

**AZURE MINERALS LIMITED**

ABN 46 106 346 918

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28 August 2014

Dear Optionholder

**Non-Renounceable Rights Issue – Notice to Optionholders**

This letter is to notify you on 28 August 2014, Azure Minerals Limited ACN 106 346 918 (**Company**) announced a 1 for 6 non-renounceable pro rata entitlements issue of up to approximately 130,004,415 new shares (**New Shares**) at an issue price of 3 cents for each New Share to raise up to approximately \$3.9 million before costs (**Offer**).

Each eligible shareholder will be entitled to subscribe for 1 New Share for every 6 Shares held at 5:00pm (WST) on Friday, 5 September 2014 (**Record Date**). Eligible shareholders (other than directors and related parties of the Company) will be able to apply for additional shares over and above their entitlements at 3 cents per share.

On the basis that no optionholders of the Company exercise their options before the Record Date, a maximum of approximately 130,004,415 New Shares will be offered under the Offer.

**Underwriting**

The Offer is not underwritten.

**Purpose of the Offer**

Proceeds raised from the Offer will be used by the Company for continued exploration on the company's portfolio of prospective exploration projects in Mexico and general working capital purposes.

**Eligibility to the Offer**

The Offer is only open to shareholders of the Company who are registered as shareholders at 5:00pm (WST) on the Record Date with registered addresses in Australia or New Zealand (**Eligible Shareholders**).

Shareholders with registered addresses outside Australia and New Zealand are considered ineligible shareholders (**Ineligible Foreign Shareholders**) and cannot participate in the Offer.

The Company has determined that it is not practical for Ineligible Foreign Shareholders to participate in the Offer having regard to the number of Ineligible Foreign Shareholders, the number and value of New Shares they would be offered and the costs of complying with the regulatory requirements of those jurisdictions.

**Offer Document and Offer Details**

The Offer will be made to Eligible Shareholders without disclosure under Part 6D.2 of the *Corporations Act 2001 (Cth)* (**Corporations Act**).

Details of the Offer including the rights attaching to the New Shares, together with all other relevant information relating to the Offer are set out in the offer document which was lodged with ASX on Thursday, 28 August 2014 (**Offer Document**). The Offer Document is currently available from [www.asx.com.au](http://www.asx.com.au) by searching the Company's ASX code "AZS".

## Optionholders

There is no inherent right in your options to participate in the Offer unless you exercise your options and are entered onto the register as a shareholder on or before the Record Date.

The purpose of this letter is to give you notice prior to the Record Date in which you may exercise your options should you wish to participate in the Offer.

If you are not a shareholder of the Company and wish to participate in the Offer, it will be necessary for you to exercise all or part of your options, and the shares issued on the exercise of those options must have been issued to you before the Record Date. If you wish to do so, you will need to exercise those options and pay the current exercise price in accordance with the terms of your options before the Record Date. If you exercise your options, pay the relevant exercise price monies, are entered into the register of shareholders by the Record Date and have a registered address in Australia or New Zealand, you will be sent an offer document and an entitlement and acceptance form in respect of the offer.

If you do not wish to participate in the Offer (in respect of your options) you do not need to take any action. Before deciding whether to exercise all or any of your options, you should consider the terms of the Offer and the Offer Document. If in any doubt, you should consult with your professional advisor.

## Key Dates

The proposed timetable for the Offer is as follows:

Event	Date
"Ex" date for the Offer (being the date that shares start trading without the entitlements to participate in the Offer)	Wednesday, 3 September 2014
Record Date to determine Entitlements under the Offer	Friday, 5 September 2014
Opening Date of the Offer	Wednesday, 10 September 2014
Despatch of the Offer Document and Entitlement and Acceptance Form to Eligible Shareholders	
Closing Date for acceptances under the Offer	5.00pm (WST) on Friday, 19 September 2014
New Shares quoted on a deferred settlement basis	Monday, 22 September 201
ASX notified of under subscriptions under the Offer	Tuesday, 23 September 2014
Issue date of the New Shares and deferred settlement trading of New Shares ends	Thursday, 25 September 2014
Trading of New Shares expected to commence	Friday, 26 September 2014
Despatch of holding statements for New Shares	Friday, 26 September 2014

The above dates are indicative only. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to extend the closing date or to withdraw the Offer at any time without prior notice.

If you have any queries concerning the Offer please contact the Company Secretary by telephone on +61 8 9481 2555.

Yours faithfully  
Azure Minerals Limited



Brett Dickson  
Company Secretary