

**AZURE MINERALS LIMITED**  
**ABN 46 106 346 918**

**NOTICE OF ANNUAL GENERAL MEETING**

**PROXY FORM**

**AND**

**EXPLANATORY MEMORANDUM**

**Date of Meeting**

18 November 2014

**Time of Meeting**

11:00am (WST)

**Place of Meeting**

The Celtic Club  
48 Ord Street  
WEST PERTH WA

This Notice of Annual General Meeting and the accompanying Explanatory Memorandum should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from their accountant, solicitor or other professional adviser prior to voting. A Proxy Form is enclosed. If you are unable to attend the Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

**AZURE MINERALS LIMITED**  
**ABN 46 106 346 918**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the 2014 Annual General Meeting of Shareholders of Azure Minerals Limited ("**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 18 November 2014 at 11:00 am (WST) for the purpose of transacting the following Business.

**ORDINARY BUSINESS**

**2014 Financial Statements**

To receive the financial statements of the Company for the year ended 30 June 2014, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

**Resolution 1 – Re-election of Dr. Wolf Martinick as a Director**

To consider and, if thought fit, to pass as an **ordinary resolution**:

*"That Dr. Wolf Martinick having retired as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election be re-elected as a director of the Company."*

**Resolution 2 – Non-Binding Resolution to adopt Remuneration Report**

To consider and, if thought fit, to pass as an **ordinary resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2014 be adopted".*

**Note:** The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement**

Votes must not be cast, and the Company will disregard any vote cast on Resolution 2 by, or on behalf of:

- (a) a member of the key management personnel as disclosed in the Remuneration Report (**Key Management Personnel**); and
- (b) a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, even though it is connected directly or indirectly with remuneration of the Company's key management personnel.

The Chairman intends to vote all available proxies in favour of Resolution 2.

**Resolution 3 – Ratification of Prior Share and Option Issue**

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 64,799,999 Shares at an issue price of \$0.027 per Share with one free option exercisable at \$0.045 by 30 November 2016 for every eight shares subscribed (**Placement Options**), being a total of 8,100,000 Placement Options, issued to the persons and on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice of General Meeting."*

**Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on Resolution 3 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 4 - Ratification of Option Issue**

To consider, and if thought fit, to pass the following as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the allotment and issue of 17,824,075 options exercisable at \$0.045 by 30 November 2016 (Fee Options), issued to the persons and on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice of General Meeting."*

##### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 4 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 5 - Approval to Issue Shares**

To consider and, if thought fit, to pass as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Company approve the issue of a maximum of 80,000,000 Shares, at an issue price of not less than 80% of the volume weighted average of the closing sale price of the Shares on the ASX over the 5 trading days on which sales in the Shares were recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the 5 trading days on which sales in the Shares were recorded before the date of the prospectus), as further described in the Explanatory Memorandum."*

##### **Voting Exclusion Statement**

The Company will disregard any vote cast on Resolution 5 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote cast on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.

By order of the Board of Directors



**Brett Dickson**  
**Company Secretary**  
Date: 10 October 2014

## **Important information for Shareholders**

### **Explanatory Statement**

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. The glossary at the end of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

### **Required majorities**

The resolutions in this Notice of Meeting are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

### **Proxies**

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

To vote by proxy, please complete and return the proxy form enclosed with this Notice of Meeting as soon as possible. To be effective, a completed proxy form or online proxy instructions must be received by **no later than 11.00am (WST) on 16 November 2014**, being not less than 48 hours prior to the commencement of the meeting.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

### **Corporate representatives**

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. An appointment form is included with the meeting materials.

### **Voting entitlements**

The Board has determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of the Company's shares at 11.00am (WST) on 16 November 2014.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders in Azure Minerals Limited ABN 46 106 346 918 ("**Company**") with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Meeting.

### **Financial Reports**

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial report, Directors' report (including the remuneration report) and the Auditor's report for the last financial year that ended before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be given an opportunity to ask questions in relation to the accounts of the Company at the Meeting. The full financial accounts (including the Financial Statements, Directors' Report and Auditor's Report) of the Company are included as part of the 2014 Annual Report which is available on the Company's website at [www.azureminerals.com.au](http://www.azureminerals.com.au).

As a Shareholder, you are entitled to submit a written question to the auditor prior to the Meeting provided that the question relates to the content of the Auditor's Report or the conduct of the audit in relation to the accounts.

All written questions must be received by the Company no later than 11 November 2014. All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The Company's auditor will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in preparing its financial statements, and the independence of the auditor.

### **Resolution 1 – Re-election of Dr Wolf Martinick as a Director**

Pursuant to Rule 13.2 of the Company's Constitution, Dr. Wolf Martinick, being a director of the Company, retires by way of rotation only, and being eligible, offers himself for re-election as a director of the Company.

Dr Martinick is an environmental scientist with over 40 years experience in mineral exploration and mining projects around the world, attending to environmental, water, land access and indigenous people issues. He has conducted due diligence on mining projects around the world on behalf of international financial institutions and resource companies for a variety of transactions including listings on international stock exchanges, mergers and debt financing. He is a Fellow of the Australian Institute of Mining and Metallurgy.

He is a founding director and chairman of Weatherly International plc, an AIM listed company with copper mines in Namibia. He was also a founding director of Basin Minerals Limited, an ASX listed mineral exploration company that discovered a world-class mineral project in Victoria, Australia, that was acquired by Iluka Resources Limited in 2003.

The Directors (other than Dr Martinick) recommend that Shareholders vote in favour of Resolution 1.

### **Resolution 2 – Non-Binding Resolution to adopt the Remuneration Report**

In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Annual Report. The vote on Resolution 2 is advisory only and does not bind the Directors or the Company. The Company's Remuneration Report is set out in the Director's Report section of the Annual Report and is also available on the Company's website at [www.azureminerals.com.au](http://www.azureminerals.com.au).

By way of summary, the Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the Directors, sets out the remuneration details for each Director and any service agreements and sets out the details of any Share-based compensation.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. While not a binding resolution, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies going forward.

The Directors recommend that Shareholders vote in favour of Resolution 2.

## Resolutions 3 and 4 – Ratification of Prior Share and Option Issues

### Background

On 29 April 2014 the Company advised that it had agreed to place approximately 64.2 million shares at \$0.027 per share to raise approximately \$1.7 million before costs (**Placement**). Under the terms of the Placement, 1 free attaching option exercisable at \$0.045 each (expiring on 30 November 2016) would be issued for every 8 shares subscribed for under the Placement. In addition, Fee Options exercisable at \$0.08 each (expiring on 30 November 2016) would be issued to advisors assisting with the Placement. The Placement was to professional and sophisticated investors, all residing outside of Australia. The Company had the capacity to undertake the Placement, including the issue of the Fee Options without the approval of Shareholders under Listing Rule 7.1.

Listing Rule 7.4 allows a company to seek subsequent approval from shareholders for a prior issue of securities so that the issue of securities does not count towards the company's 15% Placement Capacity. This approval is being sought from Shareholders at the Meeting.

### Regulatory information

The following information in relation to Resolutions 3 and 4 is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) 51,540,740 Shares and 6,442,593 Placement Options were issued on 16 May 2014 and 13,259,259 Shares and 1,657,407 Placement Options were issued on 30 May 2014. Approval for the ratification of these issues is sought under Resolution 3.
- (b) 14,176,320 Fee Options were issued on 16 May 2014 and 3,647,755 Fee Options were issued on 30 May 2014. Approval for the ratification of these issues is sought under Resolution 4.
- (c) The Shares were issued at a price of \$0.027 each. The Placement Options were issued for nil consideration upon the subscription for 8 Shares under the Placement. The Fee Options were issued as part consideration for services provided in relation to the Placement.
- (d) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares. The shares issued upon the exercise of the Placement Options and Fee Options will be fully paid ordinary shares in the capital of the Company and rank equally with the Company's current issued shares. The terms and the conditions of the Placement Options and the Fee Options are set out in Annexure A.
- (e) The Shares, Placement Options and Fee Options were issued to various institutional and sophisticated investors, all residing outside of Australia, each of them unrelated parties of the Company.
- (f) The funds raised from the Placement are to be used to fund exploration activities at the Company's Mexican exploration projects, particularly the area around the Cascada mineralisation and to meet the expenses of the issue. Any funds raised from the exercise of the Placement Options and the Fee Options are to be used to fund exploration activities at the Company's Mexican projects and to fund the exercise of options over some of those projects.

The Directors recommend that Shareholders vote in favour of both Resolutions 3 and 4.

### RESOLUTION 5 – APPROVAL TO ISSUE SHARES

Resolution 5 seeks Shareholder approval for the issue of a maximum of 80,000,000 Shares at an issue price of not less than 80% of the volume weighted average of the closing sale price of the Shares on the ASX on the five trading days on which sales in the Shares were recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the 5 trading days on which sales in the Shares were recorded before the date of the prospectus).

Listing Rule 7.1 requires Shareholder approval for the proposed issue of Shares. Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's securities then on issue. Given the Shares to be issued under Resolution 5 will exceed this 15% threshold, such approval is required.

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Shares to be issued by the Company is 80,000,000 Shares;
- (b) the Company will issue the Shares no later than three months after the date of the Meeting;

- (c) the Shares will be issued at a price not less than 80% of the volume weighted average of the closing sale price of the Shares on the ASX for the five trading days on which sales in the Shares are recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 trading days on which sales in the Shares were recorded before the date of the prospectus);
- (d) the Shares will be issued progressively;
- (e) the Shares will be issued to applicants to be determined by the Directors. No decision has, as yet, been made by the Directors in respect of determining the identity of the recipients of the Shares other than that none of which will be related parties of the Company. In the event that Shares are to be issued to non-sophisticated investors, the Company will issue a prospectus;
- (f) the Shares are ordinary fully paid shares in the capital of the Company and rank equally in all respects with the existing Shares on issue; and
- (g) the purpose of the issue is to raise funds for working capital requirements, to meet administrative expenses and to fund ongoing exploration activities. At this stage the Company plans to commit approximately 20% of the funds raised to administrative expenses, and the remainder will be directed to exploration.

The Directors recommend that Shareholders vote in favour of Resolution 5.

## GLOSSARY

<b>"Annual Report"</b>	means the Azure Minerals Limited Annual Report for the year ended 30 June 2014;
<b>"ASX"</b>	means ASX Limited or the Australian Securities Exchanges, as appropriate;
<b>"Chairman"</b>	means the chairman of the Meeting;
<b>"Company" or "Azure"</b>	means Azure Minerals Limited ABN 46 106 346 918;
<b>"Corporations Act"</b>	means Corporations Act 2001 (Cwlth);
<b>"Directors"</b>	means the directors of the Company;
<b>"Explanatory Memorandum"</b>	means this information attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice;
<b>"Listing Rules"</b>	means the listing rules of ASX;
<b>"Meeting"</b>	means the Annual General Meeting the subject of the Notice;
<b>"Notice" or "Notice of Meeting"</b>	means the notice of Annual General Meeting which accompanies this Explanatory Memorandum;
<b>"Option"</b>	means an option to acquire a Share;
<b>"Securities"</b>	has the meaning given to that term in the Listing Rules, and includes shares and options to subscribe for shares;
<b>"Shareholder"</b>	means a holder of Shares; and
<b>"Shares"</b>	means fully paid ordinary shares issued in the capital of the Company.

**ANNEXURE A**  
**TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND FEE OPTIONS**

1. The Options shall expire at 5.00pm (WST) on 30 November 2016 (“**Expiry Date**”).
2. Subject to condition 11 each Option shall carry the right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company (“**Share**”). Options may be exercised after the date of issue and prior to the Expiry Date.
3. Subject to condition 11 the Shares allotted to option holders on exercise of Options shall be issued at a price of 4.5 cents each (“**Exercise Price**”).
4. Subject to condition 11 the Exercise Price of Shares the subject of the Options shall be payable in full on exercise of the Options.
5. Options shall be exercisable by the delivery to the registered office on the Company of a notice in writing stating the intention of the option holder to:
  - (a) exercise all or a specified number of Options; and
  - (b) pay the subscription monies in full for the exercise of each Option.

The notice must be accompanied by a cheque made payable to the Company, or the Company must have received cleared funds for the full amount of the Exercise Price. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by the holder.

6. The Company shall allot the resultant Shares and deliver the holding statement within five business days of the exercise of the Option.
7. The Options shall be freely transferable, provided that the offer of the Options to the proposed transferee does not require disclosure under Part 6D.2 of the Corporations Act 2001 (Cwlth).
8. Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing Shares in all respects.
10. The Company shall, within five business days of any exercise of the Options, apply for official quotation on the Australian Securities Exchange (“**ASX**”) of the Shares allotted pursuant to the exercise of any of the Options.
11. In the case of any entitlements issue (other than a bonus issue) the Exercise Price of the Option shall be reduced according to the following formula:

$O' = O - \frac{E[P - (S + D)]}{N + 1}$
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- |    |   |   |
|----|---|---|
| O' | = | the new exercise price of the Option  |
| O  | = | the old exercise price of the Option  |
| E  | = | the number of underlying securities into which one Option is exercisable  |
| P  | = | the average market price per Share (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlements date. |
| S  | = | the subscription price for a security under the pro-rata issue.   |
| D  | = | the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).   |
| N  | = | the number of securities with rights or entitlements that must be held to receive a right to one new security.  |
12. In the case of a bonus issue the number of Shares over which the Option is exercisable shall be increased by the number of Shares which the option holder would have received if the Option had been exercised before the record date for the bonus issue. The Company shall notify the ASX of the adjustments in accordance with the ASX Listing Rules.
  13. In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, the number of the Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.
  14. The Options will not give any right to participate in any dividends until Shares are allotted pursuant to the exercise of the relevant Options.
  15. There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the term of the Option.
  16. No application will be made by the Company for the Options to be listed on the ASX or any other exchange.
  17. These terms are governed by the laws of Western Australia. The parties submit to the non-exclusive jurisdiction of that place.



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 MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

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**Proxy Form**



**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 11.00am (WST) Sunday, 16 November 2014**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
 or turn over to complete the form** ➔

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Azure Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Azure Minerals Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 18 November, 2014 at 11.00am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Dr. Wolf Martinick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Non-Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Share and Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /