

Azumah Resources AGM – 14 November 2019

Chairman's Statement

Before commencing with the formal items of business at this year's Annual General Meeting, I felt it was appropriate to make a brief statement regarding the status of Ibaera Capital's takeover offer for Azumah Resources.

As all shareholders should be aware, Ibaera Capital has made an off-market cash takeover offer for all of the shares in Azumah Resources.

As was announced to the ASX on 28 October 2019, your Board has now recommended that all shareholders accept the Increased Offer of 3.3 cents per share from Ibaera Capital for your shares.

Ibaera has declared the Increased Offer to be its last and final, which means that Ibaera cannot increase the Offer price again.

All of the Azumah directors who hold or control Azumah shares have now accepted into the Increased Offer in relation to those shares.

The Board is now encouraging all shareholders who are yet to accept Ibaera's Increased Offer to do so before the scheduled offer close date of 3 December 2019 to avoid the risks of remaining a minority shareholder of Azumah, as outlined in the Second Supplementary Bidder's Statement from Ibaera.

Ibaera has sent a new Takeover Offer Acceptance form, with a reply-paid envelope, to all shareholders with its Second Supplementary Bidder's Statement to assist Azumah shareholders to quickly and efficiently accept the Increased Offer by the Offer close date.

Your Board believes that the Increased Offer is a good result for shareholders, given the significant premium of 136% offered to the Azumah share price immediately prior to the Offer being announced, as well as being a premium to the implied value per Azumah share represented by the recent minority 4% interest earn-in transaction entered into with Ibaera in respect to the Wa Gold Project.

The Increased Offer price and consequent premium paid to Azumah shareholders is one we believe to be a fair recognition of both Azumah and Ibaera's respective control over the development of the Wa Gold Project through the existing joint venture arrangements.

We recognise that some shareholders may have preferred to realise the ultimate vision of successfully bringing the Wa Gold Project into production but after balancing the increased price now on offer for Azumah shares against the inherent future risks of successfully completing financing, construction and entering into steady state production, as a Board we unanimously believe that accepting the Increased Offer is the best path forward for shareholders.

Ibaera has now acquired more than 61% of Azumah's issued share capital, and in accordance with the terms on which Ibaera agreed to make the Increased Offer, Ibaera has exercised its right to appoint a nominee of Ibaera to the board, in Dr Jon Hronsky, and an independent non-executive director, nominated by Ibaera but independent of Ibaera, in Mr Peter Stuntz.

As was also agreed as part of the Increased Offer, and with Ibaera having acquired a relevant interest in at least 50% of Azumah shares, Mr Stephen Stone has now retired from the Azumah Board.

I would like to take the opportunity to acknowledge and thank Stephen for his contribution to the company over more than a decade as Managing Director and wish him every success for the future.

In what may be the last AGM for Azumah Resources as a publicly listed company, I would like to thank you for your attendance today and for your loyal support as shareholders in Azumah.

I will now move on to the formal items of business.

ENDS