

AXMIN INC. Announces Non-Brokered Private Placement Offering and Grant of Stock Options

Vancouver, British Columbia--(Newsfile Corp. - April 13, 2022) - **AXMIN Inc.** (TSXV: AXM) ("AXMIN" or the "Company") is pleased to announce a non-brokered private placement of common shares of the Company at C\$0.03 per share, up to approximately C\$250,000 (the "Offering").

The net proceeds from the Offering will be used for the Company's working capital and general corporate purposes and funds will not primarily be used to pay management fees or for Investor Relations Activities.

The Offering is expected to close on or about May 27, 2022. Closing of the Offering is conditional upon receipt of all required approvals, including the approval of the TSX Venture Exchange. The securities to be issued under the Offering will be subject to a statutory hold period of four months and a day from the closing date of the Offering in accordance with applicable securities laws.

Certain officers and directors of the Company are expected to subscribe under the Offering on the same terms as arm's length investors. The participation of such directors and officers in the Offering will constitute a "related party transaction" for the purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company will be exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Offering in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities that will be issued to directors and officers of the Company nor the fair market value of the consideration for the securities that will be issued to directors and officers of the Company will exceed 25% of the Company's market capitalization as calculated in accordance with MI 61-101. The Company will not be able to file a material change report containing all of the disclosure required by MI 61-101 more than 21 days before the expected closing date of the Offering as the aforementioned insider participation has not been confirmed and the Company wishes to close the Offering as expeditiously as possible.

AXMIN also announces the granting of an aggregate of 3,200,000 stock options to directors and officers of the Company exercisable at C\$0.05, effective April 13, 2022. The options shall expire and terminate on April 12, 2027.

These stock options have been granted in accordance with the Company's updated Stock Option Plan. Immediately following this award of stock options, the Company has issued and outstanding stock options to acquire 9,900,000 common shares of the Company and there remains 3,943,738 stock options of the Company available for future grant.

About AXMIN

AXMIN is a Canadian exploration and development company with a strong focus on central and West Africa. For more information regarding AXMIN, visit our website at www.axmininc.com (<https://www.newsfilecorp.com/redirect/w2GogSL0Dy>).

Please follow us on Facebook <https://www.facebook.com/axmininc> (<https://www.newsfilecorp.com/redirect/gxmGztK8D3>).

This press release includes certain "Forward-Looking Statements." All statements, other than statements of historical fact included herein, including without limitation, statements regarding future plans and objectives of AXMIN and statements regarding the ability to develop and achieve production at the Passendro Gold Project, are forward-looking statements that involve various risks and uncertainties.

There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from AXMIN's expectations have been disclosed under the heading "Risk Factors" and elsewhere in AXMIN's documents filed from time-to-time with the TSX Venture Exchange and other regulatory authorities. AXMIN disclaims any intention or obligation to update or revise any forward-looking statements whether resulting from new information, future events or otherwise, except as required by applicable law.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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