



Azumah Resources Limited
ACN – 112 320 251

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NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
AND
PROXY FORM

Date of Meeting
18 May 2010

Time of Meeting
10:00 am

Place of Meeting
23 Altona Street
WEST PERTH WA 6005

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

Notice is hereby given that a General Meeting of shareholders of Azumah Resources Limited (**Company**) will be held at 23 Altona Street, West Perth WA on 18 May 2010 at 10:00 am for the purpose of transacting the following business.

(An Explanatory Memorandum containing information in relation to the following resolutions accompanies this Notice of Meeting).

ORDINARY BUSINESS

RESOLUTION 1

APPROVAL OF GRANT OF OPTIONS TO STEPHEN STONE

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

“That for the purpose of Listing Rule 7.1 and 10.11 of the Listing Rules of ASX and for all other purposes shareholders approve the issue of 2,500,000 Options to acquire ordinary fully paid Shares in the capital of the Company at an exercise price of 26 cents and expiring on 15 December 2013 and otherwise on the terms and conditions including the performance hurdles as outlined in Annexure A, to Stephen Stone or his nominee for nil consideration.”

The Options issued under Resolution 1 will be issued to Stephen Stone or his nominees in accordance with the terms and conditions outlined in Annexure A;

- 1. Stephen Stone or his nominee will be issued 2,500,000 Options for no issue price;*
- 2. the Options will be granted within five days of the date of this meeting;*
- 3. a summary of the terms and conditions are set out in the attached Explanatory Memorandum;*
- 4. Shares issued as a result of the exercise of the Options will rank pari passu with ordinary Shares in the Company;*
- 5. no funds will be raised as a result of the grant of the Options; and*
- 6. the Company will, in accordance with section 224 of the Corporations Act and Listing Rules 7.1 and 10.11 of the Listing Rules of ASX Limited, disregard any votes cast on Resolution 1 by Stephen Stone and any associates of Stephen Stone. However, the Company need 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 a proxy form or it is cast by the person chairing the meeting 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 OF GRANT OF OPTIONS TO MICHAEL ATKINS

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

“That for the purpose of Listing Rule 7.1 and 10.11 of the Listing Rules of ASX and for all other purposes shareholders approve the issue of 1,000,000 Options to acquire ordinary fully paid Shares in the capital of the Company at an exercise price of 26 cents and expiring on 15 December 2013 and otherwise on the terms and conditions including the performance hurdles outlined in Annexure A, to Michael Atkins or his nominee for nil consideration.”

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The Options issued under Resolution 2 will be issued to Michael Atkins or his nominees in accordance with the terms and conditions outlined in Annexure A;

- 1. Michael Atkins or his nominee will be issued 1,000,000 Options for no issue price;*
- 2. the Options will be granted within five days of the date of this meeting;*
- 3. a summary of the terms and conditions are set out in the attached Explanatory Memorandum;*
- 4. Shares issued as a result of the exercise of the Options will rank pari passu with ordinary Shares in the Company;*
- 5. no funds will be raised as a result of the grant of the Options; and*
- 6. the Company will, in accordance with section 224 of the Corporations Act and Listing Rules 7.1 and 10.11 of the Listing Rules of ASX Limited, disregard any votes cast on Resolution 2 by Michael Atkins and any associates of Michael Atkins. However, the Company need 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 a proxy form or it is cast by the person chairing the meeting 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 OF GRANT OF OPTIONS TO GEOFFREY JONES

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

“That for the purpose of Listing Rule 7.1 and 10.11 of the Listing Rules of ASX and for all other purposes shareholders approve the issue of 1,000,000 Options to acquire ordinary fully paid Shares in the capital of the Company at an exercise price of 26 cents and expiring on 15 December 2013 and otherwise on the terms and conditions including the performance hurdles outlined in Annexure A, to Geoffrey Jones or his nominee for nil consideration.”

The Options issued under Resolution 3 will be issued to Geoffrey Jones or his nominees in accordance with the terms and conditions outlined in Annexure A;

- 1. Geoffrey Jones or his nominee will be issued 1,000,000 Options for no issue price;*
- 2. the Options will be granted within five days of the date of this meeting;*
- 3. a summary of the terms and conditions are set out in the attached Explanatory Memorandum;*
- 4. Shares issued as a result of the exercise of the Options will rank pari passu with ordinary Shares in the Company;*
- 5. no funds will be raised as a result of the grant of the Options; and*
- 6. the Company will, in accordance with section 224 of the Corporations Act and Listing Rules 7.1 and 10.11 of the Listing Rules of ASX Limited, disregard any votes cast on Resolution 3 by Geoffrey Jones and any associates of Geoffrey Jones. However, the Company need 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 a proxy form or it is cast by the person chairing the meeting 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.*

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

RESOLUTION 4

RATIFICATION OF ISSUE AND ALLOTMENT OF SHARES

To consider and if thought fit to pass 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 issue and allotment of 21,198,035 fully paid ordinary 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: Approval is sought under Listing Rule 7.4 to allow the Company to ratify the issue and allotment of these securities. Please refer to the Explanatory Memorandum for details.

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 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, or it is cast by the person chairing the meeting 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.

SPECIAL BUSINESS

RESOLUTION 5

ADOPTION OF OPTION INCENTIVE PLAN

To consider and if thought fit to pass the following resolution as a **special resolution**:

*“That for the purposes of Listing Rule 7.2 Exception 9 of the Listing Rules of ASX the Company approve the adoption of the Option Incentive Plan for Employees, Directors and Consultants to be known as the Azumah Resources Limited – Employees and Contractors Option Incentive Plan (**Incentive Plan**) a summary of the terms and conditions of which is set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

The Company will disregard any votes cast on this Resolution 5 by Directors (except one who is ineligible to participate in the Incentive Plan), a person who may participate in the proposed 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, or any associate 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, or it is cast by the person chairing the meeting 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.

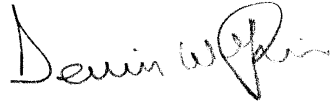
AZUMAH RESOURCES LIMITED
ABN 72 112 320 251
NOTICE OF GENERAL MEETING

A Proxy Form is attached.

To be valid, properly completed proxy forms must be received by the Company by no later than 10:00 am (WST) on 16 May 2010:

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

By order of the Board



Dennis Wilkins
Company Secretary
Date: 9 April 2010

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 General Meeting of the Company to be held at 23 Altona Street, West Perth, Western Australia on 18 May 2010 commencing at 10:00 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:

RESOLUTIONS 1, 2 and 3

ISSUE OF OPTIONS TO DIRECTORS

Shareholders' approval is sought to grant Options to Directors or their nominees, for nil consideration.

Related Party Transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

1. the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
2. prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, Directors are considered to be a related party of the Company.

Resolutions 1, 2 and 3 provide for the grant of Options to related parties which is a financial benefit which requires shareholder approval. For the purpose of Chapter 2E of the Corporations Act the following information is provided.

The related party to whom the proposed resolution would permit the financial benefit to be given

The Options will be issued to each of Mr Stone, Mr Atkins and Mr Jones or their nominees within 5 days of the passing of this Resolution.

The nature of the financial benefit

The proposed financial benefit is the grant to Directors or their nominees, for no issue price, that number of Options shown beside their name in the table below. Each Option will allow the Director to subscribe for one ordinary fully paid Share in the Company. The exercise price of each Option is also detailed in Table 1. The most recent closing share price prior to the printing of this notice was 38.5 cents, however, the Options are not able to be exercised until after 31 December 2010. The Options form part of Directors' incentive for continuing and future efforts.

Directors' recommendation

The Directors do not wish to make a recommendation about the proposed Resolutions 1, 2 and 3. As each of them may potentially receive a financial benefit from the passing of one of the Resolutions in relation to the grant of the Options they do not consider themselves sufficiently independent to make a recommendation.

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All of the Directors were available to consider the proposed Resolutions.

Interests of Directors

Mr Stone, Mr Atkins and Mr Jones have noted their respective interest in the approval of at least one of the Resolutions in relation to the Options.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its officers.

- (a) The proposed Resolutions would have the effect of giving power to the Directors to grant a total of 4.5 million Options to Mr Stone, Mr Atkins and Mr Jones or their nominees.
- (b) The exercise of the Options by Mr Stone, Mr Atkins and Mr Jones is subject to the terms and conditions outlined in Annexure A. The options will vest after 31 December 2010.
- (c) The Directors, in conjunction with the Company's advisers have attempted to value the Options by reference to the Black-Scholes valuation method, based upon the assumptions outlined in Table 3.
- (d) The total value of the Options to be issued is outlined in Table 1. If Options granted to Directors are exercised, the effect would be to dilute the shareholdings of the existing shareholders.
- (e) As at 30 March 2010, the issued capital of the Company comprised 185,546,055 ordinary fully paid Shares. On a fully diluted basis the issue of Options represents approximately 2.37% of the Company's issued capital.
- (f) The Directors' current interests in securities of the Company are detailed in Table 2.
- (g) The market price of the Company's Shares during the term of the Options will normally determine whether or not the Option holder exercises the Option. At the time any Options are exercised and Shares issued pursuant to the exercise of the Options, the Company's ordinary Shares may be trading on ASX at a price which is higher than the exercise price of the Options.
- (h) The Options will not be quoted on ASX and as such have no actual market value. The fully paid ordinary Shares of the Company have been traded on ASX since January 2006. In the previous 12 months the Shares have traded in the range of 9.5 cents to 42 cents. The most recent closing price prior to printing of this notice was 38.5 cents. The Options are capable of being converted to Shares by payment of the exercise price, subject to the vesting conditions being met and the performance hurdles being satisfied as set out in Annexure A.
- (i) Under the Company's current circumstances, the Directors consider that the incentive to Directors which would be represented by the Options would be a cost-effective and efficient reward for the Company as opposed to alternative forms of incentives.
- (j) Mr Stone is engaged through a service company which is paid annual consulting fees of \$276,000. Mr Atkins and Mr Jones currently receive annual director's fees of \$60,000 and \$45,000 respectively, in each case exclusive of statutory superannuation (9%).
- (k) The most recent closing share price prior to printing of this notice was 38.5 cents. If the share price is at that level when the options are exercised (after 31 December 2010), the cost to the Company will be \$562,500 (difference between the exercise price and share price). The Directors do not consider that from an economic and commercial point of view, there are any other costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Options to Directors pursuant to Resolutions 1, 2 and 3.
- (l) Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 1, 2 and 3.

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Table 1 - Details of options to be issued to Directors

Director	Number of options	Exercise price	Expiry date	Vesting	Value as determined by Black-Scholes valuation
Stephen Stone	2,500,000	26 cents	15/12/2013	31 December 2010	\$612,500
Michael Atkins	1,000,000	26 cents	15/12/2013	31 December 2010	\$245,000
Geoffrey Jones	1,000,000	26 cents	15/12/2013	31 December 2010	\$245,000

The options will be issued subject to the terms and conditions outlined in Annexure "A". The terms include a performance hurdle which, if not met, will prevent the holder exercising the options. The performance hurdle is the completion of a Feasibility Study on the Company's Wa Gold Project which demonstrates positive commercial returns of a level equal to or better than generally accepted benchmarks for assessment of such projects at the time of completion of the Feasibility Study.

Table 2 -Details of Directors current holdings of securities in the Company

Director	Shareholding	Option holding
Stephen Stone	5,133,633	6,000,000
Michael Atkins	100,000	Nil
Geoffrey Jones	Nil	Nil

Table 3 - Option valuation details

Details	Input
Share price	38.5 cents (29 March 2010)
Exercise Price	26 cents
Risk Free Rate (Australian T-Bond yield)	5.285%
Volatility (Annualised)	70%
Start Date	30 April 2010
Expiry Date	15 December 2013
Value per Option	\$0.245

AZUMAH RESOURCES LIMITED
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EXPLANATORY MEMORANDUM

RESOLUTION 4

RATIFICATION OF ISSUE AND ALLOTMENT OF SHARES

ASX Listing Rule 7.4 permits the ratification of previous issues of shares 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 Shares. The Company confirms that the issue and allotment of the Shares 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) 21,198,035 Shares were issued by the Company;
- (b) funds raised from the issue of Shares will be directed to gold exploration in Ghana and for working capital purposes;
- (c) the issue price per Share was 20 cents;
- (d) the Shares were allotted to institutional and sophisticated investor clients of Blackswan Equities Limited and BGF Securities;
- (e) \$4,269,607 (before costs) was raised from the issue of Shares;
- (f) the Shares rank equally with existing ordinary fully paid shares on issue in the Company; and
- (g) a voting exclusion statement is included in the Notice.

Recommendation

The Board unanimously recommends shareholders vote in favour of Resolution 4 as it will provide the Company with further flexibility should any share issue be considered desirable in the next 12 months.

SPECIAL BUSINESS

The following matters should be noted in respect of the various items of Special Business.

RESOLUTION 5

ADOPTION OF THE AZUMAH RESOURCES LIMITED – EMPLOYEES AND CONTRACTORS OPTION INCENTIVE PLAN (INCENTIVE PLAN)

Shareholders have previously approved the Incentive Plan at the AGM on 27 October 2005. There have been no securities issued under the Incentive Plan since the date of the last approval. The Directors have proposed the continued adoption of the Incentive Plan to facilitate issuing options to Directors, employees and contractors to reward effort and provide incentive.

The following is a summary of the Incentive Plan.

The Incentive Plan is intended to:

- (a) increase the range of potential incentives available to Directors, employees and consultants and to recognise their contribution to the Company's success; and
- (b) strengthen the links between the Company and its Directors, employees and consultants.

The Incentive Plan allows the Company to issue up to a maximum 5% of the total number of ordinary shares on issue in the capital of the Company, as options to Eligible Persons. As at the date of this Explanatory Memorandum, the Company has 185,546,055 issued ordinary shares. Existing options fall outside the options to be issued in accordance with the Incentive Plan if adopted.

The essential features of the Incentive Plan include:

- the options are to be issued to selected Eligible Persons for free;
- Eligible Persons are any full-time or part-time employees of the Company, including Directors of and contractors to the Company;
- the allotment of options to Eligible Persons is at the discretion of the Board of Directors;
- At the time of grant of an Option, the Directors will specify the exercise price of the Option. Without limiting the ways in which the exercise price may be specified, it may include:
 - (a) a fixed amount;
 - (b) the Market Price of a Share on the date the invitation is made under Rule 5.4;
 - (c) the Market Price of a Share on the date the Option is granted;
 - (d) the Market Price of a Share on a specified date which is after the date the Option is granted;
 - (e) a percentage above the amount in (b), (c) or (d).
- the options expire 5 years after the date on which they are granted;
- the options will be unlisted and not transferable unless the Directors in their absolute discretion agree to a transfer;
- any adjustments to the entitlement of Eligible Persons will be made in accordance with the Listing Rules;
- the Incentive Plan may only be amended with the prior approval of the shareholders of the Company and in accordance with the Listing Rules.

AZUMAH RESOURCES LIMITED
ABN 72 112 320 251
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A copy of the full terms and conditions of the Incentive Plan will be sent to shareholders of the Company free of charge on request.

The Company has not issued any options under the Incentive Plan (and will not do so unless and until it is approved by Shareholders).

Options will not be issued to Directors or other related parties without the prior approval of shareholders in accordance with the Listing Rules.

Issuing options under the Incentive Plan if approved by Shareholders is an exception to ASX Listing Rule 7.1. Subject to certain exceptions, Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in a 12 month period without the prior approval of its shareholders.

AZUMAH RESOURCES LIMITED
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GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

ASX	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors of the Company.
Company	means Azumah Resources Limited ACN 112 320 251.
Corporations Act	means Corporations Act 2001.
Director	means a director of the Company.
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.
Notice or Notice of Meeting	means the Notice of General Meeting accompanying this Explanatory Memorandum.
Option	means an option to acquire a Share.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.

AZUMAH RESOURCES LIMITED
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EXPLANATORY MEMORANDUM

ANNEXURE A
Terms and Conditions of 26 Cent Unlisted Options

- (a) Each Option entitles the holder to one ordinary fully paid share.
- (b) Subject to (c) and (d) below, the Options are exercisable at any time after 31 December 2010 by completing the Option Exercise Form and providing payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company.
- (c) Each Option will lapse on the earliest to occur of 5.00 pm Perth time on 15 December 2013 (the Expiry Date) and one calendar month following the date the holder ceases to be a director of the Company.
- (d) **Each Option can only be exercised upon completion of a Feasibility Study on the Company's Wa Project which demonstrates positive commercial returns of a level equal to or better than generally accepted benchmarks for assessment of such projects at the time of completion of the Feasibility Study.**
- (e) The exercise price of the Options is \$0.26 per option.
- (f) The Options are not transferable except with the prior written approval of the board of directors of the Company and application will not be made to the ASX for Official Quotation of the Options.
- (g) All ordinary fully paid shares issued upon exercise of Options will rank pari passu in any respects with the Company's then issued ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of Options.
- (h) There are no participating rights and entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising their Options. However, the Company will ensure that Option holders will be allowed 10 business days notice to convert their Options to Shares to participate in an entitlement issue on the same basis as ordinary shareholders.
- (i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules.
- (j) Adjustment for bonus issues of Shares
If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):
- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the exercise price.
- (k) Adjustment for rights issue
If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of an Option will be reduced according to the following formula:
- $$\text{New exercise price} = O - E \frac{[P-(S+D)]}{N+1}$$
- O = the old Exercise Price of the Option.
E = the number of underlying Shares into which one Option is exercisable.
P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
S = the subscription price of a Share under the pro rata issue.
D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.
- (l) Lodgement Instructions
Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

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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: +61 8 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 them (name)

of (address)

or failing that person then the Chair 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 18 May 2010 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.	<div style="border: 2px solid black; width: 40px; height: 40px; margin: 0 auto;"></div>
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.	

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 – Issue of Options to Stephen Stone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue of Options to Michael Atkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Options to Geoffrey Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ratification of Issue and Allotment of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Adoption of Employee and Contractors Options Plan	<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.

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

Dated: _____

If the shareholder is an individual

If the shareholder is a company

Signature
 Print name: _____

Director / Sole Director and Secretary
 Print name: _____

Director / Secretary
 Print name: _____

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 10:00 am WST on 16 May 2010** 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