering 354 sq km, located in the Manica province, 60 km southwest of the regional centre of Chimoio, Mozambique. The project is located on the eastern edge of the Zimbabwe Craton which comprises of highly deformed Archaean granitic gneiss and greenstone belts which include mafic - ultramafic rocks and banded iron formations. Early reconnaissance exploration followed by airborne and detailed ground geophysical programs completed by AXMIN at Mavita have defined several anomalous lithologies that are prospective for nickel sulphide mineralisation. Some 16 priority targets were identified. AXMIN is currently negotiating with several other potential joint venture partners and is expected to announce an agreement shortly.

On August 04, 2010, the Company was granted a five year extension on the Mavita exploration licences (PL 1045 and PL 1046) located in the Manica Province of Mozambique. The Mavita licences were the subject of a joint venture, announced in June of this year, with Rio Tinto Minerals Development Limited ("Rio Tinto"), a wholly owned subsidiary of Rio Tinto Plc (LSE: RIO).

Zambia – Mitaba Property

The projects in Zambia comprise six tenements in the southern area of Zambia, one wholly owned tenement prospective for nickel, the Mitaba property, and five tenements prospective for uranium which are subject to a farm-in-agreement with Zambezi Resources Ltd. The farm-in-agreement was entered into on April 18, 2008 and AfNat (the acquired entity) was allotted 51% equity interest in the beneficial holders of rights to explore for and mine uranium deposits on the Zambia Licences.

On November 2, 2010, AXMIN entered into a sale agreement to dispose all of its interest and exploration licences in Zambia, the Mitaba property to Zambezi Resources Ltd. (the "purchaser") and a partner to a joint venture agreement for the Zambian property. On closing date, which is to be determined by both parties, AXMIN will transfer all its rights, titles, benefit and interests to the purchaser for an aggregate amount, being the purchase price of US\$65.

Philippines – Copper Project

The project in Philippines represents an investment in Copper Development Corporation ("CDC"). CDC is a private company with controlling stake in the Hinoba Copper Project. AXMIN holds 9,571,427 shares of CDC, representing 8.8% ownership of the total shares issued.

Outlook

The business combination with AfNat resulted in US\$10.3 million cash acquired, which significantly improved the financial position of the Company. The award of the 25 year Mining Licence for the Passendro Gold Project represents another positive step forward towards commercial production from CAR's first modern gold mining operation. The award of the 5 year extension on the Mavita exploration licences, add to the positive outlook of the Company's exploration and development activities.

The granting of the Mining Licence for the Passendro Gold Project and the acquisition of AfNat represent positive contributing factors towards future financing, however, there are no guarantees that such capital raising will be successful. The ability of AXMIN to continue as a going concern is dependent on its ability to raise additional financing.

Results of Operations

The results of operations are summarized in the following tables which have been prepared in accordance with Canadian GAAP.

<i>In thousands of US dollars, except per share amounts</i>	2010 3rd quarter	2010 2nd quarter	2010 1st quarter	2009 4th quarter
Statements of operations and deficit				
Net (loss) from continuing operations for the period	(893)	(2,943)	(805)	(484)
Net (loss) from discontinued operations	(115)	(126)	(1,282)	-
Net loss per share from continuing operations	(0.002)	(0.011)	(0.003)	(0.002)
Balance sheets				
Working capital	(1,245)	8,782	(376)	(351)
Total assets	59,875	52,694	35,546	35,989
Statements of cash flows				
Investments in exploration and development	(5,351)	(1,085)	(174)	(710)
Cash flow from financing activities	(13)	(29)	1,083	1,322
	2009 3rd quarter	2009 2nd quarter	2009 1st quarter	2008 4th quarter
Statements of operations and deficit				
Net (loss) from continuing operations for the period	(1,138)	(52,115)	(713)	(4,760)
Net (loss) from discontinued operations for the period	-	-	-	-
Net (loss) profit per share from continuing operations	(0.004)	(0.179)	(0.003)	(0.017)
Balance sheets				
Working capital	(401)	516	(153)	1,228
Total assets	34,329	34,830	84,748	85,461
Statements of cash flows				
Investments in exploration and development	(879)	(1,005)	(845)	(2,066)
Cash inflow from financing activities	578	2,026	-	3,213

Period ended September 30, 2010

The net loss from continuing operations for the period ended September 30, 2010 was US\$4.6 million compared to US\$54 million in 2009, a decrease of US\$49.4 million. The variance is primarily due to impairment charges of exploration and development costs in 2009 and an increase in administrative expenses in 2010.

Administration expenses in 2010 were US\$4.5 million compared to US\$1.6 million in 2009. The principal reason for this increase was due to transaction costs relating to the acquisition of AfNat and professional and consulting fees incurred in connection with obtaining the mining licence for the Passendro gold project.

There were no revenues in either period as the Company did not have any operations in production.

During the nine months ended September 30, 2010, the Company capitalized exploration and development costs for a net total of US\$18.1 million (of which net US\$13.9 million related to the Bambari Permits) compared to US\$2.7 million (of which US\$1.6 million related to the Bambari-Bakala Permits) during the nine months period ended September 30, 2009. As at September 30, 2010 the Company's cumulative capitalized carrying value of exploration and development expenditures was US\$48.4 million compared to the December 31, 2009 balance of US\$30.2 million. The principal reason for this increase are additions of exploration and development costs acquired from AfNat in the amount of US\$3.8 million and the expenditures and amounts in relation to the mining license for the Passendro gold project in the amount of US\$13.6 million offset by the decrease of US\$4.4 million due to the reporting of the exploration and development costs of Mali as assets of discontinued operations and sale of exploration equipment.

Loss from Discontinued Operations

The assets, liabilities and results of operations of Mali have been separately reported as discontinued operations in the balance sheets and statements of operations.

As of September 30, 2010, the Company incurred a cash outlay of \$26 in directly related professional costs and recorded a loss from discontinued operations of \$1,523. The mining assets of Mali were written down to \$3,460 to reflect their fair value. The impairment charge in the amount of \$985 was included in the loss from the discontinued operations.

Liquidity and Capital Resources

Going Concern

The Company is in its development stage. Aside from the properties that comprise the Passendro Gold Project, it has not yet determined whether other properties in its exploration portfolio contain resources that are economically recoverable. The recoverability of the amounts shown for exploration and development costs is dependent upon the existence of economically recoverable resources, the ability of the Company to obtain all necessary permits and raise financing to complete the exploration and development, and future profitable production or proceeds from the disposition of such properties. In addition, the Company's properties may be subject to sovereign risk, including political and economic uncertainty, changes in existing government regulations to mining which may withhold the receipt of required permits or impede the Company's ability to acquire the necessary surface rights as well as currency fluctuations and local inflation. These risks may adversely affect the investment in the properties and may result in the impairment or loss of all or part of the Company's investment.

The consolidated financial statements have been prepared on the basis that the Company is a "going concern", which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at September 30, 2010, the Company has a working capital deficit of \$1,415, no source of operating cash flows and does not have sufficient cash to fund the development of its properties. It will require additional financing or other sources of funding, which if not raised, would result in the curtailment of activities.

To date, the Company has raised funds principally through the issuance of shares. In the foreseeable future, the Company will likely remain dependent on the issuance of shares and the availability of project finance to raise funds to explore and develop its properties. Management expects that it will be able to fund its immediate cash requirements and will require funding through financing to allow the Company to continue future exploration and development activities. However, there can be no assurance that it will be successful.

The award of the Mining Licence for the Passendro Gold Project was an important milestone for the Company's operations. However, significant funding will be required to proceed with the development towards commercial production.

There can be no assurances that the Company's activities will be successful or sufficient funds can be raised in a timely manner. As a result, there is significant doubt regarding the "going concern" assumption and accordingly, the use of accounting principles applicable to a going concern. The consolidated financial statements do not include any adjustments related to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. If the "going concern" assumption was not appropriate for the consolidated financial statements, then adjustments to the carrying values of the assets and liabilities, expenses and balance sheet classifications, which could be material, would be necessary.

Liquidity and Capital Resources

The proceeds from the Offering detailed on page 1 will improve liquidity and the financial position of the Company.

The acquisition of AfNat completed on June 14, 2010 had significantly improved the Company's liquidity and its financial position. Total cash acquired resulting from this business combination amounted to US\$10.3 million it has been the main source of funding of the company's ongoing expenditures. The 25 year Mining Licence obtained for the Passendro Gold Project will be a positive step towards the task of obtaining financing necessary to proceed with the development of the Passendro Gold Project.

The Company's main sources of funding are equity markets, marketable securities, outstanding warrants and options. As at September 30, 2010, the Company had cash resources of US\$1.3 million compared to US\$0.2 million balance as at September 30, 2009. All of these amounts are retained as cash on deposit, thus minimizing the credit risk. The increase in cash resources is due to cash acquired from AfNat and proceeds from the sale of marketable securities.

As of the date of this report, the Company's significant shareholder AOG Holdings BV ("AOG"), a wholly owned subsidiary of the Addax and Oryx Group Limited, provided the Company with three loans totalling C\$1.6 million bearing interest at 9% per annum.

The principal and accrued interest is due on the earliest of the following:

- i) The effective maturity date, which is 24 months from the effective date of the loan.
- ii) The effective date of any Change of Control.
- iii) Occurrence of any Event of Default.

The following events constitute an Event of Default:

- a) AXMIN becoming insolvent or declaring bankruptcy
- b) AXMIN failing to maintain its corporate existence, licenses and rights
- c) AXMIN failing to pay the loan and interest amounts on the due dates
- d) AXMIN incurring or assuming any indebtedness for borrowed money
- e) AXMIN making dividend payments or payment of management fees

During 2009, the Company's significant shareholder AOG, exercised in three separate transactions a total number of 10,700,000 common share purchase warrants at a price of C\$0.14 per share for a total consideration of C\$1,498 (US\$1,423). The aggregate increase in the share capital as a result of these transactions was 10,700,000 common shares. The aggregate fair value of the warrants exercised, C\$382 (US\$313) was reclassified from warrants to contributed surplus in the shareholders' equity section.

On April 21, 2009, the Company closed a non-brokered private placement with its significant shareholder, AOG, of 25,000,000 Units at a price of Cdn\$0.10 per unit for total gross proceeds of Cdn\$2.5 million (US\$2.0 million). Each Unit consists of one common share plus one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one additional common share of AXMIN at a price of Cdn\$0.14 expiring on April 21, 2012.

AXMIN holds the following marketable securities held for trading and available for liquid cash:

Investment in Noble Mineral Resources Limited ("Noble")

Noble is a public company listed on the Australian Exchange. AXMIN retains a 1.5% royalty on any future gross smelter returns from ore mined from the Cape Three Points Licence area.

On September 9, 2010 the 3,000,000 common shares of Noble held by AXMIN were sold at an equivalent US\$0.25 per common share resulting in the realized profit of US\$743.

Investment in Niger Uranium Limited

Niger Uranium Limited, ("Niger") is a public uranium exploration and mining company listed on AIM London Exchange. Niger holds eight prospecting licenses in Niger, covering a total area of 1,673,644 acres (6,773 square kilometers). AXMIN holds 13,285,013 ordinary shares of Niger. The market value of Niger as at September 30, 2010 was approximately GBP 0.048 totaling a fair value of approximately US\$953 and resulting in a third quarter unrealized gain of approximately US\$53 reported in the consolidated statements of comprehensive loss. As of the date of this report, AXMIN has fully divested of its holdings in Niger Uranium.

Investment in Kalahari Minerals PLC

Kalahari Minerals PLC, ("Kalahari") is an AIM and NSX resource company with uranium, gold, copper and other base metal interests in Namibia. AXMIN holds 80,505 ordinary shares of Kalahari. On September 30, 2010 these shares were sold at GBP 1.50 amounting to proceeds of approximately US\$190. The sale resulted in a realized gain of US\$15 reported in the consolidated statements of operations and deficit.

As at September 30, 2010, the Company had a working capital deficit of US\$1.2 million compared to a deficit of US\$0.4 million as at September 30, 2009. The decrease in working capital in 2010 relates to expenditures incurred in relation with obtaining the mining license permit for the Passendro gold project

Contractual Obligations

The Company has entered into agreements to lease premises for various periods until March 31, 2011 and October 31, 2013. The annual rent of premises consists of minimum rent of US\$156 plus realty taxes, maintenance and utilities.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Parties

During the period ended September 30, 2010 and 2009, the Company incurred:

- (a) \$483 (2009 - \$54) in legal services provided by a partnership related to a director of the Company. At September 30, 2010, \$90 (2009 - \$23) was due to this partnership.
- (b) \$22 (2009 - \$28) in management services from the Addax and Oryx Group ("AOG"). As of June 30, 2010, management fee is no longer payable and the balance owing to AOG was fully paid in July, 2010.

International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board (AcSB) confirmed that Canadian Generally Accepted Accounting ("GAAP") principles would cease for publicly accountable enterprises and the International Financial Reporting Standards ("IFRS") would become the new basis of accounting. The effective changeover date is January 1, 2011, at which time Canadian GAAP will be replaced by IFRS. Following this timeline, the Company will issue its first set of interim financial statements prepared under IFRS in the first quarter of 2011 including comparative IFRS financial results and an opening balance sheet as at January 1, 2010. The first annual IFRS consolidated financial statements will be prepared for the year ended December 31, 2011 with restated comparatives for the year ended December 31, 2010.

Management has put into place a conversion plan that includes four phases; i) education and awareness ii) identifying major differences between current Canadian GAAP and IFRS iii) impact on systems and processes and iv) implementation. At the date of this report, phases i), ii) and iii) are completed, while phase iv) of the plan is in progress.

Based on the preliminary assessment of the differences of its existing significant financial statements line items, comparing Canadian GAAP to the corresponding IFRS guidelines, management has identified a number of differences. The expected impact would be in the areas of mineral properties, impairment charges, stock-based compensation, functional currency, property, plant and equipment, taxes and first time adoption. Many of the differences identified are not expected to have a material impact on the reported results and financial position. In the period leading up to the changeover in 2011, the AcSB has ongoing projects and intends to issue new accounting standards during the conversion period. As a result, the final impact of IFRS on the Company's consolidated financial statements can only be measured once all the IFRS accounting standards at the conversion date are known. Management will continue to review new standards, as well as the impact of the new accounting standards, between now and the conversion date to ensure all relevant changes are addressed.

Based on management's evaluation, most of the adjustments required on transition date to IFRS will be made retrospectively against opening retained earnings as of the date of the first comparative balance sheet presented based on standards applicable at that time.

IFRS 1, "First-Time Adoption of International Financial Reporting Standards", provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS.

Set out below are the most significant areas, management has identified to date, where changes in accounting policies are expected to impact the Company's consolidated financial statements based on the accounting policy choices available.

Impairment of Long Lived Assets

Canadian GAAP generally uses a two-step approach to impairment testing: first comparing asset carrying values with undiscounted future cash flows to determine whether impairment exists; and then measuring any impairment by comparing asset carrying values with discounted cash flows.

International Accounting Standard (IAS) 36, "Impairment of Assets" uses a one-step approach for both testing and measurement of impairment, with asset carrying values compared directly with the higher of fair value less costs to sell and value in use (which uses discounted future cash flows). This may potentially result in write downs where the carrying value of assets were previously supported under Canadian GAAP on an undiscounted cash flow basis, but could not be supported on a discounted cash flow basis. Management will continue to assess whether or not impairment indicators are present and if the project assets should be tested for impairment based on criteria in IAS 36.

Exploration and Evaluation (E&E) Assets

Under IFRS 6, the Company has two options for its E&E assets; i) retain existing policy, or ii) adopt a new accounting policy.

Under the Company's current accounting policy, acquisition costs of mineral properties, together with direct exploration and development expenses incurred thereon are capitalized. Upon adoption of IFRS, the Company has to determine the accounting policy for exploration and evaluation assets. The Company can decide to apply the International Accounting Standards Board ("IASB") Framework which requires exploration expenditures to be expensed and capitalization of expenditures only after the completion of a feasibility study or disregard the IASB Framework and keep the existing Company's policy, if relevant and reliable. The Company continues to assess impact on its consolidated financial statements. The impact will depend on the initial accounting policy adopted under IFRS. If the existing policy is retained, there will be no major impact on the balance sheet as at the transition date. However, adoption of a new policy which would defer the recognition of E&E assets to a later point in the exploration process would result in the write-off of some or all of the existing E&E assets at the transition date, depending on the specific timing of capitalization in the new policy and the status of the existing E&E projects with respect to that timing.

Property, Plant and Equipment

Under IFRS, Property, Plant and Equipment ("PP&E") can be measured at fair value or at cost while under Canadian GAAP, the Company has to carry PP&E on a cost basis and the revaluation is prohibited. Upon adoption of IFRS, the Company has to

determine whether to elect a cost model or revaluation model. The PP&E balance is insignificant to the consolidated financial statements, and as a result, the impact on the Company's financial statements will not be material upon the adoption of IFRS on the Company's financial statements.

In accordance with IAS 16 "Property, Plant and Equipment", the Company needs to allocate an amount initially recognized in respect of an asset to its component parts and accounts for each component separately when the components have different useful lives or the components provide benefits to the entity in a different pattern.

Share Based Payments

IFRS 2 and Canadian GAAP largely converge on the accounting treatment for share based transactions with only a few differences. Canadian GAAP allows either accelerated or straight line method of amortization for the fair value of stock options under graded vesting. IFRS 2, on the other hand, allows only the accelerated method, (often referred to as graded vesting). Under IFRS, the estimate for forfeitures must be made when determining the number of equity instruments expected to vest, while under Canadian GAAP forfeitures can be recognized as they occur. Adoption of IFRS will give rise to an accelerated compensation expense, and the method of forfeiture recognition.

Upon adoption of IFRS 2, the accounting policy will be applied retrospectively to all equity instruments that have not vested as at January 1, 2010, the transition date. Given the number of unvested options at the transition date, the impact of the retrospective application of the graded vesting method is expected to be low.

Foreign Currency

Under Canadian GAAP, there are two types of foreign operations: integrated (which is translated as if it has the same functional currency as the parent) and self-sustaining (which is translated as if it has a functional currency different from the parent).

Under Canadian GAAP, an entity is not explicitly required to assess the unit of measure (functional currency) in which it measures its own assets, liabilities, revenues and expenses, but rather only assesses the functional currency of its foreign operations. Further there is no ranking of factors used for determination of functional currency.

IFRS requires that the functional currency of each entity in the consolidated group be determined separately in accordance with IAS 21 and the entity's financial results and position should be measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Currently the functional currency of the consolidated entity is the United States dollar ("USD") which is also the presentation currency of the Company's financial statements. As the project progresses and the underlying transactions, events and conditions relevant to the entities change, the Company will re-consider the primary and secondary indicators, as described in IAS 21, in determining the functional currency for each entity.

As the Company elects and approves the IFRS accounting policy for each of the areas above, management will determine and disclose impact of the IFRS adoption at the transition date on our financial statements. The financial statement impact will depend on the determination of the functional currency for each AXMIN entity. If functional currencies are identified other than USD, retrospective application of IAS 21 is required which will result in a CTA balance at the transition date.

Disclosures

One of the more significant impacts identified to date of adopting IFRS is the expanded presentation and disclosures required. Disclosure requirements under IFRS generally contain more breadth and depth than those required under Canadian GAAP and, therefore, will result in more extensive note references. The Company is continuing to assess the level of presentation and disclosures required to its consolidated financial statements.

Risk Factors

Due to the nature of the Company's business and present stage of exploration and development of its mineral properties, the Company faces risk factors and uncertainties, similar to those faced by other exploration and development companies. The following is a description of significant risk factors:

Mining Industry

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by the Company or its joint venture partners will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

Ability to Raise Funds

Because the Company has been an exploration Company, the Company is dependent upon its ability to raise funds in order to carry out its business. With an ongoing cash requirements for exploration, development and new operating activities, it will be necessary in the near and over the long-term to raise substantial funds from external sources. If the Company does not raise these funds, it would be unable to pursue its business activities and investors could lose their investment. If the Company is able to raise funds, investors could experience a dilution of their interests which may negatively impact the market value of the shares.

Substantial Funding Requirement

The Company requires substantial funds to build its proposed Mine at the Passendro gold property which it may not be able to raise in the current economic environment. In order to construct a mine at its Passendro property, the Company estimates it will require approximately US\$150-200 million. However, in the current economic environment there is substantial doubt that the Company would be able to raise these funds through sales of its equity, the means it has used to finance its operations in the past. In addition, although the Company has investigated the possibility of financing construction of the mine through debt, there can be no assurance that debt financing would be available on acceptable terms, if at all. In the event that the Company is unable to raise the necessary funds to build the mine, the Company will not be able to realize the benefit from the recovery of gold on the Passendro property.

No Production Revenues; History of Losses

AXMIN does not currently operate a mine on any of its properties. There can be no assurance that the Company's exploration programs will result in locating commercially exploitable mineral ores or that the Company's properties will be successfully developed.

To date, the Company has not recorded any revenues from mining operations nor has the Company commenced commercial production on any of its properties. There can be no assurance that significant additional losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added.

The Company does not expect to receive revenues from operations in the foreseeable future. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that the Company will generate any revenues or achieve profitability.

Uncertainty in the Estimation of Mineral Reserves and Resources

There is a degree of uncertainty to the calculation of mineral reserves and mineral resources and corresponding grades being mined or dedicated to future production. Until mineral reserves or mineral resources are actually mined and processed the quantity of mineral resources and mineral reserve grades must be considered as estimates only. In addition, the quantity of mineral reserves and mineral resources may vary depending on, among other things, metal prices. Any material change in quantity of mineral reserves, mineral resources, grade or stripping ratio may affect the economic viability of the properties.

The volume and grade of reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral reserves and mineral resources could have an adverse effect on AXMIN's results of operations and financial position.

Nature of Mineral Exploration

Other than with respect to the properties that comprise Passendro in the CAR, none of the properties in which AXMIN has an interest contain a known body of commercial ore. The exploration and development of mineral deposits involve significant financial risks over a significant period of time whereby a combination of careful evaluation, experience and knowledge may not fully eliminate the risks. Few properties which are explored are ultimately developed into producing mines. Major expenditures may be required to establish reserves by drilling and to construct mining and processing facilities at a site. AXMIN's exploration and, if such exploration is successful, development of its properties will be subject to all of the hazards and risks normally incident to gold exploration and development, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. There are also risks against which AXMIN could not insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or in compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of gold and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in AXMIN not receiving an adequate return on investment capital.

Uncertainty Relating to Inferred Mineral Resources

Inferred mineral resources cannot be converted into mineral reserves as the ability to assess geological continuity is not sufficient to demonstrate economic viability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to resources with sufficient geological continuity to constitute proven and probable mineral reserves as a result of continued exploration.

Political Risk

AXMIN currently conducts its exploration activities in the African countries of the CAR, Mali, Sierra Leone, Senegal and Mozambique. A significant portion of the Company's mineral properties are located in the CAR and as such the success of the Company will be influenced by a number of factors including the legal and political risks associated with that country. There have been recent news reports of a deteriorated security situation in the north-eastern sector of the CAR. To date, AXMIN's operations have not been materially affected by these activities. The Company's management is continuing to monitor this situation.

There is no assurance that future political and economic conditions in the CAR, Mali, Sierra Leone, and Senegal will not result in their respective governments adopting different policies respecting foreign development and ownership of mineral resources. Any such changes in policy may result in changes in laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both AXMIN's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate those properties in respect of which it has obtained exploration rights to date. The possibility that future governments of these and other African countries may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out. The Company's projects may be subject to the effects of political changes, war and civil conflict, changes in government policy, lack of law enforcement and labor unrest and the creation of new laws. The effect of unrest and instability on political, social or economic conditions in the countries in which the Company carries on its business could result in the impairment of the exploration, development and possibly halt its mining operations at those projects. Any such changes are beyond the control of the Company and may adversely affect its business.

Insurance and Uninsured Risks

AXMIN's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to AXMIN's properties or the properties of others, delays in development or mining, monetary losses and possible legal liability. If any such catastrophic event occurs, investors could lose their entire investment.

Although AXMIN maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with its operations. AXMIN may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to AXMIN or to other companies in the mining industry on acceptable terms. AXMIN might also become subject to liability for pollution or other hazards which may not be insured against or which AXMIN may elect not to insure against because of premium costs or other reasons. Losses from these events may cause AXMIN to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Government Regulation

AXMIN's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although AXMIN's exploration and development activities are currently carried out in material compliance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Many of the mineral rights and interests of AXMIN are subject to government approvals, licences and permits. Such approvals, licences and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that AXMIN will be successful in maintaining any or all of the various approvals, licences and permits in full force and effect without modification or revocation.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Contractual Arrangements and Joint Ventures

AXMIN has entered into and may in the future enter into, contractual arrangements to acquire interests in mineral resource properties with governmental agencies and joint venture agreements which contain time-sensitive performance requirements. The foundation of certain of these agreements may be based on recent political conditions and legislation and not supported by precedent or custom. The Company may lose its option rights and interests in joint venture if it is not able to fulfil its share of costs. As such, the contractual arrangements may be subject to cancellation or unilateral modification. Any change in government or legislation may affect the status of AXMIN's contractual arrangements or its ability to meet its contractual obligations and may result in the loss of its interests in mineral properties.

Commodity Price Fluctuations

The development and success of any project of the Company will be primarily dependent on the future price of gold and other metals. Commodity prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and political and economic conditions. The price of gold and other metals has fluctuated widely in recent years, and future price declines could cause any future development of and commercial production from the Company's properties to be impracticable.

If the price of gold (including other base and precious metals) is below the cost to produce gold, the properties will not be mined at a profit. Fluctuations in the gold price affect the Company's reserve estimates, its ability to obtain financing and its financial condition as well as requiring reassessments of feasibility and operational requirements of a project. Reassessments may cause substantial delays or interrupt operations until the reassessment is finished.

Competition

The mineral exploration business is competitive in all of its phases. AXMIN competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than AXMIN, in the search for and the acquisition of attractive mineral properties. AXMIN's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also in its ability to select and acquire suitable producing properties or prospects for mineral exploration or development.

There is no assurance that AXMIN will be able to compete successfully with others in acquiring such properties or prospects.

Currency Risk

AXMIN's costs are incurred in Canadian dollars, United States dollars, British pounds sterling, Euros and also in the currencies of the CAR, Mali, Sierra Leone and Senegal. There is no guarantee that these other currencies will be convertible into Canadian and United States dollars in the future and foreign currency fluctuations may adversely affect AXMIN's financial position and operating results. AXMIN currently does not undertake currency hedging activities.

Title Matters

Title to AXMIN's properties may be challenged or impugned. There is no guarantee that applicable governments will not revoke or significantly alter the conditions of the applicable exploration authorizations of AXMIN and that such exploration authorizations will not be challenged or impugned by third parties. While AXMIN has applied for rights to explore various properties and may also do so in the future, there is no certainty that such rights will be granted or granted on terms satisfactory to AXMIN. Local mining legislation of certain countries in which AXMIN operates requires AXMIN to grant to the government an interest in AXMIN's property rights. In addition, the properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. If title to properties is challenged or impugned, the Company may not be able to explore, develop or operate its properties as permitted and enforce its rights to these properties.

Conflict of Interest

Certain of AXMIN's directors are directors or officers of, or have significant shareholdings in, other mineral resource companies and, to the extent that such other companies may have participated in ventures in which AXMIN may participate, the directors of AXMIN may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such other companies may also compete with AXMIN for the acquisition of mineral property rights.

Management; Dependence on Key Personnel

Investors will be relying on the good faith, experience and judgement of AXMIN's management and advisors in supervising and providing for the effective management of the business and the operations of AXMIN and in selecting and developing new investment and expansion opportunities. AXMIN may need to recruit additional qualified personnel to supplement existing management. AXMIN is currently dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

Environmental Risks and Hazards

All phases of AXMIN's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect AXMIN's operations. Environmental hazards may exist on the properties on which AXMIN holds interests which are unknown to AXMIN at present and which have been caused by previous or existing owners or operators of the properties.

Concentration of Share Ownership

As at the date of this report, AOG, holds approximately 28.4% of the common shares issued by the Company. AOG is able to exercise significant influence over all matters requiring shareholder approval, including the election of directors and approval of significant corporate transactions.

Stock Price Volatility

The market price of the common shares, like that of the common shares of many other junior mining companies, has been and is likely to remain volatile. Results of exploration activities, the price of gold and silver, future operating results, changes in estimates of the Company's performance by securities analysts, market conditions for natural resource shares in general, and other factors beyond the control of the Company, could cause a significant decline on the market price of common shares.

Future Sales of Shares by Existing Shareholders

Sales of a large number of common shares of the Company in the public markets, or the potential for such sales, could decrease the trading price of the common shares of the Company and could impair AXMIN's ability to raise capital through future sales of common shares of the Company.

Health Issues

HIV/AIDS, malaria and other diseases represent a serious threat to maintaining a skilled workforce in the mining industry of central and West Africa. As such HIV/AIDS is a major healthcare challenge faced by AXMIN's operations. There can be no assurance that AXMIN will not incur the loss of its contractors, members of its workforce or workforce hours or incur increased medical costs, which may have a material adverse effect on AXMIN's operations.

Compliance with Health and Safety Regulations

AXMIN operates in the mining industry, which is a hazardous industry. While management believes that AXMIN is in material compliance with all health and safety regulations, the adoption and enforcement of more stringent regulations in the future could adversely affect operational flexibility and costs.

Requirement for Permits and Licences

The operations of AXMIN require licences, permits and in some cases renewals of existing licences and permits from various governmental authorities. Management believes that AXMIN currently holds or has applied for all necessary licences and permits to carry on the activities that it is currently conducting under applicable laws and regulations in respect of its properties, and also believes that AXMIN is complying in all material respects with the terms of such licences and permits. However, AXMIN's ability to obtain, sustain or renew such licences and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable governmental authorities.

Dividend Policy

No dividends have been paid to date on the shares. AXMIN anticipates that for the foreseeable future it will retain any future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of AXMIN's Board of Directors after taking into account many factors, including AXMIN's operating results, financial condition and current and anticipated cash needs.

Share Capital

As at the date of this report the outstanding common shares and other securities of the Company comprise:

Securities	Common shares on exercise
Common shares	540,247,201
Stock options	27,525,000
Common share purchase warrants	75,447,712
Fully diluted share capital	643,219,913

Contingencies

In the ordinary course of business activities, the Company is subject to various claims, including those related to income and other taxes at its foreign subsidiaries. Management believes that adequate provisions are recorded in the accounts where required and when estimable. However, there can be no assurance that the Company will not incur additional expenses.

Forward-Looking Statements

This report contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performances of AXMIN, its subsidiaries and their respective projects, the future price of gold, base metals and other commodities, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking information statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of AXMIN and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors discussed in the section entitled "Risk Factors" in this report. Although AXMIN has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this report based on the opinions and estimates of management, and AXMIN disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Additional Information

Additional information relating to the Company may be obtained from the SEDAR website (www.sedar.com) and the Company's website (www.axmininc.com).

On behalf of the Board of Directors

"Signed"

George Roach
President, Chief Executive Officer & Director

November 25, 2010

Notice to Reader

In accordance with National Instrument 51-102, Part 4, sub-section 4.3(3)(a), notice is hereby given that the accompanying interim consolidated financial statements of AXMIN Inc. (the "Company") for the nine months ended September 30, 2010 have not been reviewed by the Company's auditors.

The accompanying interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. These interim consolidated financial statements are unaudited and include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the consolidated financial position, results of operations and cash flows.

Consolidated Balance Sheets

As at September 30, 2010 and December 31, 2009

(Nature of operations and going concern – Note 1)

(Unaudited and expressed in thousands of United States dollars)

	2010	2009 (audited)
Assets		
Current Assets		
Cash and cash equivalents	1,310	340
Marketable Securities (note 13)	953	801
Accounts receivable	330	68
Prepaid expenses and deposits	100	47
	2,693	1,256
Exploration and development costs (note 4)	48,352	30,226
Long term investments (note 5 and 13)	3,050	-
Goodwill (note 5)	2,236	-
Assets of discontinued operations (note 6)	3,492	4,445
Other assets, net	52	62
	59,875	35,989
Liabilities and shareholders' equity		
Current and Long-term liabilities		
Accounts payable and accrued liabilities	897	542
Amounts payable to Government of CAR (note 4)	2,830	-
Amounts due to related parties (note 8)	90	264
Liabilities of discontinued operations (note 6)	121	-
	3,938	806
Long-term payable to the CAR Government (note 4)	2,560	-
Shareholder loan (note 8)	1,649	477
	8,147	1,283
Commitments and contingencies (note 3 and 9)		
Shareholders' equity (note 7)		
Share capital	127,060	105,374
Warrants	2,725	2,781
Contributed surplus	8,333	6,029
Deficit	(86,443)	(80,279)
Accumulated other comprehensive income (note 10)	53	801
	51,728	34,706
	59,875	35,989

See accompanying notes to the unaudited consolidated financial statements.

Consolidated Statements of Operations and Deficit

For the nine month periods ended September 30, 2010 and 2009

(Unaudited and expressed in thousands of United States Dollars except per share data)

	Three months ended September 30		Nine months ended September 30	
	2010	2009	2010	2009
Expenses				
Administration (note 4)	1,811	630	4,488	1,592
Impairment charges (note 4)	-	372	-	51,972
Loss on disposal of assets (note 4)	60	-	375	-
Stock-based compensation (note 7)	225	150	682	490
Future tax gain liability on warrants expired (note 7)	(195)	-	(195)	-
	1,901	1,152	5,350	54,054
Other Income				
Loss (gain) on foreign exchange	(287)	(14)	(43)	(84)
Gain on sale of marketable securities (note 10)	(758)	-	(758)	-
Interest expense, net	37	-	92	(4)
	(1,008)	(14)	(709)	(88)
Net loss from continuing operations for the period	893	1,138	4,641	53,966
Loss from discontinued operations, net of income taxes (note 6)	115	-	1,523	-
Net loss	1,008	1,138	6,164	53,966
Other comprehensive income				
Changes in unrealized (gain) loss on available-for-sale financial assets arising during the period	(53)	-	55	-
Comprehensive loss for the period	955	1,138	6,219	53,966
Net loss per share (basic and diluted)				
Continuing operations	0.002	0.004	0.012	0.191
Discontinued operations	0.000	-	0.004	-
Basic and diluted loss per share	0.002	0.004	0.016	0.191
Weighted average number of common shares outstanding	394,114,191	297,997,292	391,288,104	292,219,355

See accompanying notes to the unaudited consolidated financial statements.

Consolidated Statements of Shareholders Equity

For the nine month periods ended September 30, 2010 and 2009

(Unaudited and expressed in thousands of United States Dollars except per share data)

	2010		2009 (audited)	
	Number	Amount (\$)	Number	Amount (\$)
Share Capital				
Authorized: Unlimited common shares				
Issued: Common shares				
Balance, beginning of the period	307,979,901	105,374	272,279,901	102,655
Shares issued on acquisition (note 5)	206,267,333	19,547	25,000,000	1,296
Shares issued to Government of CAR (note 4)	26,000,000	2,139	-	-
Exercise of warrants (note 7)	-	-	10,700,000	1,423
Balance, end of period	540,247,234	127,060	307,979,901	105,374
Warrants				
Balance, beginning of period	55,966,667	2,781	41,666,667	2,364
Warrants issued (note 5 and 7)	14,961,345	395	25,000,000	1,001
Warrants issued to Government of CAR (note 4)	20,000,000	1,110	-	-
Warrants exercised (note 7)	-	-	(10,700,000)	(313)
Warrants expired (note 7)	(15,480,300)	(1,561)	-	-
Balance, end of period	75,447,712	2,725	55,966,667	2,781
Contributed Surplus				
Balance, beginning of period		6,029		5,382
Stock-based compensation expense (note 7)		682		334
Excess of fair value of warrants over AfNat's options cancelled on acquisition (note 5)		256		-
Exercise of warrants (note 7)		-		313
Expiry of warrants (note 7)		1,561		-
Gain on warrants expired (note 7)		(195)		-
Balance, end of period		8,333		6,029
Deficit				
Balance, beginning of period		(80,279)		(25,829)
Net income (loss) for the period		(6,164)		(54,450)
Balance, end of period		(86,443)		(80,279)
Accumulated Other Comprehensive Income				
Balance, beginning of period		801		-
Reclassification of realized gain on sale of available-for-sale financial assets arising during the period (note 10)		(758)		-
Changes in unrealized gain on available-for-sale financial assets arising during the period (note 10)		10		801
Balance, end of period		53		801
Shareholders' equity, end of period		51,728		34,706

See accompanying notes to the unaudited consolidated financial statements.

Consolidated Statements of Cash Flows

For the nine month periods ended September 30, 2010 and 2009

(Unaudited and expressed in thousands of United States Dollars)

	Three months ended September 30		Nine months ended September 30	
	2010	2009	2010	2009
Operating Activities				
Net Loss for the period	(1,008)	(1,138)	(6,164)	(53,966)
Impairment charges (note 4 and 6)	-	372	985	51,972
Stock-based compensation expense	225	150	682	490
Unrealized loss (gain) on foreign exchange	16	(23)	(8)	(84)
Net change in non-cash working capital balances	(237)	(80)	(60)	(178)
Loss on disposal of assets (note 4)	60	-	375	-
Provision for income tax expense (note 6)	-	-	121	-
Tax liability on gain of warrants expired (note 7)	(195)	-	(195)	-
Realized gain on sale of marketable securities (note 10)	(758)	-	(758)	-
Amortization of other assets	4	-	10	-
Net cash outflow from operating activities	(1,893)	(719)	(5,012)	(1,766)
Investing Activities				
Cash acquired through acquisition (note 5)	-	-	10,361	-
Exploration and development costs (note 4)	(5,351)	(879)	(6,610)	(2,729)
Proceeds from sale of marketable securities (note 13)	743	-	743	-
Proceeds from sale of assets (note 4)	45	-	534	-
Net cash inflow (outflow) from investing activities	(4,563)	(879)	5,028	(2,729)
Financing Activities				
Issuance of shares (note 7)	-	-	-	2,043
Cost of shares issuance (note 7)	(13)	-	(42)	(17)
Loan proceeds (note 8)	-	-	1,033	-
Exercise of warrants (note 7)	-	578	-	578
Net cash inflow (outflow) from investing activities	(13)	578	991	2,604
Effect of foreign exchange on cash and cash equivalents	(21)	23	(5)	84
Change in cash and cash equivalents during the period	(6,490)	(997)	1,002	(1,807)
Cash and cash equivalents, beginning of period	7,812	1,184	340	1,994
Cash and cash equivalents, discontinued operations (note 6)	(12)	-	(32)	-
Cash and cash equivalents, end of period	1,310	187	1,310	187
Supplemental Cash Flow Information				
Interest	-	-	-	-
Income taxes (recovered) paid	-	-	-	-

See accompanying notes to the unaudited consolidated financial statements.

AXMIN Inc.

Notes to the Consolidated Financial Statements

September 30, 2010

(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)

1. Nature of operations and going concern

AXMIN Inc. ("AXMIN", the "Company") is an international mineral exploration company with an exploration portfolio in the mineral belts of central and west Africa. A significant portion of the Company's exploration and development costs relate to its Passendro Gold Project (the "Project") situated on a portion of the Bambari property in the Central African Republic (the "CAR"). The Company holds its interest in this property through its wholly owned CAR registered subsidiaries, Aurafrique S.A.R.L. ("Aurafrique"), which holds prospecting and exploration permits for the property and Somiotoungou SA, which holds the mining permit for the Passendro Project.

Following the acquisition of AfNat Resources Limited, the Company broadened its exploration interests with mineral exploration projects in Mozambique and Zambia. The Company also holds an investment in a copper project in the Philippines.

The Company is in its development stage. Aside from the properties that comprise the Passendro Gold Project, it has not yet determined whether other properties in its exploration portfolio contain resources that are economically recoverable. The recoverability of the amounts shown for exploration and development costs is dependent upon the existence of economically recoverable resources, the ability of the Company to obtain all necessary permits and raise financing to complete the exploration and development, and future profitable production or proceeds from the disposition of such properties. In addition, the Company's properties may be subject to sovereign risk, including political and economic uncertainty, changes in existing government regulations to mining which may withhold the receipt of required permits or impede the Company's ability to acquire the necessary surface rights as well as currency fluctuations and local inflation. These risks may adversely affect the investment in the properties and may result in the impairment or loss of all or part of the Company's investment.

These consolidated financial statements have been prepared on the basis that the Company is a "going concern", which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. As at September 30, 2010, the Company has a working capital deficit of \$1,245, no source of operating cash flows and does not have sufficient cash to fund the development of its properties. It will require additional financing or other sources of funding, which if not raised, would result in the curtailment of activities.

To date, the Company has raised funds principally through the issuance of shares. In the foreseeable future, the Company will likely remain dependent on the issuance of shares and the availability of project financing to raise funds to explore and develop its properties. Management expects that it will be able to fund its immediate cash requirements and will require funding through financing or the sale of assets to allow the Company to continue future exploration and development activities. However, there can be no assurance that it will be successful.

There can be no assurances that the Company's activities will be successful or sufficient funds can be raised in a timely manner. As a result, there is significant doubt regarding the "going concern" assumption and accordingly, the use of accounting principles applicable to a going concern. These consolidated financial statements do not include any adjustments related to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. If the "going concern" assumption was not appropriate for these consolidated financial statements, then adjustments to the carrying values of the assets and liabilities, expenses and balance sheet classifications, which could be material, would be necessary.

2. New accounting standards

Business Combinations (Section 1582), *Consolidated Financial Statements* (Section 1601) and *Non-controlling Interests* (Section 1602)

These sections replace the former Section 1581, *Business Combinations* and Section 1600, *Consolidated Financial Statements* and establish a new section for accounting for a non-controlling interest in a subsidiary. These sections provide the Canadian equivalent to FASB, (Financial Accounting Standards Board) Statements No. 141 (R) *Business Combinations* and No. 160 *Non-controlling interests in Consolidated Financial Statements*. CICA Section 1582 is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Section 1601 and 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Since early adoption is permitted, the Company adopted these standards during the period ended June 30, 2010 and additional disclosures required have been made in Acquisitions note 5 of the consolidated financial statements.

Business Combinations

During the second quarter 2010, the Company began applying the new provisions of Section 1582 and Section 1601 for business combinations consummated after December 31, 2009. Under the new guidance, business acquisitions are accounted for under the "acquisition method", as opposed to the "purchase method". The more significant changes to accounting for business combinations that result from applying the acquisition method include: (i) the definition of a business is broadened to include some development stage entities, and therefore more acquisitions may be accounted for as business combinations rather than asset acquisitions; (ii)

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)*

the measurement date for equity interests issued by the acquirer is the acquisition date instead of a few days before and after terms are agreed to and announced, which may significantly change the amount recorded for the acquired business if share prices differ from the agreement and announcement date to the acquisition date; (iii) all future adjustments to income tax estimates will be recorded to income tax expense, whereas under the previous requirements, certain changes in income tax estimates were recorded to goodwill; (iv) acquisition-related costs of the acquirer, including investment banking fees, legal fees, accounting fees, valuation fees, and other professional or consulting fees are expensed as incurred, whereas under the previous guidance these costs were capitalized as part of the business combination; (v) the assets acquired and liabilities assumed as part of a business combination, whether full, partial or step acquisition, result in all assets and liabilities recorded at 100% of fair value, whereas under the previous requirements only the controlling interest's portion was recorded at fair value; (vi) recognition of a bargain purchase gain when the fair value of the identifiable assets exceeds the purchase price, whereas under the previous guidance, the net book value of the identifiable assets would have been adjusted downward; and (vii) the non-controlling interest is recorded at its share of fair value of net assets acquired, including its share of goodwill, whereas under previous guidance the non-controlling interest is recorded at its share of carrying value of net assets acquired with no goodwill being allocated.

New Accounting Pronouncements Not Yet Adopted*International Financial Reporting Standards ("IFRS")*

The Canadian Accounting Standards Board has announced its decision to replace Canadian GAAP with IFRS for all Canadian Publicly Accountable Enterprises ("PAEs"). The effective changeover date is January 1, 2011, at which time IFRS will take effect. Following this timeline, the Company will issue its first set of interim financial statements prepared under IFRS in the first quarter of 2011. The first annual IFRS consolidated financial statements will be prepared for the year ended December 31, 2011 with restated comparatives for the year ended December 31, 2010.

The Company continues to assess the impact of the transition to IFRS on its consolidated financial statements. A diagnostic assessment of the Company's current accounting policies, systems and processes to identify the differences between Canadian GAAP and IFRS has been completed, however the impact on the Company's consolidated financial position and results of operations has not yet been determined because the impact will be dependent on the accounting policies the Company elects. The IFRS 1, available during the first time adoption offers number of exemptions and policy choices available to Management. The expected impact would be in the areas of mineral properties, impairment charges, stock-based compensation, functional currency, property, plant and equipment, taxes and first time adoption.

3. Basis of presentation and significant accounting policies*Basis of Presentation*

The consolidated financial statements have been prepared in accordance with Canadian GAAP. All amounts are in US dollars unless otherwise indicated. The functional and reporting currency of the Company is US dollars.

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions have been eliminated.

Use of estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses and other income during the reporting periods. Accordingly, actual results could differ from those estimates and these differences may be material. Significant areas where management's judgement is applied include recoverability of exploration and development costs, benefits of future income tax assets, stock-based compensation valuation assumptions and determinations as to whether costs are expensed or capitalized.

Translation of foreign currencies

The functional and operating currency of the Company is the United States Dollar. Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at period-end rates of exchange. Non-monetary assets and liabilities denominated in foreign currencies are translated at historical rates of exchange. Gains and losses on translation of monetary assets and liabilities are reflected in earnings in the period in which they arise.

Financial statements of the Company's integrated foreign operations are translated into United States dollars using the temporal method. Under this method, monetary assets and liabilities denominated in foreign currencies are translated at period-end rates of exchange with the resultant gains or losses recognized in the consolidated statements of operations, while non-monetary items are translated at historical rates of exchange. Expenses are translated using average rates of exchange approximating those in effect when the transactions occur. Exchange gains or losses related to expenditures on project activities arising from translation activities are capitalized in exploration and development costs.

AXMIN Inc.

Notes to the Consolidated Financial Statements

September 30, 2010

(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)

Financial Instruments

Financial instruments are measured at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as held for trading, available for sale, held to maturity, loans and receivables, or other financial liabilities.

Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from relevant markets. The fair value hierarchy established by Section 3862 *Financial Instruments – Disclosures* ["Section 3862"] establishes three levels to classify the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs [i.e., quoted prices for similar assets or liabilities].

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable [i.e., supported by little or no market activity].

Exploration and development costs

The costs relating to the acquisition, exploration and development of mineral properties are capitalized on a per project basis until the commencement of commercial production. If commercially profitable, ore reserves are developed, capitalized costs of the related project will be reclassified as mining assets and amortized using the unit of production method over the estimated ore reserves. If it is determined that capitalized acquisition, exploration and development costs are not recoverable over the estimated life of the property, or the project is sold or abandoned, the project is written down to its net realizable value.

The Company reviews for impairment of exploration and development costs whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

Stock-based compensation

The Company accounts for stock options using the fair value method of accounting. Under this method, the Company recognizes a compensation expense based on the fair value of the options granted using the Black-Scholes option pricing model. The fair value of the options is recognized over the vesting period of the options granted as compensation expense and contributed surplus. The contributed surplus balance is reduced as the options are exercised and credited to share capital.

Warrants

The warrants are valued based on allocating the proceeds of the issuance between the common share and the common share purchase warrant components by fair valuing each component separately and determining the proceeds to be allocated based on a pro-rata basis. The fair value of warrants is calculated using the Black-Scholes option pricing model and is recognized as warrants. On the exercise of warrants, the related amounts in warrants are credited to contributed surplus.

Loss per share

Loss per share has been calculated based on the weighted average number of common shares outstanding during the year. Diluted per share amounts are calculated using the treasury stock method whereby proceeds deemed to be received on the exercise of options and warrants in the per share calculation are assumed to be used to acquire common shares. The effect of potential issuances of shares under options and warrants would be anti-dilutive, and accordingly basic and diluted loss per share are the same.

Cash and cash equivalents

Cash and cash equivalents consists of cash on deposit. Cash and cash equivalents were \$1,310 as at September 30, 2010 (2009 – US\$187) which earned a weighted average interest rate of 0.8% per annum (2009 – 0.3%).

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)***4. Exploration and development costs**

	Bambari (CAR)	Nimini (Sierra Leone)	Kofi (Mali)	Others	Total
Balance as at December 31, 2008	62,542	9,024	10,522	1,117	83,205
Exploration costs	2,101	586	723	29	3,439
Impairment Charges	(40,873)	(4,300)	(6,800)	-	(51,973)
Balance as at December 31, 2009	23,770	5,310	4,445	1,146	34,671
Exploration costs	6,194	239	-	177	6,610
Issuance of shares and warrants	3,262	-	-	-	3,262
Amounts payable to Gov. Of CAR	5,390	-	-	-	5,390
Exploration costs from acquisition of AfNat	-	-	-	979	979
Disposal of assets	(909)	-	-	-	(909)
Reclassification of assets to discontinued operations	-	-	(4,445)	-	(4,445)
Business development costs acquired from Afnat	-	-	-	2,794	2,794
Balance – September 30, 2010	37,707	5,549	-	5,096	48,352

Reductions in the carrying value of the exploration and development costs are recorded as impairments to the extent the carrying value of the related assets exceeds their fair value. The determination of fair value is based on discounted cash flow projections and assumptions that include: commodity pricing, availability of financing, obtaining the exploration and mining permits and various other factors. When the determination of fair value based on cash flow projections are deemed difficult or impossible, management utilizes other methods such as cost per oz compared to peers, cost per oz of net exploration kilometre and recent market transactions.

Central African Republic ("CAR")

AXMIN holds a 100% interest in the Bambari property. The Bambari property has been the subject of substantial exploration by AXMIN since the discovery of the Passendro Gold Project. The Passendro Gold Project is situated on a portion of the Bambari property and is contained within the Bambari permits. The ancillary properties including Bakala, Bogoin II and Pouloubou were written off in prior years. The Company has not yet made a decision as to renew these properties.

The Bambari property is subject to a 2% net smelter royalty ("NSR") payable to United Reef Limited ("URL") from the date of commencement of first commercial production. Payment of the NSR will commence once all capital expenditures have been recovered by the Company. Commencing one year from the date of commencement of first commercial production and until such time as all capital expenditures have been recovered, URL will annually receive advance royalty payments of C\$100. Such advance royalty payments shall be deductible from payments of the NSR. The Company has the right to purchase part or all of the 2% NSR at a rate of Cdn\$500, payable in cash or shares, for each 0.5% royalty interest during the initial five years of production from the Bambari property.

On August 9, 2010 the Company was awarded a 25 year Mining Licence for the Passendro project. The following are the highlights of the Decree:

- 25 year Mining Licence;
- Mining title covers the complete area of mineralisation set out in the Feasibility Study;
- New 3 year renewable Exclusive Exploration Licences issued over the remaining areas of the Bambari 1 and 2 permits not covered in the Mining Licence;
- Area covered by the new Exclusive Exploration Licences increased by additional 270 sq km;
- Fiscal provisions of the 2006 Mining Convention remain intact;
- The State receives a signature bonus of US\$11 million payable in three tranches;
- In lieu of any project free-carried interest, the State was issued 26 million common shares of AXMIN and 20 million common share purchase warrants with an exercise price of US\$0.30 per share and a five year term.

On August 18, 2010 the State received the first tranche of the bonus in the amount of US\$5 million. The second tranche of the bonus in the amount of US\$3 million is payable in April, 2011 and the third tranche of US\$3 million is payable in April, 2012. The bonus amounts of US\$6 million have been accrued in the financial statements at a discount using AXMIN's estimated cost of

AXMIN Inc.

Notes to the Consolidated Financial Statements

September 30, 2010

(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)

borrowing. Additional fees in the amount of US\$1 million were paid to an independent consultant for services rendered during the process of obtaining the Mining Licence. The fees were expensed and included in the Administration category of the Consolidated Statements of Operations and Deficit.

In an effort to raise funds, during the period ended September 30, 2010, exploration equipment was disposed of for total proceeds of US\$534 resulting in a loss on disposal of US\$375.

On June 18, 2009, the Company announced a NI 43-101 mineral resource update at the Passendro Gold Project. The update indicated a 30% increase in measured and indicated resources at the Main Zone pit, as well as an additional low grade resource at Main Zone, both are expected to help to reduce stripping ratios at Main Zone. The Technical report was filed on SEDAR on August 4, 2009.

During 2009 and 2010, AXMIN has conducted a restricted exploration program on the Bambari property. The program focused on detailed geological, geomorphological and structural mapping, limited termite sampling and where applicable trenching. The program covered the Passendro Project area and extended south to the Ndassima Project area, some 30 kilometres of strike.

At June 30, 2009, as a result of the continued inability of the Company to obtain financing other than from its major shareholder, and the increasing delays in the Company's efforts to obtain the mining permit associated with the Passendro project, the Company had reassessed its carrying value of the Passendro asset and concluded that the carrying value exceeded the fair value. The impairment charge was determined at US\$40.5 million in order to reflect fair value of the project.

On April 2, 2008, the Company reported the results of its Bankable Feasibility Study for Passendro.

Mali

On March 31, 2010 AXMIN announced the execution of a definitive agreement regarding the sale of its Kofi Gold Project and other ancillary permits in Mali to Avion Gold Corporation ("Avion") (AVR-TSX Venture) for proceeds of up to C\$500 cash and up to 4,500,000 common shares of Avion. The transaction is expected to close by the end of the year 2010 at which time AXMIN will receive the proceeds of sale. The assets, liabilities and results of operations of Mali have been separately reported as discontinued operations in the balance sheets and statements of operations.

On February 10, 2010 AXMIN concluded a Heads of Agreement ("Agreement") with Societe d'Exploration des Mines d'Or de Sadiola ("SEMOS"), a joint venture between IAMGOLD Corporation and AngloGold Ashanti that operates the Sadiola Mine in Mali, whereby SEMOS has the potential to earn 100% interest in the Satifara exploration permit, a joint venture between AXMIN (94.45%) and African Goldfield (Mali) Limited (5.55%). The Satifara permit is located 10 km west of the Sadiola Mine. To earn a 100% interest, SEMOS must spend a minimum of US\$500 over a two-year period and complete a NI 43-101 Mineral Resource calculation, making payment of US\$15/oz for Measured and Indicated, US\$5/oz for Inferred resources and US\$15/oz for any ounce of gold mineral Reserve mined. The total payment to AXMIN is capped and will not exceed US\$7.5 million.

The Kofi North, Netekoto-Kenieti, Walia West, Walia and Kenieti-Dianisse permits are collectively referred to as the "Kofi Gold Project". AXMIN holds directly and indirectly:

- (a) an 83.62% interest in the Kofi North permits (prior to the 10% free carried interest of the government of Mali) from joint venture partners African Goldfields Corporation ("AGC"), a subsidiary of African Selection Mining Corporation ("ASMC") and Société Financière et d'Exploration de l'Or au Mali ("SOFOM");
- (b) an 89.88% interest in the Netekoto-Kenieti permits (prior to the 10% free carried interest of the government of Mali) from joint venture partner AGC;
- (c) a 94.44% interest in the Walia West permits (prior to the 10% free carried interest of the government of Mali) from joint venture partner SOFOM;
- (d) a 94.44% interest in the Walia permits (prior to the 10% free carried interest of the government of Mali) from joint venture partner l'Agence Générale de Contact et de Relations Internationales ("AGCRI"); and
- (e) a 94.44% interest in the Kenieti-Dianisse permit (prior to the 10% free carried interest of the government of Mali) from joint venture partner Dianisse SARL ("Dianisse").

In the case of the Kofi North, Netekoto-Kenieti and Walia West permits, AXMIN may increase its level of interest to 100% (prior to government dilution) by buying out the interests of the other parties on submission of a Bankable Feasibility Study ("BFS") on an independently evaluated net present value of the proven and probable reserves using a discount rate of 15%. In the case of the Walia and Kenieti-Dianisse permits AXMIN may increase its level of interest to 100% (prior to government dilution) by buying out the interest of AGCRI and Dianisse on submission of a BFS for US\$2 per pro rata ounce of proven and probable gold reserves.

At June 30, 2009, due to the increasing limitations in raising capital in the markets and third party valuations determined during the ongoing advisory mandate, the Company assessed an impairment charge of US\$6.8 million on the Malian assets.

AXMIN Inc.

Notes to the Consolidated Financial Statements

September 30, 2010

(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)

Sierra Leone

In March 2004, AXMIN elected to exercise an option whereby AXMIN may earn a 60% interest in the Nimini Hills project owned by AFCAN Barbados Limited ("AFCAN"), a subsidiary of Eldorado Gold Corporation, by expenditure of US\$2.3 million over a three-year period. Thereafter, AFCAN has the right to participate on a pro rata basis or if it elects not to, then AXMIN can earn an additional 20% by producing a BFS. The monies spent on AFCAN's behalf to earn this additional 20% will be recovered by AXMIN from AFCAN's share of future production. During the year ended December 31, 2006 AXMIN's cumulative expenditure on the Nimini Hills project exceeded US\$2.3 million and hence AXMIN earned a 60% interest in the project.

On September 15, 2009, the Company decided to terminate its interest in the Gori Hills Joint Venture and all permit rights were returned to the other Party. The carrying value of this property is \$nil as of December 31, 2009.

At June 30, 2009, due to the increasing limitations in raising capital in the markets, the Company reassessed its carrying value of the Nimini asset in Sierra Leone and came to the conclusion that the carrying value exceeded the fair value. The impairment charge was determined at US\$4.3 million in order to reflect the fair value of the project. The Company remains optimistic on exploration potential in Sierra Leone.

Senegal

On November 3, 2008, the Company concluded a joint venture with Sabodala Mining Company SARL, a wholly owned subsidiary of Mineral Deposits Limited ("MDL") whereby MDL may earn a 51% interest in AXMIN's wholly owned gold exploration permits, Sonkounkou, Heremakono and Sabodala NW located in the Birimian belt of Eastern Senegal.

The terms of the joint venture agreement with MDL include:

- a) MDL must spend a total of US\$2.5 million over three years to earn a 51% interest in each permit, with a minimum expenditure of US\$500 in year one, US\$800 in year two and US\$1.2 million in year three. There is a minimum expenditure of US\$800 before it may contemplate withdrawing from the joint venture.
- b) Following earn-in, AXMIN may elect to maintain its 49% interest by funding future expenditure on a pro rata basis, or it may elect to dilute further to 20% in return for MDL spending a further US\$3.5 million over an additional three-year period. At this stage, AXMIN may elect to participate or transfer its residual interest to MDL in return for a 1.5% royalty.

Mozambique

The Mavita copper-nickel-cobalt project consists of two prospecting licences covering 354 sq km, located in the Manica province, 60 km southwest of the regional centre of Chimoio, Mozambique. The project is located on the eastern edge of the Zimbabwe Craton which comprises of highly deformed Archaean granitic gneiss and greenstone belts which include mafic - ultramafic rocks and banded iron formations. On August 4, 2010, the Company was granted a 5 year extension on its Mavita exploration licences (PL 1045 and PL 1046). The Mavita exploration licences were subject to a joint venture with Rio Tinto Minerals Development Limited ("Rio Tinto"), a wholly owned subsidiary of Rio Tinto Plc whereby Rio Tinto could earn a 51% interest by spending US\$5 million within five years. As described in the subsequent events note 14, on October 29, 2010 AXMIN has regained 100 percent control of its Mavita project following the withdrawal of Rio Tinto from joint venture over these permits.

Zambia

The projects in Zambia comprise six tenements in the southern area of Zambia, one wholly owned tenement prospective for nickel, the Mitaba property, and five tenements prospective for uranium which are subject to a farm-in-agreement with Zambezi Resources Ltd. The farm-in-agreement was entered into on April 18, 2008 and AfNat (the acquired entity) was allotted 51% equity interest in the beneficial holders of rights to explore for and mine uranium deposits on the Zambia Licences. The Company must make equity contributions in the aggregate amount of US\$5 million over two and a half years in order to maintain its 51% interest. The joint venture was managed by the Company and the funds contributed to the equity participation were used to fund joint venture exploration costs. As described in the subsequent events note 14, on November 02, 2010 AXMIN had entered into a sale agreement to dispose all its interest and exploration licences in Zambia to Zambezi Resources Ltd. for an aggregate purchase price of US\$65.

5. Acquisitions

On June 14, 2010, AXMIN gained control and acquired of all of the outstanding securities of AfNat Resources Limited ("AfNat") by way of a scheme of arrangement under the laws of Bermuda. In consideration for the acquisition, AXMIN issued an aggregate of 206,267,333 common shares and 14,961,345 common share purchase warrants to holders of AfNat securities for a total value of C\$20.6 million measured at fair value of AXMIN's common shares at the time of closing, C\$0.10 per share less share issuance cost of C\$30. The common share purchase warrants were issued to compensate the cancellation of AfNat's options. AXMIN's share purchase warrants and AfNat's options were valued using Black-Scholes Option Pricing Model. The total fair value of the share purchase warrants and options amounted to US\$394 and US\$138 respectively. The excess fair value of AXMIN's share purchase warrants over the fair value of AfNat's options in the amount of US\$256 was included in the total purchase cost of US\$20.2 million. As a result of the acquisition, AXMIN recognized goodwill in the amount of US\$2.2 million resulting from the excess consideration paid over the fair value of net assets acquired.

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)*

AfNat has interests in mineral exploration projects in Mozambique and Zambia and has an investment in Copper Development Corporation ("CDC"). CDC is a private company with a controlling stake in the Hinoba copper project located in the Philippines. The Company holds 9,571,427 shares of CDC representing 8.8% of equity issued.

Following the acquisition, all of AfNat's outstanding securities were delisted from AIM of the London Stock Exchange.

All costs associated with the acquisition have been expensed when incurred. Costs related to issuance of AXMIN's shares were deducted from the share capital issued.

The table below outlines the purchase cost and purchase price allocation.

Purchase Cost	
Purchase Cost	20,197
Less: cash acquired	(10,361)
	9,836
Summary – Purchase Price Allocation	
Current assets	590
Investments held for trading (note 13)	1,076
Mineral properties and exploration costs (note 4)	979
Business development costs (note 4)	2,794
Long term investments (note 13)	3,050
Goodwill	2,236
Total Assets	10,725
Current liabilities	149
Provisions	740
Total Liabilities	889
	9,836
Net Assets Acquired	
	9,836

The purchase price allocation has been done on a preliminary basis to the fair value of the assets acquired and liabilities assumed based on management's best estimate and taking into account all relevant information available at the time these consolidated financial statements were prepared. Management is performing further analysis with respect to these assets and liabilities prior to finalizing the purchase price allocation. Amounts reported in this preliminary purchase price allocation will change to the extent further analysis and valuation differs from the preliminary estimates of fair value to be completed prior to June 14, 2011.

6. Dispositions

On March 31, 2010, the Company announced the execution of a definitive agreement regarding the sale of its Kofi Gold Project and other ancillary permits in Mali to Avion Gold Corporation ("Avion") (AVR-TSX Venture) for proceeds of up to C\$500 cash and up to 4,500,000 common shares of Avion. The transaction is expected to close no later than December 31, 2010 at which time the Company will receive the proceeds of sale. The assets, liabilities and results of operations of Mali have been separately reported as discontinued operations in the balance sheets and statements of operations. Figures for 2009 have been restated to reflect this presentation.

The results of discontinued operations for the periods ended September 30 were as follows:

	2010	2009
General exploration costs	(402)	-
Asset impairment	(985)	-
Current income tax expense	(121)	-
Other expenses	(15)	-
Loss from discontinued operations	(1,523)	-

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The following table details the assets and liabilities related to the discontinued operations as at September 30, 2010 and December 31, 2009.

	2010	2009
Cash and cash equivalents	32	-
Exploration and development costs	3,460	4,445
Assets of discontinued operations	3,492	4,445
Accounts payable and accrued liabilities	121	-
Liabilities of discontinued operations	121	-

7. Share capital

Pursuant to the agreement from August 9, 2010, on September 21, 2010 the Company issued 26,000,000 common shares valued at C\$0.085 fair market value and 20,000,000 common share purchase warrants to the Government of CAR as a consideration in exchange for the project free-carried interest on its awarded 25 year Mining Licence for the Passendro gold project as described in note 4. The total fair value of the shares issued amounted to C\$2.2 million (US\$2.1 million) less share issuance cost of C\$13.3 (US\$13). The fair value of common share purchase warrants amounted to C\$1,140 (US\$1,110). The fair value of the warrants was determined using the Black Scholes Option pricing model with the following assumptions:

Risk free interest rate	2.25%
Expected life in years	5 years
Expected volatility	108%
Dividends per share	0.0%

On June 14, 2010 the Company issued an aggregate of 206,267,333 common shares valued at C\$0.10 fair market value and 14,961,345 common share purchase warrants as a consideration for acquisition of all of the outstanding securities of AfNat Resources Limited as described in note 5. The total fair value of the shares issued amounted to C\$20.6 million (US\$19.9 million) less share issuance cost of C\$30 (US\$29). The fair value of common share purchase warrants amounted to C\$407 (US\$395). The fair value of the warrants was determined using the Black Scholes Option pricing model with the following assumptions:

Risk free interest rate	Range: 1.81% - 2.48%
Expected life in years	1 to 4 years
Expected volatility	106%
Dividends per share	0.0%

As a result of the above transactions, the share capital increased to 540,247,234 common shares.

As of September 30, 2010 the Company's significant shareholder, AOG Holdings BV ("AOG"), a wholly owned subsidiary of the Addax and Oryx Group Limited, held 153,594,752 (2009: 147,525,325) common shares and 40,966,667 (2009 - 62,266,667) common share purchase warrants, representing approximately 28.4% (2009 - 48.9%) of AXMIN's issued and outstanding common shares on a non-dilutive basis.

During the period ended September 30, 2010, a total of 15,480,300 common share purchase warrants expired and total fair value of US\$1,561 was reclassified from warrants to the contributed surplus account. The expired warrants resulted in recording a future tax liability gain in the amount of US\$195 as shown in the consolidated statements of operations and deficit.

During 2009, the Company's significant shareholder AOG exercised in three separate transactions a total number of 10,700,000 common share purchase warrants at a price of C\$0.14 per share for a total consideration of C\$1,498 (US\$1,423). The aggregate increase in the share capital as a result of these transactions was 10,700,000 common shares. The aggregate fair value of the warrants exercised, C\$382 (US\$313) was reclassified from warrants to contributed surplus in the shareholders' equity section.

On April 21, 2009, the Company had closed a non-brokered private placement with its significant shareholder, AOG, of 25,000,000 Units at a price of C\$0.10 per unit for total gross proceeds of C\$2.5 million (US\$2.0 million). Each Unit consists of one common share plus one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of AXMIN at a price of C\$0.14 expiring on April 21, 2012. The aggregate increase in the share capital as a result of this transaction was 25,000,000 common shares at a fair value of C\$1.6 million (US\$1.3 million) and 25,000,000 warrants at a fair value of C\$900 (US\$730). Unit issuance costs amounted to C\$21 (US\$17).

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)*

A relative fair value calculation was used to present the carrying value of the warrants. The fair value of the warrants issued was estimated using the Black-Scholes Option pricing model with the following assumptions:

Risk free interest rate	2.2%
Expected life in years	3 years
Expected volatility	95%
Dividends per share	0.0%

Stock Options

The Incentive Stock Option Plan (the "Plan") authorizes the Directors to grant options to purchase shares of the Company to directors, officers, employees and consultants. The majority of options granted vest over 18 months from the date of grant and expire 5 years from the date of issuance. The Plan allows for the maximum number of common shares issuable under the Plan to equal 10% of the issued and outstanding common shares of the Company at any point in time, and that options once exercised would be re-endorsed into the pool of un-granted options.

On June 29, 2010, the Company granted an aggregate of 23,350,000 stock options exercisable at C\$0.10 each and expiring on June 28, 2015. These stock options were granted to non-executive directors, officers and employees in accordance with the Company's 2005 Stock Option Plan.

During the year ended December 31, 2009 the Company granted 500,000 stock options.

The Company used the Black-Scholes option pricing model to estimate the fair value of the options granted using the following assumptions:

	2010	2009
Assumptions:		
Weighted average risk free interest rate	2.76%	2.16%
Annualized volatility	106%	98.8%
Weighted average expected life	5 years	5 years
Expected dividend yield	0.0%	0.0%

As at September 30, 2010, 26.5 million (2009 - 23.4 million) options are available for future issuance under the Plan.

As at September 30 2010, common share stock options held by directors, officers and employees are as follows:

Range of exercise prices -C\$ (dollars)	Outstanding			Exercisable	
	Number of options	Weighted average exercise price - C\$ (dollars)	Weighted average remaining contractual life in years	Number of options	Weighted average exercise price - C\$ (dollars)
0.05 to 0.10	23,850,000	0.10	4.72	6,212,500	0.10
0.15 to 0.30	550,000	0.15	2.94	550,000	0.15
0.31 to 0.70	300,000	0.47	2.30	300,000	0.47
0.71 to 1.00	2,825,000	0.83	1.95	2,825,000	0.83
	27,525,000	0.18	4.37	9,887,500	0.32

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)*

	Number of options	Weighted Average Exercise Price -C\$ (dollars)
Balance as at December 31, 2008	7,995,000	0.77
Options granted	500,000	0.10
Options expired/cancelled	(2,990,000)	0.88
Options exercised	-	-
Balance as at December 31, 2009	5,505,000	0.65
Options granted	23,350,000	0.10
Options expired/cancelled	(1,330,000)	0.62
Options exercised	-	-
Balance as at September 30, 2010	27,525,000	0.18

8. Related Parties

During the period ended September 30 2010 and 2009, the Company incurred:

- a) \$483 (2009 - \$54) in legal services provided by a partnership related to a director of the Company. At September 30, 2010, \$90 (2009 - \$23) was due to this partnership.
- b) \$22 (2009 - \$28) in management services from the Addax and Oryx Group Limited, ("AOG"). As of June 30, 2010 management fee is no longer payable, and the balance owing to AOG was fully paid in July, 2010.
- c) Shareholder Loan;

As of September 30, 2010, the Company's significant shareholder, AOG, provided the Company with three loans for a total amount of C\$1,600, (US\$1,555).

The loans bear interest at 9% per annum. The principal and accrued interest is due on the earliest of the following:

- i) The effective maturity date, which is 24 months from the effective date of the loan.
- ii) The effective date of any Change of Control.
- iii) Occurrence of any Event of Default.

The following events constitute an Event of Default:

- a) AXMIN becoming insolvent or declaring bankruptcy
- b) AXMIN failing to maintain its corporate existence, licenses and rights
- c) AXMIN failing to pay the loan and interest amounts on the due dates
- d) AXMIN incurring or assuming any indebtedness for borrowed monies
- e) AXMIN making dividend payments or payment of management fees

The loan balance as at September 30, 2010 includes principal and accrued interest of US\$94.

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)***9. Commitments and contingencies**

The following is a summary of rental lease commitments for various periods due for the next 5 years and thereafter. The annual rent payments consist of minimum rent plus realty taxes, maintenance and utilities.

	September 30, 2010	December 31, 2009 (audited)
Less than 1 year	156	104
1 - 3 years	212	293
4 - 5 years	-	-
Total	368	397

In the ordinary course of business activities, the Company is subject to various claims, including those related to income and other taxes at its foreign subsidiaries. Management believes that adequate provisions are recorded in the accounts where required and where estimable. However, there can be no assurance that the Company will not incur additional expenses.

10. Accumulated other comprehensive income

As at September 30, 2010, accumulated other comprehensive income was comprised of the unrealized gain on marketable securities of US\$53 (2009 – Nil).

	September 30, 2010	December 31, 2009 (audited)
Balance, beginning of period	801	-
Changes in fair value on available-for-sale financial assets arising during the period	10	801
Less: reclassification adjustments for (gains) recorded in earnings during the period	(758)	-
Balance, end of period	53	801

11. Segmented information

The Company operates in one industry segment: mineral exploration and development. The Company conducts its exploration activities in CAR, Sierra Leone, Mali, Senegal, Zambia and Mozambique. Note 4 to the consolidated financial statements sets out details of capitalized exploration and development by country.

12. Capital management

The Company manages its cash and cash equivalents, common shares, stock options, and warrants as capital. The policy of the Board of Directors of the Company is to maintain a strong capital base so as to sustain future development of the business and maintain investor, creditor and market confidence. To meet these objectives the Company monitors its financial position on an ongoing basis. The Company's outstanding debt is with a related party, and so it is not subject to externally imposed capital requirements other than the requirement to maintain sufficient cash balances to fund continuing operations.

13. Financial instruments and risk management

The recorded amounts for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and amounts due to related parties approximate fair values based on the short-term nature of those instruments. The Company has classified its financial instruments as follows: cash and cash equivalents as held-for-trading; marketable securities as available-for-sale; accounts receivable as loans and receivables; accounts payable and accrued liabilities, shareholder loan, and amounts due to related parties as other financial liabilities.

AXMIN Inc.

Notes to the Consolidated Financial Statements

September 30, 2010

(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

(i) Cash

The Company minimizes its exposure to credit risk by keeping the majority of its cash as cash on deposit with a major Canadian chartered bank. Management expects the credit risk to be minimal.

(ii) Receivables

Management does not expect these counterparties to fail to meet their obligations. The Company does not have receivables that it considers impaired or otherwise uncollectible.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company's objective is to maintain sufficient liquid resources to meet operational requirements. As of September 30, 2010, the Company had cash and cash equivalents of \$1,310, (2009 - \$187). Except for the shareholder loan and long term payable to the CAR Government, substantially all of the Company's financial liabilities mature within 6 months.

Investment in Noble Resources

AXMIN retains a 1.5% royalty on any future gross smelter returns from ore mined from the Cape Three Points Licence area at that time.

On September 9, 2010, the 3000,000 common shares of Noble held by the Company were sold at approximately US\$0.25 per common share resulting in the realized gain of US\$743 as reported in the consolidated statements of operations and deficit.

As part of the acquisition of Afnat Resources on June 14, 2010 (refer to note 5 for details), the Company acquired the following investments in marketable securities available-for-sale:

Investment in Niger Uranium Limited

Niger Uranium Limited, ("Niger") is a public uranium exploration and mining company listed on AIM London Exchange. Niger holds eight prospecting licenses in Niger, covering a total area of 1,673,644 acres (6,773 square kilometres). AXMIN holds 13,285,013 ordinary shares of Niger. The market value of Niger as at September 30, 2010 was approximately GBP 0.048 totaling a fair value of approximately US\$953 and resulting in an unrealized gain of approximately US\$53 reported in the consolidated statements of comprehensive loss.

Investment in Kalahari Minerals PLC

Kalahari Minerals PLC, ("Kalahari") is an AIM and NSX resource company with uranium, gold, copper and other base metal interests in Namibia. AXMIN holds 80,505 ordinary shares of Kalahari. The shares of Kalahari were sold on September 30, 2010 at approximately GBP 1.50 resulting in receivable proceeds in the amount of US\$190, (net of brokers' commission). The sale resulted in the realized gain of US\$15 reported in the consolidated statements of operations and deficit.

The following table shows composition of the fair value for marketable securities available for sale as of September 30, 2010.

	2010	2009
Niger Uranium shares	953	-

The Company also holds an investment in Copper Development Corporation ("CDC").

CDC is a private company with a stake in the Hinoba copper project located in the Philippines. The Company holds 9,571,427 shares of CDC, which were purchased in four tranches as follows; 7,857,142 shares were purchased at US\$0.35 during December 2009 and January 2010, and 1,714,427 shares were purchased at US\$0.175 also in May 2010 for a total value of US\$3,050.

AXMIN Inc.**Notes to the Consolidated Financial Statements****September 30, 2010***(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)*

(a) Market risk

(i) Foreign currency risk

The functional currency of the Company is the United States dollar. The Company's operations expose it to significant fluctuations in foreign exchange rates. The Company's main source of funds are denominated in the Canadian dollar and the Company has monetary assets and liabilities denominated in the Canadian dollar, British Pound and the CFA Franc. A significant change in the currency exchange rates between the US dollar and foreign currencies could have an effect on the Company's net loss.

The global financial crisis has led to dramatic volatility in the foreign currency markets. As the Company maintains certain of its cash and cash equivalents in the Canadian dollar and British pound and is thus susceptible to market volatility as cash balances are revalued to the functional currency of the Company. The rate published by the Bank of Canada at the close of September 30, 2010 was 1.03 Canadian dollars to 1 US dollar and 1.63 Canadian dollars to 1 UK pound sterling. Based on the balances at September 30, 2010, income will increase or decrease by US\$239 given a 5% increase or decrease, respectively, in the US dollar to UK pound sterling exchange rate (1.58 US dollars to 1 UK pound sterling).

(ii) Interest rate risk

The Company has no interest-bearing short-term investments. The shareholder loan bears interest at fixed rate, and so it is not subject to interest rate risk fluctuation.

(iii) Market price risk

The Company holds marketable securities; common shares of Niger Uranium listed on AIM London Stock Exchange. The fair value of such financial equity instruments is affected by changes in the market price.

CICA Handbook Section 3862, *Financial Instruments - Disclosures*, requires expanded disclosures about fair value measurements. The three levels of the fair value hierarchy under the Handbook Section are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table presents the Company's financial assets and liabilities measured at fair value within the fair value hierarchy:

	Total	Level 1	Level 2	Level 3
Financial Assets:				
Cash and cash equivalents	1,310	1,310	-	-
Marketable securities	953	953	-	-
Accounts receivable	330	-	330	-
Long term investments	3,050	-	-	3,050
	5,643	2,263	330	3,050
Financial Liabilities:				
Current liabilities	3,938	-	3,938	-
Long-term liabilities	2,560	-	2,560	-
Shareholder loan	1,649	-	1,649	-
	8,147	-	8,147	-

14. Subsequent Events

i) On October 29, 2010, AXMIN Inc. announced that it regained control of its Mavita Copper-Nickel-Cobalt Project in Mozambique following the withdrawal of Rio Tinto Minerals Development Limited ("Rio Tinto"), a wholly owned subsidiary of Rio Tinto Plc (LSE:RIO) from a joint venture over these permits. The Mavita project consists of two prospecting licences (PL1045L and PL1046L) covering 354 sq km, located on the eastern edge of the Zimbabwe Craton. Reconnaissance exploration followed by airborne and detailed ground geophysical programs, completed by AXMIN have defined several anomalous lithologies and 16 priority targets.

AXMIN Inc.

Notes to the Consolidated Financial Statements

September 30, 2010

(Unaudited and all tabular amounts expressed in thousands of United States dollars, except otherwise stated and per unit basis)

Under the terms of the agreement announced on June 9, 2010, AXMIN will regain 100 percent control of the Mavita licences. All of the data from exploration work completed by Rio Tinto on behalf of the joint venture agreement will be relinquished to AXMIN.

ii) On November 2, 2010, AXMIN entered into a sale agreement to dispose all its interest and exploration licences in Zambia, the Mitaba property to Zambezi Resources Ltd. (the "purchaser") and a partner to a joint venture agreement for the Zambian property. On closing date, AXMIN transfers all its rights, titles, benefit and interests to the purchaser for an aggregate amount, being the purchase price of US\$65.

iii) On November 25, 2010, AXMIN announced that it had closed a non-brokered private placement offering (the "Offering") of 83,333,333 Units (the "Units") at a price of C\$0.12 per Unit, for a total gross proceeds of C\$10 million. Each Unit consists of one common share, plus one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one additional common share of AXMIN at a price of C\$0.18 until November 25, 2012. AXMIN shall have the right to call the warrants by giving 30 days notice at any time if the common shares of AXMIN trade at \$0.23 or higher on a Volume Weighted Adjusted Price ("VWAP") for a period of 15 consecutive trading days. The common shares and warrants are subject to a four month hold period, expiring on March 26, 2011. AXMIN paid a finder's fee for a portion of the Offering taken up by registered brokers that amounted to approximately C\$448 and 3,732,500 non-transferable compensation warrants. Post-completion of the Offering, AXMIN will have a total of 623,580,534 common shares outstanding.

AXMIN intends to use proceeds of the Offering for completion of the updated feasibility study for its Passendro Gold Project in the Central African Republic ("CAR"), for exploration on its permit areas in CAR that have the potential to increase available resources at Passendro and to begin the soft start portion of the mine development to bring forward the production date. SENET (PTY) Ltd. of South Africa is heading the revalidation of the Passendro feasibility study based on a 3 million tonne per annum production profile. The revalidation is scheduled for completion in early 2011. AXMIN has also re-engaged Endeavour Financial International Corporation to provide debt finance advice with respect to project financing for the Passendro Project.

15. Reclassification of Comparative Figures

Certain of the comparative figures have been reclassified to conform to the current year's presentation.