



Azure Minerals Limited
ABN 46 106 346 918
Notice of General Meeting and
Explanatory Memorandum

Date of Meeting

26 August 2020

Time of Meeting

1:00 pm (WST)

Place of Meeting

The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

A Proxy Form is enclosed

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General 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 ABN 46 106 346 918 (**Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth on 26 August 2020 at 1:00 pm (WST) for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

Resolution 1 – Approval for the issue of Shares in respect of the Turner River, Meentheena, Coongan and Andover Acquisitions

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 40,000,000 Shares to Yandal Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who may participate in the proposed issue of Shares under Resolution 1 (being Yandal Investments Pty Ltd) or its nominees or any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed or any of their associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2 – Ratification of prior issue of Shares under the Tranche 1 of the Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,000,000 Shares 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 or on behalf of a person who participated in the issue or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
 - (ii) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Approval to issue Shares to Delphi Untemehmensberatung Aktiengesellschaft and Deutsche Balaton Aktiengesellschaft under Tranche 2 of the Placement

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,500,000 Shares to Delphi Untemehmensberatung Aktiengesellschaft and 8,500,000 Shares to Deutsche Balaton Aktiengesellschaft on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of *Delphi Untemehmensberatung Aktiengesellschaft* or *Deutsche Balaton Aktiengesellschaft* and any other person who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates respectively. However, the Company need not disregard a vote if it is cast in favour of Resolution 3 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - (ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

Brett Dickson

Company Secretary

Dated: 22 July 2020

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, by mobile, by post or by facsimile.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- Subject to the restrictions set out in the voting exclusion statement for the relevant resolution, if a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chairman of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chairman of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
- Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice. However, in exceptional circumstances, the Chairman of the Meeting may change his voting intention, in which case an ASX announcement will be made.
- Proxies must be received by **1 pm (WST) on 24 August 2020**. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - **Online:** www.investorvote.com.au
 - **By mobile:** Scan the QR Code on your proxy form and follow the prompts.
 - **By mail:**
Computershare Investor Services Pty
Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
 - **By Facsimile:**
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555
 - **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions
 - **For all enquiries call:**
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at **5 pm (WST) on 24 August 2020**.

Azure Minerals Limited

ABN 46 106 346 918

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are capitalised. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Resolution 1 – Approval for the issue of Shares in respect of the Turner River, Meentheena, Coongan and Andover Acquisitions

Background

As announced on 17 July 2020, the Company has entered into:

- (a) a Tenement Sale and Exploration Joint Venture Agreement to acquire 70% interests in the following tenements and applications:
- i. Exploration Licence Application 45/2573 & Exploration Licence Application 45/2574 (Turner River Gold Project) – consideration is 1,600,000 Shares ;
 - ii. EL 45/5036 (Meentheena) – consideration is 8,800,000 Shares; and
 - iii. EL 46/1156 (Coongan) – consideration is 5,600,000 Azure Shares,
- from each of Croydon Gold Pty Ltd (**Croydon**), Youanmi Metals Pty Ltd (**Youanmi**) and Vaalbara Resources Pty Ltd (**Vaalbara**), respectively with all of the Shares forming the consideration to be issued to Yandal Investments Pty Ltd (**Yandal**) (**Turner River, Meentheena, Coongan Acquisition**). Each of these entities form part of the Creasy Group. The Creasy Group will retain a 30% interest; and
- (b) a Tenement Sale and Exploration Joint Venture Agreement to acquire a 60% interest in EL 47/2481 & Exploration Licence Application 47/4314 (**Andover**) from Croydon with the consideration being 24,000,000 Shares to be issued to Yandal, The Creasy Group will retain a 40% interest.

(together the **Turner River, Meentheena, Coongan and Andover Acquisitions**).

Resolution 1 seeks Shareholder approval for the issue of 40,000,000 Shares to Yandal pursuant to ASX Listing Rule 7.1, being an interest of 16.52% in the Company (assuming no options in the Company are exercised and the Shares the subject of Resolution 3 are issued) which would mean that Yandal's total interest in the Company including its subscription of 1.2 million Shares under Tranche 1 of the Placement would be 19.08%.

ASX Listing Rules 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without the approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Shareholder approval is required under ASX Listing Rule 7.1 as the Company does not have sufficient placement capacity to issue the Shares to Yandal without shareholder approval and the issue of Shares under Resolution 1 does not fall within any of the exceptions contained in ASX Listing Rule 7.2.

Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares under Resolution 1:

- (c) the maximum number of Shares to be issued is 40,000,000 Shares to Yandal. As at the date of this Notice Yandal holds 5 million Shares being an interest of 3.1% Yandal also provided a commitment to subscribe for a further 1.2 million under Tranche 1 of the Placement,
- (d) the Shares will be issued to Yandal, who is not a related party of the Company;

- (e) the Shares will likely be issued within 2 Business Days of the date of the Meeting and in any event no later than 3 months after the date of the Meeting;
- (f) the Shares are being issued as consideration for the Turner River, Meentheena, Coongan and Andover Acquisitions at a deemed issue price of \$0.125 per Share;
- (g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (h) no funds will be raised for the issue of Shares, as they are being issued as consideration for the Turner River, Meentheena, Coongan and Andover Acquisitions;
- (i) In addition to the details set out in the Background section above, the other material terms of the Tenement Sale and Exploration Joint Venture Agreements as announced on 17 July 2020 are summarised below:
 - i. **(Sole funding)** Azure will sole fund exploration and free-carry the Creasy Group's interests under both agreements through to execution of a Mining Venture Agreement including the completion of any bankable feasibility studies.
 - ii. **(Conditions precedent)** The acquisition of the interests noted above under each of the Tenement Sale and Exploration Joint Venture Agreements (**Sale Interest**) are subject to the receipt by the Company of shareholder approval for the issue of Shares and the execution of relevant deeds of assignment and assumption in relation to various third party agreements applicable to the tenements and applications to the extent of the interest acquired by the Company by 30 November 2020. Upon the receipt of shareholder approval and issuance of the Shares, Creasy Group's (or its nominee) holding in Azure Minerals will increase to approximately 19.1%, from its current 3.0% holding.
 - iii. **(Exploration joint venture)** An exploration joint venture will be formed under each of the agreements on completion of the acquisition of the Sale Interests.
 - iv. **(Manager)** Azure will be the manager of the Joint Venture unless it relinquishes its position and withdraws as manager, becomes insolvent, is in material default of the agreement where this is not remedied within 60 days or the management committee terminates the manager's appointment.
 - v. **(Management committee)** Each party is entitled to appoint 2 representatives to the management committee of the joint venture with the voting power of each party to be in accordance with the percentage interest of the party with Azure having a controlling vote while its sole funds the projects. All matters at meetings of the management committee will be decided by a majority of votes except the following matters which require a unanimous decision: disposal of joint venture property, exploration outside the tenements and applications, abandonment or surrender of any part of the tenements or applications, settlement of claims in excess of \$50,000 or borrowing more than \$50,000 in relation to the tenements and application which has not been approved in the budget. A representative appointed by Azure will be appointed as Chairman of the management committee.
 - vi. **(Mining Joint Venture)** After the execution of a Mining Joint Venture Agreement each party will be required to contribute their proportion of costs or risk dilution of their interest. If the Creasy Group elects not to participate and fund its share or fails to sell its interest, its interest will be converted to a 2% net smelter royalty however, this interest will be reinstated if under any bankable feasibility study 70% of the first 24 months of the budget or 20% of the total estimate budget has not been expended or contractually committed within 3 years.
 - vii. The agreements otherwise contain terms and conditions standard for agreements of their nature; and
- (j) a voting exclusion statement is included in Resolution 1 of this Notice.

Technical information required by ASX Listing Rule 14.1A

If Resolution 1 is passed, then the Company will be able to proceed with the issue of 40,000,000 Shares to Yandal and complete the Turner River, Meentheena, Coongan and Andover Acquisitions.

If Resolution 1 is not passed, then the Company will not be able to proceed with the issue of Shares to Yandal and will not be able to complete the Turner River, Meentheena, Coongan and Andover Acquisitions and acquire the interests in the tenements and applications as part of acquisitions.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 – Ratification of prior issue of Shares under the Tranche 1 of the Placement Background

On 17 July 2020, the Company announced that it had received binding commitments to raise approximately \$4 million (before costs) via the issue of 40,000,000 Shares to sophisticated and professional investors pursuant to section 708 of the Corporations Act at an issue price of \$0.10 per Share (**Placement**). 7,000,000 Shares under the Placement were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1 and 16,000,000 Shares under the Placement were issued pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A (**Tranche 1**).

Proceeds of the Placement will be used to fund initial exploration at the new gold and nickel projects acquired from the Creasy Group the subject of Resolution 1, fund ongoing exploration at the Alacrán silver, gold and copper project in Mexico, for working capital, and to pay costs of the capital raising. The Placement was lead managed by Canaccord Genuity (Australia) Limited ACN 075 071 466 AFSL Number 234666 (**Lead Manager**).

ASX Listing Rules 7.1, 7.1A and 7.4

As noted above, ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without the approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue.

As Tranche 1 of the Placement, does not fall within any of the specified exceptions to ASX Listing Rule 7.1 and has not yet been approved by Shareholders, it effectively uses up the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A (as applicable), reducing the Company's capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of those Shares.

Under ASX Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 (provided that the issue or agreement did not breach ASX Listing Rule 7.1).

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares under Tranche 1 of the Placement.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Tranche 1 Shares under the Placement.

Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Shares were issued to professional, sophisticated and other exempt investors pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients are related parties of the Company or associates of related parties of the Company. Additionally, the Company confirms that no member of the Company's key management personnel, substantial holder in the Company, adviser to the Company or associate of any of the aforementioned categories of persons was issued

more than 1% of the Company's current issued capital under Tranche 1 of the Placement. As announced on 17 July 2020, the Creasy Group subscribed for 1.2 million Shares under Tranche 1 of the Placement;

- (b) 7,000,000 Shares under the Placement were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1 and 16,000,000 Shares under the Placement were issued pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 23 July 2020;
- (e) the issue price was \$0.10 per Share;
- (f) the purpose of the issue was to raise approximately \$2.3 million (before costs), which will be applied to fund initial exploration at these new gold and nickel projects, fund ongoing exploration at the Alacrán silver, gold and copper project in Mexico, for working capital, and to pay costs of the capital raising;
- (g) the Shares were not issued under an agreement; and
- (h) a voting exclusion statement is included in Resolution 2 of this Notice.

Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is not passed, the 23,000,000 Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1 and its 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 2 is passed, the base figure (i.e. variable "A") in which the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A is calculated will be a higher number which in turn will allow a proportionately higher number of equity securities to be issued by the Company without prior Shareholder approval.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 – Approval to issue Shares to Delphi Unternehmensberatung Aktiengesellschaft and Deutsche Balaton Aktiengesellschaft under Tranche 2 of the Placement

Background

Resolution 3 seeks Shareholder approval for the issue of 8,500,000 Shares to Delphi Unternehmensberatung Aktiengesellschaft (**DUA**) and 8,500,000 Shares to Deutsche Balaton Aktiengesellschaft (**DBA**) arising from DUA and DBA's participation in the Placement (**Tranche 2**), pursuant to ASX Listing Rule 10.11. DBA and DUA are associates.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity (in the case of a trust, to the board of the responsible entity of the trust) pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
- (d) an associate of the persons referred to in rules 10.11.1 to 10.11.3; or

- (e) a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained,

unless an exception in ASX Listing Rule 10.12 applies.

As at the date of this Notice DUA and DBA together with their associates hold an interest of 16.45% and have nominated Mr Hansjörg Plaggemars to the board of the Company, pursuant to the convertible note deed between DUA, DBA and the Company an agreement which gives them a right to appoint a Director (ASX Listing Rule 10.11.3). Accordingly, shareholder approval is required for the issue of Shares under Tranche 2 of the Placement unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to DUA and DBA who together hold an interest of more than 10% in the Company (as at the date of this Notice DUA, DBA and its associates have an interest of 16.45% in the Company) with the right to appoint a Director for the purposes of ASX Listing Rule 10.11.3;
- (b) the maximum number of Shares to be issued is 17,000,000 Shares comprising of 8,500,000 Shares to DUA and 8,500,000 Shares to DBA;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.10 per Share, being the same as all other Shares issued under the Tranche 1 Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from the issue will be applied to fund initial exploration at the new gold and nickel projects the subject of Resolution 1, fund ongoing exploration at the Alacrán silver, gold and copper project in Mexico, for working capital, and to pay costs of the capital raising;
- (g) the Shares are issued under commitment letters between DUA and the Company pursuant to which DUA agreed to subscribe for Shares under the Tranche 2 Placement at an issue price of \$0.10 per Share. Under the commitment the Company's obligation to issue Shares to the Directors is subject to the receipt of shareholder approval; and
- (h) a voting exclusion statement is included in Resolution 3 of this Notice of Meeting.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to DUA and DBA will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, then the Company will be able to proceed with the issue of 8,500,000 Shares to DUA and 8,500,000 Shares to DBA to raise up to \$1.7 million (before costs).

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of 8,500,000 Shares to DUA and 8,500,000 Shares to DBA and will not be able to raise up to \$1.7 million (before costs) from the issue of those Shares.

Board Recommendation

The Board (excluding Mr Hansjörg Plaggemars who has an interest in Resolution 3) unanimously recommends that Shareholders vote in favour of Resolution 3.

Glossary

\$ means Australian dollars.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means current board of Directors.

Chairman means the individual elected to chair any meeting of the Company from time to time.

Company or Azure means Azure Minerals Limited ABN 46 106 346 918.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.


Shares means fully paid ordinary shares in the capital of the Company.


WST means Australian Western Standard Time.



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

Need assistance?

 **Phone:**
1300 135 401 (within Australia)
+61 3 9415 4658 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (WST) Monday, 24 August 2020.**

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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 General Meeting of Azure Minerals Limited to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 26 August 2020 at 1:00pm (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
1	Approval for the issue of Shares in respect of the Turner River, Meentheena, Coongan and Andover Acquisitions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of prior issue of Shares under Tranche 1 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval to issue Shares to Delphi Unternehmensberatung Aktiengesellschaft and Deutsche Balaton Aktiengesellschaft under Tranche 2 of the Placement	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

