

21 June 2016

Dear Shareholder

SHARE PURCHASE PLAN

On 20 June 2016, Azumah Resources Limited (**Azumah** or the **Company**) announced that it had successfully undertaken a placement of fully paid ordinary shares at a price of 4.4 cents per share to sophisticated and professional investors, to raise approximately \$800,000 using the placement capacity available under ASX Listing Rule 7.1 and 7.1A (**Placement**).

In order to provide all Eligible Shareholders with the ability to participate in this capital raising, the Company is pleased to provide details of its Share Purchase Plan (**Plan**) offer. Under the Plan, Azumah is giving each Eligible Shareholder the opportunity to purchase up to \$15,000 worth of fully paid ordinary shares (**Shares**) at the same price as the Placement, irrespective of the size of their shareholding, without incurring brokerage or transaction costs.

The offer under the Plan (**Offer**) is intended to raise at least \$1,200,000 (before expenses) on the terms and conditions (**Terms and Conditions**) enclosed with this letter. The Plan is underwritten to the amount of \$1,200,000 by Patersons Securities Limited (**Patersons** or **Underwriter**). Any Shares not subscribed for by Eligible Shareholders (**Shortfall**) will be taken up by the Underwriter or its nominees as provided for under the terms of the underwriting agreement in place between the Company and the Underwriter.

The Plan is priced at a 20% discount to the five (5) day Volume Weighted Average Price (**VWAP**) for the Shares over the last five (5) days on which sales in the Shares were recorded before the day on which the issue was announced, being 4.4 cents (**Price**). This Price is the same price as Shares were offered to sophisticated and professional investors under the Placement. On 2nd May 2016 Azumah's share price traded at 6.6c.

Azumah has over 3,500 shareholders eligible to participate in the Plan so those wishing to participate are encouraged to subscribe as soon as possible.

Shareholders Eligible to Participate in the Plan

The right to participate under the SPP is optional and is available exclusively to shareholders who are registered as holders of Shares at 5.00pm WST on 17 June 2016 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Use of Funds

The funds under the Plan will be applied to a variety of purposes but principally the drilling of several compelling new exploration targets and for general working capital purposes.

Azumah begun 2016 on a strong footing and has continued to grow value. Of particular note is the delineation of a 3km gold anomaly at Manwe, on the Josephine licence, and the subsequent discovery by RC drilling of a zone of high-grade mineralisation within that anomaly. There are good prospects for the discovery of more high-grade zones at Manwe and generally on the Josephine licence.

Azumah's systematic and proven approach to exploration has also delineated anomalies and finessed targets at a number of other prospects on the Josephine licence, at Yagha and at Bepkong North.

All of these targets need further work including aircore and/or drill testing. Every ounce that can be added to the existing 2.0Moz Mineral Resources and 652,000oz Mining Inventory at the Wa Gold Project (**Project**) will have a positive impact on the Project's financial performance and therefore its ability to secure development finance.

In May 2016 Azumah acquired the rights to purchase the high-grade Julie West project, adjacent to Azumah's Julie deposit. In addition to its 69,000oz, 4.4g/t Au Mineral Resource the 146km² Julie West licence also presents a number of interesting new targets for Azumah's geologists to evaluate in the near-term.

Recently the Company released the results of a review of Project establishment capital needs and was able to report a US\$54M reduction. Any material reduction in the upfront funding of the Project will greatly improve the Project's chance of development.

Azumah's present market capitalisation is a fraction of its ~A\$200M maximum achieved in November 2010 in an environment of higher US\$ gold prices and considerably elevated interest in the West African gold sector. Your Company is though fundamentally in much better shape now than it was then in terms of Mineral Resources, Ore Reserves, a completed Feasibility Study, granted Mining Lease and other permits. All of the funds it has raised over the past ten years of its existence have been prudently directed at progressing the Project. Management is confident that Azumah's quality tenure, which hosts large expanses of prospective Birimian geology, will continue to deliver more gold.

Financing a Project in this difficult market has been challenging but I am pleased to say that good progress has been made this year with an increased level of interest from corporates considering direct participation in development – our preferred approach as this will minimise shareholder dilution that would normally occur at the corporate level. Any formalised transaction, if secured, is likely to unlock considerable value for shareholders in addition to what can be achieved through continuing exploration success.

IMPORTANT INFORMATION

Participation in this offer is optional

Participation in the Plan is entirely optional and is subject to the terms and conditions specified in this letter.

The Plan intends to raise \$1,200,000 with the ability to accept additional funds at the discretion of the Directors.

Where a member is expressly noted on the register as a trustee or nominee on account of another person (**Beneficiary**) the Beneficiary will be deemed to be the eligible shareholder and any relevant acceptance of the offer and issue of the Shares will be taken to be made by or to the Beneficiary.

The Offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

Scale-back

The Company reserves absolute discretion regarding the final amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules) and if necessary the Directors may, in their absolute discretion, scale-back applications.

If there is a scale-back, your application monies may be greater than the value of Shares issued to you under the Plan, in which case the excess application monies will be refunded to you, without interest.

Non-Renounceable

The offer to participate under the Plan is non-renounceable meaning that you cannot on-sell your rights to participate.

Offer Price

The offer price of the Shares under the Plan is 4.4 cents.

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of Shares under the Plan.

Total Number of Shares under the Plan

In accordance with the ASX Listing Rules the total number of Shares that can be issued under the Plan is 135,459,555.

How much can be invested?

Eligible Shareholders may subscribe for a maximum of up to \$15,000 worth of Shares under the Plan and in the increments outlined in the table below.

How to Apply

Offer A	Total subscription amount of \$500 (minimum amount)
Offer B	Total subscription amount of \$1,000
Offer C	Total subscription amount of \$2,000
Offer D	Total subscription amount of \$3,000
Offer E	Total subscription amount of \$4,000
Offer F	Total subscription amount of \$5,000
Offer G	Total subscription amount of \$7,500
Offer H	Total subscription amount of \$10,000
Offer I	Total subscription amount of \$15,000 (maximum amount)

Valuation of Shares

On the last date the Shares were traded immediately prior to the date of this Offer, the closing price of Shares on ASX was 5.4 cents. You should note that the Share price may rise or fall between the date of this offer and the date when Shares are allotted and issued to you under the Offer. This means that the price you pay per Share pursuant to this offer may be either higher or lower than the Share price at the time of the offer or at the time the New Shares are issued and allotted to you under the SPP Offer.

The Board recommends that you obtain your own financial advice in relation to the Offer of Shares in the Company prior to accepting this Offer.

Issue of Shares

Shares issued under the Plan will rank equally in all respects with other fully paid ordinary shares in Azumah on the date of issue. Azumah will at the appropriate time make application for the Shares issued under the Plan to be admitted to official quotation on ASX.

The issue and allotment of Shares will occur as soon as practicable following the closing date and not later than 10 business days following the closing date.

How to Participate

If you would like to participate in the Offer, the following application and payment options are available:

(a) Application Form and Accompanying Cheque

Eligible Shareholders wishing to pay by cheque must follow the instructions on the Application Form and complete the Application Form, provide a cheque that is payable to “**Azumah Resources Limited**” and crossed “**Not Negotiable**” and return the completed Application Form and cheque to:

Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

to be received by the share registry no later than 5:00 pm (WST) on the Closing Date under the Offer.

(b) Payment by BPAY®

Please refer to the attached Terms and Conditions for further details regarding payment options.

Important Information

Details of the Plan are set out in the enclosed Plan Terms and Conditions. The Board urges you to read these Terms and Conditions carefully and in their entirety before deciding whether to participate in the Plan. If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser.

Completed application forms and full payment must be received by Security Transfer Registrars Pty Ltd no later than 5:00 pm Western Standard Time on 15 July 2016.

KEY DATES*

17 June 2016	Record Date 5:00 pm (WST) The date on which Azumah determined eligible shareholders
20 June 2016	Announcement Date
23 June 2016	Opening Date The date on which the Plan opens
15 July 2016	Closing Date The date on which the Plan closes Applications must be received by 5:00 pm (WST)
22 July 2016 (on or around)	Despatch Date The date on which holding statements are sent to participating shareholders of Allotment
25 July 2016 (on or around)	Share Trading Date The date on which Shares allotted under the Plan commence trading on the ASX

*Azumah has discretion to alter these Key Dates.

Should you have any questions or require further information regarding the Plan please contact Dennis Wilkins, Company Secretary, on 08 9389 2111.

Yours faithfully

A handwritten signature in red ink, appearing to read 'Dennis Wilkins', with a stylized flourish at the end.

Dennis Wilkins
Company Secretary

Terms and conditions of the Share Purchase Plan of Azumah Resources Limited

Purpose

The purpose of the Azumah Resources Limited Share Purchase Plan (**Plan**) is to offer shareholders of Azumah Resources Limited (**Azumah**) the opportunity to acquire additional fully paid ordinary shares (**Shares**) in Azumah up to a maximum of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan), at an issue price of 4.4 cents (**Issue Price**). The Plan seeks to provide the Company with additional funds that will be applied to a variety of purposes but principally the drilling of several compelling new exploration targets and for general working capital purposes.

Offer

An Offer may, at the discretion of the Directors, be made under the Plan once a year. The maximum amount, which any shareholder may subscribe for in any consecutive 12 month period, is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the Offer is available to Eligible Shareholders.

Shareholders who are eligible to participate

Holders of Shares that are registered with an address in Australia or New Zealand at the relevant Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand, or are in the United States, you are not an Eligible Shareholder and are not entitled to participate in the Plan.

Details of how custodians, trustees and beneficiaries are treated under the Plan are provided further below.

Participation in the Plan is optional and is subject to these terms and conditions (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan).

Foreign offer restrictions

The Plan may not be released or distributed in any country other than Australia or New Zealand. The Plan does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

How much can you invest?

Under ASIC Class Order 09/425, Eligible Shareholders may only acquire a maximum of \$15,000 worth of Shares under a share purchase plan in any 12 month period. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity.

Eligible Shareholders may only participate by applying for Shares for one of the following amounts:

Offer A	Total subscription amount of \$500 (minimum amount)
Offer B	Total subscription amount of \$1,000
Offer C	Total subscription amount of \$2,000
Offer D	Total subscription amount of \$3,000
Offer E	Total subscription amount of \$4,000
Offer F	Total subscription amount of \$5,000
Offer G	Total subscription amount of \$7,500
Offer H	Total subscription amount of \$10,000
Offer I	Total subscription amount of \$15,000 (maximum amount)

Note: The Directors reserve the right to scale back the amount of Shares to be allotted. Accordingly the actual amount of Shares you receive under the Offer may vary in the event of oversubscription (excess money will be returned without interest).

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if a Shareholder receives more than one Offer (whether in respect of a joint holding or because the Shareholder has more than one holding under a separate account).

How do you apply?

If you would like to participate in the Offer, the following application and payment options are available:

(a) Application Form and Accompanying Cheque

Eligible Shareholders wishing to pay by cheque must follow the instructions on the Application Form and complete the Application Form, provide a cheque that is payable to “**Azumah Resources Limited**” and crossed “**Not Negotiable**” and return the completed Application Form and cheque to:

Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

to be received by the share registry no later than 5.00pm (WST) on the Closing Date under the Offer.

(b) Payment by BPAY®

Eligible Shareholders wishing to pay by BPAY® must use the specific biller code and customer reference numbers detailed on their personalised Application Form. Any Eligible Shareholder that chooses to pay by BPAY® is deemed to represent to the Company that the amount of Shares subscribed for pursuant to the Plan, or any other arrangement similar to the Plan in the prior 12 months, does not exceed \$15,000 (including joint or any other beneficial interests).

If you choose to pay via BPAY® you are not required to submit your Application Form. Your payment will not be accepted after 5:00pm (WST) on the Closing Date and no Shares will be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY® customer reference numbers. To ensure you receive your Shares under the Offer in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Once an application under the Plan has been made or your BPAY® payment made, it cannot be revoked.

Raising Amount and Scale-back

The Company reserves absolute discretion regarding the final amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules) and if necessary the Directors may, in their absolute discretion, scale-back applications. Scale-back for Shares held by a Custodian will be applied at the level of the underlying Beneficiaries.

If the Company rejects or scales-back an application or purported application, the Company will return as soon as reasonably practical to the shareholder the relevant application monies, without interest.

Issue and Quotation of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors in the Offer.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the Plan.

The Company will, as soon as reasonably practical after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Maximum number of Shares able to be issued

The maximum number of Shares that can be issued under the Plan in order to comply with the ASX Listing Rules requirements is 30% of the number of fully paid ordinary Shares in the Company currently on issue. As at the date of these Terms and Conditions, a maximum of 135,459,555 Shares is available to be issued under the Plan. The actual number of Shares to be issued pursuant to the Plan will depend on participation.

Underwriting

The Plan is underwritten to \$1,200,000 (**Underwritten Amount**) by Patersons. The Underwriting Agreement between the Company and Patersons contains customary conditions, warranties and undertakings and is subject to various termination events exercisable by Patersons.

In the event that Eligible Shareholders subscribe for an amount less than \$1,200,000 (**Shortfall Amount**), Shares to the value of the difference between the Shortfall Amount and the Underwritten

Amount will be placed to nominees of Patersons (sub-underwriters) (**Shortfall Shares**). The placement of any Shortfall Shares to nominees of Patersons is subject to the Company having the capacity to do so under the ASX Listing Rules and, at the date of the Offer, such capacity is available to the Company.

In addition to the Underwritten Amount, the sub-underwriters to the Underwriter may elect to undertake a placement of up to additional Shares at the Issue Price, subject to the Company having capacity to do so under the ASX Listing Rules. (**Top-Up Placement**). The Top-Up Placement will only apply to the extent that Eligible Shareholders subscribe for Shares and thereby reduce the number of Shortfall Shares the Underwriters (or its nominees) would otherwise subscribe for under the Underwriting Agreement.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order 09/425 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to the maximum of Shares for each beneficiary for whom you act as custodian provided you annexe to your Plan application form (**Application Form**) a certificate to the Company (**Custodian Certificate**) with the following information:

- that you held Shares in the Company on behalf of one or more other persons who are resident in Australia or New Zealand (each a **Participating Beneficiary**) at 5:00 pm (WST) on 17 June 2016 who have subsequently instructed you to apply for Shares under the Plan on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- that a copy of the written offer document was given to each beneficiary; and
- where you hold Shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order 09/425 you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the *Corporations Regulations 2001*;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes; and
- is noted on the Company's register of members as holding the Shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Registrars Pty Ltd on (08) 9315 2333.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Issue of Azumah Shares

The Shares to be issued under the Plan will be issued as soon as reasonably practical after the closing date specified by Azumah.

The Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in Azumah from the date of issue. The number of Shares issued to you will be rounded up to the nearest whole number.

Shareholding statements will be issued in respect of all Shares under the Plan. Azumah will as soon as reasonably practical after the issue of Shares under the Plan, make application for those Shares to be admitted to quotation on ASX.

Cost of Participation

No brokerage, commission or other transaction costs will be payable by participants in respect of the application for, and issue of, Shares under the Plan. Azumah may at its cost, hire consultants to help facilitate and explain the offer to Eligible Shareholders.

Application and Notices

At the discretion of the Directors, Azumah will send Eligible Shareholders an offer, accompanied by an acceptance form, inviting them to subscribe for Shares under the Plan.

Notices and statements to participants may be given by Azumah in any manner prescribed by its Constitution.

Refund of Application Moneys

In the event that your application amount is greater than the value of the Shares issued to you under the Plan (being the number of Shares actually issued multiplied by the Issue Price) then the difference will be refunded to you. No interest will be paid on any application money returned to you.

Modification and termination of the Plan

Azumah may modify or terminate the Plan at any time.

Azumah will notify the ASX of any modification to, or termination of the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of the ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, Azumah may issue to any person fewer Shares than the person applied for under the Plan if the Issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Dispute Resolution

Azumah may settle in any manner it thinks fit any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan whether generally in relation to any participant

or application of Shares and the decision of Azumah will be conclusive and binding on all shareholders and other persons to whom that determination relates.

Azumah reserves the right to waive strict compliances with any provision of these terms and conditions. The powers of Azumah under these conditions may be exercised by the Directors of Azumah or any delegate of Azumah.

Governing Law

The Terms and Conditions and the Offer under the Plan are governed by the laws of Western Australia.

Disclaimer

Before you apply for Shares under the Plan, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the Plan (taking into account your own financial situation, needs and objectives). The Company and its officers make no recommendation about whether or not you should apply for Shares under the Plan and nothing these Terms and Conditions (including the Application Form) or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the Plan.