

AZURE MINERALS LIMITED
ABN 46 106 346 918

NOTICE OF GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting

10 April 2018

Time of Meeting

11:00am (WST)

Place of Meeting

The Celtic Club
48 Ord Street
WEST PERTH WA

This Notice of 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 GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Azure Minerals Limited ("**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 10 April 2018 at 11:00am (WST) for the purpose of transacting the following Business.

ORDINARY BUSINESS

Resolution 1 – Ratification of Prior Share 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 20,525,000 Shares at an issue price of \$0.30 per Share, issued to the persons and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 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 1 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 2 – Approval for Issue of Shares

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

That, pursuant to, and in accordance with, Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 6,841,667 Shares at an issue price of \$0.30 per Share, to be issued to the persons and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by a person (and any of their associates) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue except a benefit solely by reason of being a holder of ordinary securities in the Company.

However, the Company need not disregard a vote cast on Resolution 2 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 3 - Approval for Issue of Options

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

That, pursuant to, and in accordance with Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 13,683,333 Options, to be issued to the persons and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by a person (and any of their associates) who is expected to participate in, or who will obtain a material benefit as a result of, except a benefit solely by reason of being a holder of ordinary securities in the Company.

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.

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: 6 March 2018

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 8 April 2018**, 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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

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 8 April 2018.

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.

Background to the Placement and the Resolutions

On 27 February 2018, the Company announced that it had secured funding of approximately \$8.2 million (before costs) through a placement of approximately 27.4 million Shares at \$0.30 per Share and approximately 13.7 million Options (**Placement**). The Placement was to institutional and sophisticated investors, all unrelated parties of the Company. The funds raised from the Placement will be used to enable the Company to accelerate complete its development studies on the Oposura project and to initiate an aggressive exploration campaign at its Sara Alicia project, both in northern Mexico.

The Placement is to be conducted in two tranches, as follows.

- (a) The first tranche is made up of 20,525,000 Shares. These Shares were issued on 5 March 2018 under the Company's existing placement capacity (being 12,161,700 Shares under Listing Rule 7.1 and 8,363,300 Shares under Listing Rule 7.1A). The ratification of the first tranche Shares is the subject of Resolution 1.
- (b) The second Tranche is made up of the 6,841,667 Shares and 13,683,333 Options (on the basis of 1 Option for every 2 Shares subscribed for under the Placement). The issue of the second tranche Shares and all the Options require the approval of Shareholders. These approvals are the subject of Resolutions 2 and 3.

Resolution 1 – Ratification of Prior Share Issue (Tranche 1)

As set out above, the Company had the capacity to undertake the first tranche of the Placement without the approval of Shareholders under Listing Rules 7.1 and 7.1A.

Listing Rule 7.1 provides that a company may issue up to 15% of its share capital in any 12 month period without shareholder approval, subject to certain exceptions ("**15% Placement Capacity**"). Listing Rule 7.1A allows the Company to issue an additional 10% of its share capital if it had shareholder approval to do so (and subject to certain other conditions). Shareholder approval under Listing Rule 7.1A was obtained at the Company's 2017 Annual General Meeting held on 20 November 2017. 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. By ratifying this issue, the Company will retain the ability to issue equity securities in the future up to the 15% Placement Capacity under Listing Rule 7.1 and additional 10% Placement Capacity under Listing Rule 7.1A.

Regulatory information

The following information in relation to Resolution 1 is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) 20,525,000 Shares were issued on 5 March 2018. Approval for the ratification of this issue is sought under Resolution 1.
- (b) The Shares were issued at a price of \$0.30 each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares.
- (d) The Shares were issued to institutional and sophisticated investor clients as follows:
 - 1. 4,125,000 Shares to professional and sophisticated investor clients of Tectonic Advisory Partners LLC (acting through Ecoban Securities Corporation);
 - 2. 8,425,000 Shares to professional and sophisticated investor clients of Patersons Securities Limited; and
 - 3. 7,975,000 Shares to institutional investors, other than clients of Tectonic Advisory Partners LLC and Patersons Securities Limited.

- (e) The funds raised from the issue of the Shares will be used to advance the development of the Oposura zinc-lead-silver project and to accelerate exploration at its Sara Alicia gold-cobalt project, both located in northern Mexico; fund other ongoing exploration activities by the Company; and provide general working capital.

The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Approval for Issue of Shares (Tranche 2)

Resolution 2 seeks Shareholder approval for the issue of 6,841,667 Shares at an issue price of \$0.30, being the share component of the second tranche of the Placement.

New Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the Company's 15% Placement Capacity. Shareholder approval for this issue will allow the Company to retain flexibility for its future fundraising.

Regulatory information

The following information in relation to Resolution 2 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The number of Shares to be issued by the Company is 6,841,667 Shares.
- (b) The Company will issue the Shares no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Shares will be issued at a price of \$0.30 per Share.
- (d) the Shares will be issued as follows:
 1. 1,375,000 Shares to professional and sophisticated investor clients of Tectonic Advisory Partners LLC (acting through Ecoban Securities Corporation);
 2. 2,808,333 Shares to professional and sophisticated investor clients of Patersons Securities Limited; and
 3. 2,658,334 Shares to institutional investors, other than clients of Tectonic Advisory Partners LLC and Patersons Securities Limited
- (e) The Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue.
- (f) The funds raised from the issue of the Shares will be used to advance the development of the Oposura zinc-lead-silver project and to accelerate exploration at its Sara Alicia gold-cobalt project, both located in northern Mexico; fund other ongoing exploration activities by the Company; and provide general working capital.
- (g) The Shares will be issued on, or immediately after, the date of the Meeting.

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

Resolution 3 – Approval for Issue of Options (Tranche 2)

As set out above, each subscriber for 2 Shares under the Placement is entitled to receive 1 Option. The Options are to be issued for nil consideration, exercisable at \$0.45 and expiring on 30 April 2020. The detailed terms of the Options are set out in Annexure A.

Resolution 3 seeks Shareholder approval for the issue of 13,683,333 Options being the option component of the second tranche of the Placement.

New equity securities, including options, issued with Shareholder approval under Listing Rule 7.1 do not count towards the Company's 15% Placement Capacity. Shareholder approval for this issue will allow the Company to retain flexibility for its future fundraising.

Regulatory Information

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The number of Options to be issued by the Company is 13,683,333.
- (b) The Company will issue the Options no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

- (c) The Options will be issued for nil consideration.
- (d) The terms and conditions of the Options are set out in Annexure A. The Shares issued upon exercise of the Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.
- (e) the Options will be issued as follows;
 1. 2,750,000 Options to professional and sophisticated investor clients of Tectonic Advisory Partners LLC (acting through Ecoban Securities Corporation);
 2. 5,616,667 Options to professional and sophisticated investor clients of Patersons Securities Limited; and
 3. 5,316,666 Options to Institutional investors, other than clients of Tectonic Advisory Partners LLC and Patersons Securities Limited.
- (f) No funds will be raised from the issue of the Options as they are being issued for nil consideration. Any funds raised from the exercise of the Options will be used by the Company to advance the development of the Oposura zinc-lead-silver project and to accelerate exploration at its Sara Alicia gold-cobalt project, both located in northern Mexico; fund other ongoing exploration activities by the Company; and provide general working capital.
- (g) The Options will be issued on, or immediately after, the date of the Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 3.

GLOSSARY

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

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

1. No monies will be payable for the issue of the Options.
2. Subject to condition 3, the Options shall expire at 5.00pm (WST) on 30 April 2020 (**Expiry Date**).
3. Subject to conditions 13 and 14, each Option shall carry the right in favour of the Option holder to subscribe for one Share.
4. Subject to condition 12, the exercise price for each Option shall be AU\$0.45 ("**Exercise Price**").
5. Subject to condition 12, the Exercise Price of the Options shall be payable in full on exercise of the Options.
6. 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 Exercise Price in full for the exercise of each Option.

The notice must be accompanied by a cheque or electronic funds transfer made payable to the Company for the exercise price for the Options. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.

7. The Company shall issue the resultant Shares and deliver the holding statement within five business days of the exercise of the Option.
8. The Options will be transferable, subject at all times to the requirements of the Corporations Act, and will not be listed on the ASX.
9. Shares issued pursuant to an exercise of Options shall rank, from the date of issue, equally with existing Shares in all respects.
10. The Company shall within 5 business days of any exercise of the Options apply for official quotation on the ASX of the Shares issued 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:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

- 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 rights 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.
 13. In the event of any reorganisation of the capital of the Company (including consolidation, subdivisions, reduction or return) the rights of an Option holder will be changed to extent necessary to comply with the Listing Rules of the ASX applying to a reorganisation of the capital at the time of the reorganisation.
 14. There are no participating rights or entitlements inherent in the Options and an Option holder will not be entitled to participate in new issues of capital offered to the Company's shareholders during the currency of the Options. However, the Company will send a notice to the Option holder at least 3 business days before the record date of any new issues of capital offered to the Company's shareholders in order to give the Option holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 15. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.



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

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:
 (within Australia) 1300 135 401
 (outside Australia) +61 3 9415 4658

Proxy Form

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Vote online

- Go to 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, 8 April 2018

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 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

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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 General Meeting of Azure Minerals Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 10 April 2018 at 11:00am (WST) and at any adjournment or postponement of that meeting.

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	Ratification of Prior Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Issue of Options	<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 / /

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