

ASX / Media Release

ASX Code – AZM

30 August 2011



www.azumahresources.com.au

Investment Highlights:

- 1.2Moz gold JORC Code-reported Mineral Resource at Wa Gold Project, NW Ghana
- 100% of 3,100km² licences hosting over 150km of prospective Birimian greenstone belt. Less than 10% explored
- Feasibility Study nearly completed for multi-pit, +1.0Mtpa, <100,000oz per year mining and gravity / CIL operation
- Large pipeline of drill-ready targets
- Aggressive multi-rig exploration focused on resource inventory increase and reserve definition
- Strategic investment in neighbour, Castle Minerals Limited
- Board and management team of successful explorers, mining and corporate professionals

Issued Capital:

281.65M ord. shares
9.25M unlisted options

Directors & Management:

Chairman:
Michael Atkins

Managing Director:
Stephen Stone

Non-Executive Director:
Geoff M Jones

Company Secretary:
Dennis Wilkins

Contact:

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Update on Application for Relief

The directors of Azumah Resources Limited ("Azumah" or "the Company") (ASX: AZM) refer to the announcement dated 11 July 2011 and Azumah's Cleansing Prospectus dated 11 July 2011 in relation to the Company's Employee and Contractors Option Plan ("Plan").

As explained in that announcement and Cleansing Prospectus, the Plan was drafted so as to permit the issue of options to independent contractors and their employees. The Company was unaware that this had the consequence of the Company being unable to rely on the relief set out in ASIC Class Order [CO 03/184] in relation to the issue of shares upon the exercise of options granted under the Plan.

As a result, persons who were issued shares on the exercise of options granted under the Plan and sold those shares within 12 months may have inadvertently and unknowingly been in contravention of the Corporations Act 2001 (Cth) ("Corporations Act"). Similarly, persons who were issued shares on the exercise of other options that the Company had issued and thought (erroneously) had been granted under the Plan ("Non-Plan Options") and then sold those shares within 12 months may also have been in contravention of the Corporations Act.

To regularise this position, Azumah applied to the Federal Court of Australia for orders confirming that any offer for sale or sale of the relevant shares in the Company is not invalid by reason of the failure to comply with section 708A(5)(e) of the Corporations Act, and also that certain persons be relieved from any civil liability arising out of contravention of the Corporations Act.

The directors of the Company advise that its Application was granted by the Federal Court on 29 August 2011. A sealed copy of the orders is attached to this announcement.

The Company confirms that it will:

- ▶ continue to take steps (such as issuing 'cleansing statements' under section 708A(5) of the Corporations Act or applying to ASIC for relief under section 741 of the Corporations Act) to ensure that future shares issued upon exercise of the remaining options under the Plan and the Non-Plan Options will be able to be freely sold within 12 months of their date of issue without breaching section 707(3) of the Corporations Act; and
- ▶ put in place a new Performance Rights Plan that is fully compliant with ASIC Class Order [CO 03/184] and will not be issuing further options pursuant to the Plan until it has been amended to be fully compliant with ASIC Class Order [CO 03/184].

Contact:

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FEDERAL COURT OF AUSTRALIA

No: (P)WAD278/2011

DISTRICT REGISTRY: WESTERN AUSTRALIA

DIVISION: GENERAL

**IN THE MATTER OF AZUMAH RESOURCES LIMITED (ABN 72 112 320 251)
Plaintiff**

CONSENT ORDER

JUDGE: Justice McKerracher

DATE OF ORDER: 29 August 2011

WHERE MADE: Perth



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BY CONSENT, THE COURT ORDERS THAT:

- 1 Pursuant to section 1322(4)(a) of the Corporations Act 2011 (“Act”), any offer for sale or sale of the shares of Azumah Resources Limited issued to the persons on the dates appearing at Annexures A and B to these orders by reason of the exercise of options granted by the plaintiff, is not invalid by reason of the plaintiff’s failure to comply with section 708A(5)(e) of the Act.
- 2 Pursuant to section 1322(4)(c) of the Act, only the sellers of the shares referred to in Annexure A to these orders be wholly relieved from any civil liability arising out of contravention of section 707(3) of the Act, or by reason of the plaintiff’s failure to comply with section 708A(5)(e) of the Act.
- 3 A sealed copy of these Orders be served on the Australian Securities and Investments Commission (“ASIC”) as soon as reasonably practicable and upon service of these Orders on ASIC, ASIC is to include these Orders on its database.
- 4 As soon as reasonably practicable, the plaintiff publishes an announcement (“Announcement”) to the Australian Securities Exchange (“ASX”) that includes a copy of the orders made.

- 5 For a period of 28 days from the date of publication by the ASX of the Announcement, any person to whom substantial injustice has been or is likely to be caused in respect the Orders made pursuant to subsection 1322(4)(a) and (c) of the Act have liberty to apply to vary or discharge that order.
- 6 There be no orders as to costs.

Date that entry is stamped: 29 August 2011



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Annexure A

Date of issue	Name	Number of shares
19.01.10	Mrs Antoinette Ribbons	50,000
20.01.10	Mr Henry Wiechecki	500,000
29.01.10	DW Corporate Pty Ltd	200,000
13.04.10	HSBC Custody Nominees (Australia) Limited	2,500,000
28.04.10	Ms Madeleine Galbraith	500,000
03.11.10	Mr Henry Wiechecki	500,000
03.11.10	Mr Henry Wiechecki	500,000
27.01.11	Mrs Antoinette Ribbons	50,000
27.01.11	Mrs Natalie Garbutt-Wilkins	200,000



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Annexure B

Date of issue	Name	Number of shares
19.01.10	Mr Giuseppe Ariti	500,000
29.01.10	Mr Stephen Stone & Mrs Julia Pearl, The West One Super Fund A/c	500,000
20.04.10	Mr Giuseppe Ariti	500,000
02.09.10	Mr Giuseppe Ariti	500,000
27.01.11	Mr Stephen Stone & Mrs Julia Pearl, The West One Super Fund A/c	500,000
28.04.11	Mr Stephen Stone & Mrs Julia Pearl, The West One Super Fund A/c	2,500,000



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