



Azumah Resources Limited
ACN – 112 320 251

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NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
AND
PROXY FORM

Date of Meeting
25 November 2009

Time of Meeting
10:30 am

Place of Meeting
The Park Business Centre
45 Ventnor Avenue
WEST PERTH WA

For personal use only

AZUMAH RESOURCES LIMITED
ABN 72 112 320 251
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of shareholders of Azumah Resources Limited ("**Company**") will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth WA on 25 November 2009 at 10:30 am for the purpose of transacting the following Business.

ORDINARY BUSINESS

2009 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2009, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

Resolution 1 – Remuneration Report

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

"That the Remuneration Report forming part of the Company's 2009 Annual Report be adopted."

Section 250R of the Corporations Act requires a listed company to put to shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the company's annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory and does not bind the company's directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the annual general meeting.

Resolution 2 – Election of Michael W Atkins as a Director

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

"That Michael W Atkins having been appointed a director since the previous General Meeting retires as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for election, be elected a director of the Company."

Pursuant to the Company's Constitution, directors appointed to fill a casual vacancy must retire at the next meeting of members and, being eligible, may offer themselves for election.

Resolution 3 – Election of Geoff M Jones as a Director

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

"That Geoff M Jones having been appointed a director since the previous General Meeting retires as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for election, be elected a director of the Company."

Pursuant to the Company's Constitution, directors appointed to fill a casual vacancy must retire at the next meeting of members and, being eligible, may offer themselves for election.

AZUMAH RESOURCES LIMITED
ABN 72 112 320 251
NOTICE OF ANNUAL GENERAL MEETING

Resolution 4 – Ratification of Allotment and Issue of Shares - ASX Listing Rule 7.4

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the Company approves and ratifies the allotment and issue of 1,666,667 Shares issued on terms and conditions set out in the Explanatory Memorandum accompanying this Notice to persons who are not related parties of the Company.”

Short Explanation: Under ASX Listing Rule 7.4, a company may seek shareholder approval to ratify an issue of securities provided that the issue does not fall within one of the exceptions to Listing Rule 7.1 and did not breach the 15% restriction contained in Listing Rule 7.1. This resolution if approved will allow the Company to have the flexibility to make future issues of securities up to the threshold of 15% of its total equity securities in any 12 month period. Please refer to the Explanatory Memorandum for details.

Voting Exclusion Statement

The Company will in accordance with the Listing Rules of the ASX, disregard any votes cast on Resolution 4 by any person who participated in the 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 will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

A Proxy Form is attached.

To be valid, properly completed proxy forms must be received by the Company:

- By post at:
Suite 1, 2 Richardson Street, West Perth WA 6005
- By facsimile on +61 8 9481 4417

By no later than 10:30 am (WST) on 23 November 2009.

By order of the Board

Dennis Wilkins
Company Secretary
Date: 23 October 2009

AZUMAH RESOURCES LIMITED
ABN 72 112 320 251
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Azumah Resources Limited ABN 72 112 320 251 ("**Company**") in connection with the business to be conducted at the Annual General Meeting of the Company to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on 25 November 2009 commencing at 10:30 am.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

Resolution 4 – Ratification of Allotment and Issue of Shares – ASX Listing Rule 7.4

Resolution 4 of the Notice of Annual General Meeting proposes the ratification of the allotment and issue on 17 July 2009 of 1,666,667 Shares in the capital of the Company at a deemed issue price of \$0.09 each.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 4 is required to be approved in accordance with ASX Listing Rule 7.4 to ratify previous issues of securities. The Company confirms that the issue and allotment of the securities the subject of Resolution 4 did not breach ASX Listing Rule 7.1.

Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) 1,666,667 Shares were issued by the Company;
- (b) the deemed issue price per share was \$0.09;
- (c) the Shares rank equally with the existing Shares;
- (d) the Shares were allotted to Trans Traders Limited;
- (e) no funds were raised from this issue however drilling services equal to \$150,000 were received which assisted with gold exploration activities in Ghana; and,
- (f) a voting exclusion statement is included in the Notice.


AZUMAH RESOURCES LIMITED
ABN 72 112 320 251
PROXY FORM

The Company Secretary
 Azumah Resources Limited
 Suite 1, 2 Richardson Street
 WEST PERTH WA 6005

Facsimile: +618 9481 4417

I/We (name of shareholder)
 of (address)
 being a member/members of Azumah Resources Limited HEREBY APPOINT
 (name)
 of (address)
 and/or failing him (name)
 of (address)
 or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 25 November 2009 and at any adjournment of the meeting.

PROXY INSTRUCTIONS

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below. If you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of all resolutions.	
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Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Election of Michael W Atkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Geoff M Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

<i>This Proxy is appointed to represent _____ % of my voting right, or if 2 proxies are appointed Proxy 1 represents _____ % and Proxy 2 represents _____ % of my total votes My total voting right is _____ shares</i>
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Dated _____

If the shareholder is an individual:

Signature: _____

If the shareholder is a company:

Affix common seal (if required by Constitution)

 Director/Sole Director and Secretary

 Director/Secretary

 Print name

 Print name

For personal use only

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting **that is by 10:30 am WST on 23 November 2009** by post or facsimile to:

**By Post: Azumah Resources Limited
 Suite 1, 2 Richardson Street
 West Perth WA 6005**

By Fax: +61 8 9481 4417

6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit