



AZURE MINERALS LIMITED

ABN 46 106 346 918

Level 1, 30 Richardson Street,
West Perth, WA, Australia, 6005

PO Box 493, West Perth,
WA, Australia, 6872

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28th September 2007

Dear Shareholder,

Notice of General Meeting 2 November 2007

It is with pleasure that I write to inform you of the next exciting growth phase of Azure Minerals.

On 26 September 2007 we announced our intention to apply to list on the Toronto Stock Exchange (TSX) and the appointment of Canadian investment banking group Versant Partners Inc of Toronto to assist in the process.

This decision has been carefully considered by the board over the last six months. During this time it became evident that with the strong interest from North America a listing on the TSX would be a natural progression for the company and would fit well with our Mexican focused strategy.

The TSX group is number one in the world for public mining companies, offering access to a wide pool of development capital. We anticipate the TSX listing will have substantial benefits to the company, exposing it to a larger investor market with a history of supporting and financing growth companies.

Attached to this letter is a Notice of Meeting which I recommend you read.

The sole resolution being addressed asks for approval to issue up to 50 million fully paid shares through the TSX offering. The final price will be determined immediately prior to the lodgement of a final prospectus. That pricing will be subject to ASX conditions detailed in the Notice of Meeting, but will follow a series of broker presentations and marketing activities during October and November.

The Board of Directors recommend you vote in favour of the resolution.

Yours faithfully,

A handwritten signature in black ink, appearing to read "AR", with a long horizontal flourish extending to the right.

Tony Rovira
Executive Chairman

AZURE MINERALS LIMITED
ABN 46 106 346 918

NOTICE OF GENERAL MEETING
PROXY FORM
AND
EXPLANATORY MEMORANDUM

Date of Meeting
2 November 2007

Time of Meeting
9:00am

Place of Meeting
Level 1,
30 Richardson Street
WEST PERTH WA

AZURE MINERALS LIMITED
ABN 46 106 346 918
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Azure Minerals Limited ("**Company**") will be held at Level 1, 30 Richardson Street, West Perth WA on 2 November 2007 at 9:00am for the purpose of transacting the following Business.

ORDINARY BUSINESS

Resolution 1 –Approval to Issue Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1, the shareholders approve the allotment and issue of a maximum of 50,000,000 Shares in the Company, at an issue price of not less than 80% of the weighted average of the closing sale price of the Company's Shares on the ASX on the 5 trading days on which sales are recorded and immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus)."

Note: Voting Exclusion Statement

The Company will in accordance with the Listing Rules of the ASX, disregard any votes cast on Resolution 1 by any person who may participate in the issue and a person who may 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 of the proxy form, or is it cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Shareholders are referred to the Explanatory Memorandum accompanying, and forming part of, this Notice of Meeting.

PROXIES

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company;
- (c) a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified then in accordance with Section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments by Shareholders:

Registered Office : Level 1
30 Richardson Street
WEST PERTH WA 6005

Facsimile Number: +61 8 9485 1290
Postal Address : PO Box 493
WEST PERTH WA 6872

The proxies of Shareholders must be received at the address set forth above no later than 48 hours prior to the time of commencement of the Meeting (WST).

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations (Cth) that the persons eligible to vote at the General Meeting are those who are registered as Shareholders of the Company on 31 October 2007 at 5.00pm WST.

By order of the Board



Brett Dickson
Company Secretary
Date: 26 September 2007

EXPLANATORY MEMORANDUM

This Explanatory Memorandum intended to provide shareholders in Azure Minerals Limited ABN 46 106 346 918 (“**Company**”) with sufficient information to assess the merits of the resolution contained in the accompanying Notice of General Meeting of the Company.

RESOLUTION 1 - APPROVAL TO ISSUE SHARES

Resolution 1 seeks shareholder approval to the issue of a maximum of 50,000,000 Shares at an issue price of not less than 80% of the weighted average of the closing sale price of the Shares on the ASX on the 5 trading days on which sales are recorded immediately proceeding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus).

As noted above, Listing Rule 7.1 requires shareholder approval to the proposed issue of Shares in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's securities then on issue. Given the Shares to be issued under Resolution 1 will exceed this 15% threshold, such approval is required.

The following information in relation to the Shares to be issued is provided to shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Shares the Company can issue is 50,000,000;
- (b) the Company will allot and issue the 50,000,000 Shares no later than 3 months after the date of the meeting, unless otherwise extended by way of ASX granting a waiver to Listing Rule 7.3.2;
- (c) the Shares will be issued at a price not less than 80% of the weighted average of the closing sale price of the Shares on the ASX on 5 trading days on which sales are recorded immediately preceding the date of issue (or, if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date of the prospectus);
- (d) the Shares will be issued and allotted to applicants to be determined by the Directors. No decision has, as yet, been made by the Directors in respect of determining the identity of the allottees, save that the allottees will be unrelated parties of the Company and will be clients of Versant Partners Inc, and other intermediaries associated with the Company's proposed listing on Toronto Stock Exchange, described below;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue; and
- (f) the purpose of the issue is to raise funds for working capital requirements and to progress exploration at the company's Mexican projects, in particular:

At the Pozo de Nacho property the Company aims to achieve the following objectives:

1. Define the extent and fully delineate the potentially economic molybdenum mineralisation in the centre of the property.
2. Investigate the porphyry copper potential at depth beneath the known molybdenum mineralisation.
3. Explore the extent and nature of replacement and vein-style mineralisation peripheral to the porphyry copper-molybdenum system.

Drilling will initially focus on the potentially economic molybdenum mineralisation, which is currently open to the north and northwest and at depth. Several deep diamond drillholes are also planned to test the potential for significant porphyry copper mineralisation at depth, beneath the known molybdenum system. A detailed aeromagnetics survey and extensions to the existing Induced Polarisation and resistivity surveys will be completed to assist in refining diamond drillhole targets.

Additionally, detailed geological mapping and predominately grid-based geochemical sampling is planned to assess the eastern extensions to existing molybdenum-copper geochemical anomalism, along with skarn and vein-style mineralisation peripheral to the porphyry molybdenum-copper system.

At the Jagüey property the Company aims to achieve the following objectives:

1. Define the extent and fully delineate the potentially economic high grade silver-lead-zinc mineralisation in the centre of the property.
2. Assess the extent and nature of known skarn and replacement copper-gold mineralisation in the eastern portion of the property.
3. Explore the porphyry copper-molybdenum potential at depth under cover to the south east of the silver-lead-zinc vein zone.

A two phased program is planned. The first phase will comprise detailed geological mapping and predominately grid-based geochemical sampling, coupled with airborne, surface and downhole geophysics to provide robust diamond drilling targets.

The second phase will comprise core drilling initially focused on the high grade silver-lead-zinc vein systems. Drilling will also test skarn and replacement copper-gold targets generated from the mapping, sampling and geophysical programs, and deep diamond drilling is planned to test geophysical targets indicative of buried porphyry copper-molybdenum mineralisation.

The Company also intends to continue to carry out geochemical sampling at the Los Chinos project with the aim of delineating targets suitable for drilling during 2008.

Toronto Stock Exchange Listing

On 26 September 2007, the Company announced it intends to apply to list the Company's securities on the Toronto Stock Exchange ("TSX") and has appointed Canadian investment banking group, Versant Partners Inc. of Toronto to assist in the listing process. The share issue, the subject of Resolution 1, is being made in connection with the listing. Further information on the Canadian listing will be provided in due course.

AZURE MINERALS LIMITED

ABN 46 106 346 918

PROXY FORM

The Company Secretary
Azure Minerals Limited
Level 1
30 Richardson Street
WEST PERTH WA 6872

PO Box 493
WEST PERTH WA 6872

Facsimile: +9485 1290

I/We (name of shareholder)
of (address)
being a member/members of Azure Minerals 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 2 November 2007 and at any adjournment of the meeting.

PROXY INSTRUCTIONS

<p>If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.</p> <p>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 the resolution.</p>	<input type="checkbox"/>
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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 –Approval to Issue Shares

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:

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

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 by 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 9:00am WST on 31 October 2007** by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on the resolution 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.