ASX:AZS



31 OCTOBER 2023

QUARTERLY ACTIVITIES REPORT

FOR PERIOD ENDED 30 SEPTEMBER 2023

ANDOVER PROJECT

Numerous broad, high-grade drill intersections firmly entrench the Andover Lithium Project amongst the best lithium exploration projects globally.

Significant Exploration Target estimated for lithium mineralisation within Andover Target Areas 1, 2, and 3.

Exploration Target does not include numerous other high-potential areas based upon prospective geology and anomalous geochemistry.

Major exploration campaign continues unabated, targeting 100,000m of diamond & RC drilling with a strategic objective of converting the Exploration Target to a Mineral Resource Estimate.

Seven diamond drill rigs and one Reverse Circulation (RC) rig currently in operation.

Major drill intersections include:

- 209.4m @ 1.42% Li₂0 in ANRD0017 from 219.0m
- 183.1m @ 1.25% Li₂0 in ANDD0228 from 170.5m
- 167.6m @ 1.31% Li₂0 in ANDD0238 from 168.4m
- 132.3m @ 1.25% Li₂0 in ANDD0244 from 122.2m
- 104.7m @ 1.61% Li₂0 in ANDD0239 from 325.8m
- 101.3m @ 1.21% Li₂0 in ANDD0223 from 264.7m
- 100.2m @ 1.24% Li₂0 in ANDD0221 from 101.5m

Maiden metallurgical testwork program comprising whole-of-ore flotation produces marketable spodumene concentrate with a grade of 5.59% Li₂O at a recovery of 82.37%, indicating mineralisation is well-suited to industry-standard flotation processing.

Andover project footprint expanded with Exploration Licences E47/4700 and E47/4701(together totalling 38km²) granted, adjoining existing tenement E47/2481, giving the Andover Project a total area of 108km².









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CAPITAL

Post quarter-end, Azure successfully concluded on 11th October 2023 a capital raising comprising a \$120 Million two-tranche Placement and a \$10 Million SPP1.

Azure is well-funded to continue major exploration and project development campaign with pro forma September 30 cash position of \$133.9 million including the post completion capital raising of \$22.7 million.

CORPORATE

Subsequent to the end of the quarter the focus of this Quarterly Activities Report, on 26 October 2023 Azure announced that the Company had entered into a binding Transaction Implementation Deed with SQM Australia Pty Ltd ("SQM"), a wholly owned subsidiary of Sociedad Química y Minera de Chile S.A., in respect of a recommended transaction pursuant to which SQM will acquire 100% of the shares in Azure by way of a scheme of arrangement for a cash amount of \$3.52 per Azure Share, and a simultaneous conditional off-market takeover offer for a cash amount of \$3.50 per Azure Share should the Scheme not be successful (together, the "Transaction").

For further details regarding the Transaction please refer to Azure's ASX announcement dated 26 October 2023.

Azure Minerals Limited (ASX: AZS) ("Azure" or "the Company") is pleased to provide its activities report for the September quarter, in which the Company continued to deliver significant exploration success at its Andover lithium project (Azure 60% / Creasy Group 40%), located in the West Pilbara region of Western Australia.

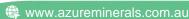
ANDOVER PROJECT (60% AZURE MINERALS / 40% CREASY GROUP)

Lithium-focused drilling

To date, since the lithium-focused drilling commenced in March 2023, 88 diamond core holes have been completed for 29,950.1m, 97 Reverse Circulation (RC) holes completed for 19,814.1m, and 6 holes comprising RC pre-collars with diamond tails completed for 3,163.2m.

Throughout the period, drilling by the Company continued to deliver broad, high-grade lithium intersections from its three high priority target areas (see Figure 1).

¹ See ASX Announcements dated: 22 August, 15 September, and 6 October 2023









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Commenting on activities, results and the capital raising, Managing Director Tony Rovira said:

"It has been another defining quarter for Azure Minerals as the Company continues to expand the Andover Project across a number of fronts. I am pleased that we are continuing to intersect broad zones of lithium mineralisation from Target Area 1, with one hole reporting an amazing 200m of mineralisation. The Company is also in the nascent stages of exploring Target Areas 2 and 3, with Target Area 3 comprising some of the highest ranked lithium targets at Andover.

"I am pleased to report the globally significant lithium intersections form the basis of a very large, high-grade Exploration Target. However, I would like to note the Exploration Target only encapsulates existing data in Target Areas 1 – 3, and there are many more prospects which require drilling within the large pegmatite swarm. Azure is rapidly progressing its exploration campaign and with eight drill rigs on site, exploration continues unabated.

"Finally, the Company has also expanded its balance sheet through a \$120m Placement and \$10m SPP, which ensures Azure is well capitalised to substantially progress Andover along the exploration and development pathway. I would particularly like to note the participation of major shareholders SQM and Creasy Group and extend my thanks to new and existing shareholders as we progress this fantastic opportunity".

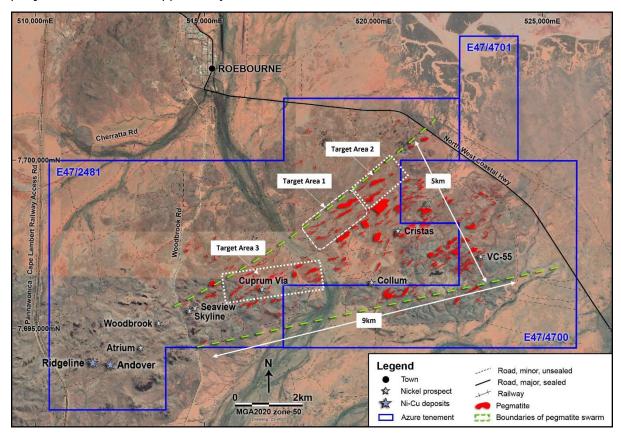


Figure 1: Andover Lithium Project showing Target Areas











During the guarter, Azure Minerals reported numerous broad zones of mineralisation from the AP0011 and AP0012 pegmatite zones²³⁴ in Target Area 1, with better intersections including:

- 101.3m @ 1.21% Li₂0 from 264.7m (~95.5m True Width) in ANDD0223, including:
 - o 64.1m @ 1.63% Li₂O from 284.8m (~60.4m True Width)
- 100.2m @ 1.24% Li₂0 from 101.5m (~92.0m True Width) in ANDD0221, including:
 - o 28.0m @ 1.86% Li₂0 from 126.9m (~26.0m True Width), and
 - 31.7m @ 1.44% Li₂0 from 170.0m (~29.0m True Width)
- Hole ANDD0220 drilled near-surface mineralisation in AP0012 pegmatite:
 - o 39.5m @ 1.06% Li₂0 from 2.0m (~33.6m True Width), including:
- 209.4m @ 1.42% Li₂0 from 219.0m (~134.6m True Width) in ANRD00171, including:
 - o 126.2m @ 1.72% Li₂0 from 219.0m (~81.1m True Width) which includes:
 - 56.1m @ 2.00% Li₂0 from 257.0m (~36.1m True Width); and
 - 19.7m @ 1.54% Li₂0 from 401.6m (~12.7m True Width)
- 183.1m @ 1.25% Li₂0 from 170.5m (~123.3m True Width) in ANDD0282, including:
 - o 58.9m @ 1.46% Li₂0 from 170.5m (~39.7m True Width); and
 - o 30.0m @ 1.55% Li₂0 from 284.0m (~20.2m True Width); and
 - o 11.2m @ 1.85% Li₂0 from 332.9m (~7.5m True Width)
- 167.7m @ 1.31% Li₂0 from 168.4m (~112.2m True Width) in ANDD0238, including:
 - 89.1m @ 1.55% Li₂O from 168.4m (~59.6mTrue Width) which includes:
 - 30.5m @ 2.03% Li₂0 from 215.3m (~20.4m True Width)
 - 12.5m @ 1.57% Li₂O from 274.5m (~8.3m True Width)
- 100m @ 1.52% Li₂0* from 194m (~57.4m True Width) in ANRC0011, (* hole ended in mineralisation), including:
 - o 21m @ 1.67% Li₂0 from 210m (~12.0m True Width), and:
 - o 46m @ 1.77% Li₂0 from 248m (~26.4m True Width)
- 104.7m @ 1.61% Li₂O from 325.8m (~101.6m True Width) in ANDD0239 including:
 - o 16.8 @ 2.10% Li₂0 from 325.8m (~16.3m True Width); and
 - o 31.8m @ 1.95% Li₂0 from 363.3m (~30.9m True Width)
- 132.3m @ 1.25% Li₂0 from 122.2m (~98.3m True Width) in ANDD0244 including:
 - 46.8m @ 1.58% Li₂O from 122.2m (~35.3m True Width)
- 101m @ 1.22% Li₂0 from 132m (~91.5m True Width) in ANRC0007 including:
 - o 30m @ 1.93% Li₂0 from 132m (~27.2m True Width); and
 - 6m @ 2.04% Li₂0 from 184m (~5.4m True Width)

First assays received from mineralised intersections in Target Area 2⁵, include:

- 6.0m @ 1.99% Li₂0 from 50.4m (~5.4m True Width) in ANDD0247
- 6.4m @ 1.16% Li₂0 from 92.8m (~5.8m True Width) in ANDD0250
- 23.7m @ 1.51% Li₂0 from 76.2m (~19.8m True Width) in ANDD0253
- 20.8m @ 1.70% Li₂0 from 114.3m (~20.3m True Width) in ANDD0262



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² See ASX Announcement dated: 14 July 2023

³ See ASX Announcement dated: 4 August 2023

⁴ See ASX Announcement dated: 21 August 2023

⁵ See ASX Announcement dated: 18 September 2023

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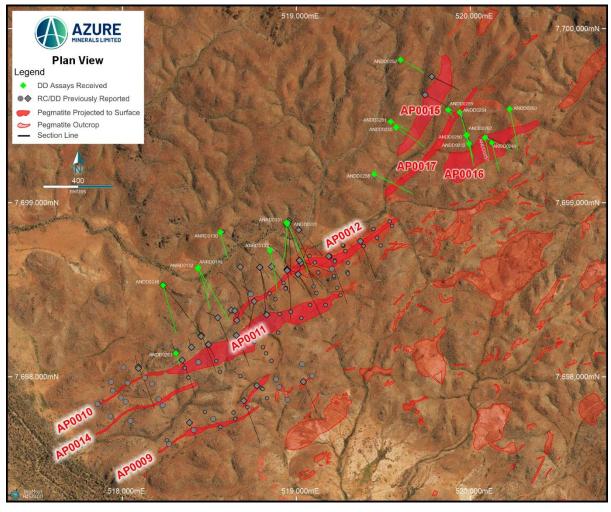


Figure 5: Pegmatite outcrops and drilling at Target Area 1 (AP0010/AP0011 pegmatite) and Target Area 2 (AP0015, AP0016 and AP0017 pegmatites)

Exploration Target

Reflecting these strong drilling results, Azure Minerals announced an Exploration Target for the Andover Lithium Project encompassing Target Areas 1, 2, and 3⁶.

The estimated range of potential mineralisation is:

100 - 240 million tonnes grading at 1.0 - 1.5% Li_2O^* (see Table 1 for details)

*The potential quantity and grade of the Exploration Target is conceptual in nature. There has been insufficient exploration to estimate a Mineral Resource and it is uncertain if further exploration will result in the estimation of a Mineral Resource.

The approximate Exploration Target ranges are listed in Table 1 and locations shown in Figure 1.

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⁶ See ASX Announcement dated: 7 August 2023





Table 1 - Exploration Target for Target Areas 1, 2 and 3 at the Andover Lithium Project

Area	Tonnes Range (Mt)		Li ₂ 0 Range (%)	
	Minimum	Maximum	Minimum	Maximum
Target Area 1 (Includes wireframed AP011)	55	105	1.0	1.5
Target Area 2	20	60	1.0	1.5
Target Area 3	25	75	1.0	1.5
Total Exploration Target	100	240	1.0	1.5

The Exploration Target was based on the interpretation of the geology and mineralisation data that was collated as of 7 August 2023, including:

- 40 diamond core drill holes completed for 13,765m;
- 83 Reverse Circulation (RC) drillholes completed for 16,369m;
- 2,747 drill hole assay results;
- 2,157 density measurements on diamond drill core;
- 899 surface rock chip sampling assay results;
- detailed surface geological mapping and diamond core geological logging;
- detailed drone imagery;
- geophysical datasets including detailed airborne magnetics and radiometrics; and
- wireframing and 3D modelling of the APO011 mineralised body.

The Exploration Target incorporates the wireframed size of the APO11 pegmatite-hosted mineralisation as defined by the drilling, as well as the potential size of pegmatites that have been mapped and sampled at the surface, with limited or no drilling to date.

Notably, the defined Target Areas covered by the Exploration Target form a subset of the Andover pegmatite swarm that extends over an area of 9km (east-west) and up to 5km (northsouth)(see Figure 1).

The Exploration Target does not include prospective geology and targets that the Company has identified outside of these three Target Areas, which have the potential to further increase the overall lithium endowment of the Andover Lithium Project.

Tenements

Azure was granted two new Exploration Licences (EL's), E47/4700 and E47/47017, adding an extra 32km² of ground that is highly prospective for both lithium-rich pegmatites and nickel-coppercobalt sulphide mineralisation. The Andover Project now comprises three granted ELs covering 108km².

In addition to the ELs, four applications have been submitted for Miscellaneous Licences for the purposes of searching for groundwater. One Miscellaneous Licence (L47/1068) was granted and the remainder are expected to be granted in the second half of CY2023.

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⁷ See ASX Announcement dated: 5 July 2023

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CORPORATE

Subsequent to the end of the quarter the focus of this Quarterly Activities Report, on 26 October 2023 Azure announced that the Company had entered into a binding Transaction Implementation Deed with SQM Australia Pty Ltd ("SQM"), a wholly owned subsidiary of Sociedad Química y Minera de Chile S.A., in respect of a recommended transaction pursuant to which SQM will acquire 100% of the shares in Azure by way of a scheme of arrangement for a cash amount of \$3.52 per Azure Share, and a simultaneous conditional off-market takeover offer for a cash amount of \$3.50 per Azure Share should the Scheme not be successful (together, the "Transaction").

For further details regarding the Transaction please refer to Azure's ASX announcement dated 26 October 2023.

CAPITAL

The Company's balance sheet was significantly strengthened during the September quarter and immediately post quarter-end, with Azure Minerals completing a fully underwritten \$120m Placement and \$10m Share Purchase Plan (SPP)8.

The institutional placement for 50 million new fully-paid ordinary shares at an offer price of \$2.40 per New Share received exceptionally strong support, with the offer receiving firm commitments from major institutions and investment funds9.

The Placement was structured in two tranches, with Tranche 1 of the Placement raising approximately \$100 million and Tranche 2 of the Placement, which included the issue of shares subject to shareholder approval, raising approximately \$22 million.

Strong support was received from Azure's major shareholders, SQM and Creasy Group, which each committed to participate pro-rata in the Placement.

The \$10m SPP, which was undertaken at the same price as the Placement, closed early following strong demand¹⁰.

The combined Placement and SPP ensure that Azure is well capitalised to continue exploring and developing its large scale and high-grade Andover lithium project.

Azure is pleased to report a 30 September 2023 cash position of \$111.2 million and upon completion of the Placement and SPP the Company's cash position was \$133.9 million.

During the September quarter, the Company expensed \$10.3995 million on exploration and testwork activities described herein.

Payments to related parties of the entity and their associates totalled \$185,000 and consisted of Executive Service fees of \$110,000 and Director's fees of \$65,000.

-ENDS-



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ABN: 46 106 346 918

⁸ See ASX Announcement dated: 21 August 2023

⁹ See ASX Announcement dated: 22 August 2023

¹⁰ See ASX Announcement dated: 6 September 2023

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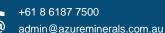
COMPETENT PERSON STATEMENT

Information in this report that relates to previously reported Exploration Results and Exploration Target has been crossed-referenced in this report to the date that it was reported to ASX. Azure Minerals Limited confirms that it is not aware of any new information or data that materially affects information included in the relevant market announcements.











Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity	
Azure Minerals Limited	

ABN 46 106 346 918 Quarter ended ("current quarter")

30 September 2023

Co	nsolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
1	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for	-	-
	(a) exploration & evaluation	(10,995)	(10,995)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(403)	(403)
	(e) administration and corporate costs	(1,140)	(1,140)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	190	190
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other		-
1.9	Net cash from / (used in) operating activities	(12,348)	(12,348)

2	Cash flows from investing activities		
2.1	Payments to acquire:		
	(a) entities	-	-
	(b) tenements	-	
	(c) property, plant and equipment	(400)	(400)
	(d) exploration & evaluation (if capitalised)	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

⁺ See chapter 19 of the ASX Listing Rules for defined terms.



Coı	nsolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other - GST recovered/(paid) on project acquisitions	-	-
2.6	Net cash from / (used in) investing activities	(400)	(400)

3	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	106,353	106,353
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	112	112
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other	-	-
3.10	Net cash from / (used in) financing activities	106,465	106,465

4	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	17,494	17,494
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(12,348)	(12,348)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(400)	(400)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	106,465	106,465
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	111,211	111,211



Consolidated statement of cash flows		Current quarter \$A'000	Previous quarter \$A'000
5	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts		
5.1	Bank balances	30,360	17,398
5.2	Call deposits	80,851	58
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	111,211	17,456

6	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	185
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
Note	if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must i	nclude a

7	Financing facilities Note: the term "facility' includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.	Total facility amount at quarter end \$A'000	Current quarter \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other - Convertible Notes	_	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, in maturity date and whether it is secured or unsecured. If any an entered into or are proposed to be entered into after quarter expressed to be entered into after quarter expressed.	dditional financing fac	cilities have been

entered into or are proposed to be entered into after quarter end, include a note providing details of

those facilities as well.

description of, and an explanation for, such payments.



8	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (Item 1.9)	(12,348)
8.2	(payments for exploration & evaluation classiifed as investing activities)(item	-
8.3	Total relevant outgoings (Item 8.1 + Item 8.2)	(12,348)
8.4	Cash and cash equivalents at quarter end (Item 4.6)	111,211
8.5	Unused finance facilities available at quarter end (Item 7.5)	-
8.6	Total available funding (Item 8.4 + Item 8.5)	111,211
8.7	Estimated quarters of funding available (Item 8.6 divided by Item 8.3)	9.01
0 0	If Itom 9.7 is loss than 2 quarters, please provide answers to the following quest	ions

- 8.8 If Item 8.7 is less than 2 quarters, please provide answers to the following questions:
 - 1. Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: N/A

2. Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: N/A

3. Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: NA



Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 October 2023

Authorised by: Brett Dickson, Company Secretary

Notes

- This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
- If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
- Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
- If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
- If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.



Annexure 1 Schedule of Interests in Mining Tenements

Current					
Project	Mineral	Tenement	Status	Percentage Held	
Barton	All Minerals	E31/1278	Granted	100	
Barton	All Minerals	E31/1280	Granted	100	
Barton	All Minerals	E31/1337	Application	100	
Barton	All Minerals	E31/1338	Application	100	
Barton	All Minerals	E40/393	Granted	100	
Barton	All Minerals	E40/432	Granted	100	
Barton	All Minerals	E40/436	Application	100	
Barton	All Minerals	E40/437	Granted	100	
Barton	All Minerals	E40/438	Granted	100	
Turner River	All Minerals	E45/2573	Application	70	
Turner River	All Minerals	E45/2574	Application	70	
Turner River	All Minerals	E45/6295	Application	70	
Turner River	All Minerals	E45/6296	Application	70	
Turner River	All Minerals	E45/6297	Application	70	
Coongan	All Minerals	E46/1156	Granted	70	
Andover	All Minerals	E47/2481	Granted	60	
Andover	All Minerals	E47/4700	Granted	60	
Andover	All Minerals	E47/4701	Granted	60	
Andover	All Minerals	E47/4761	Application	60	
Andover	All Minerals	E47/4763	Application	60	
Andover	All Minerals	E47/4892	Application	60	
Andover	Search for Groundwater	L47/1066	Application	100	
Andover	Search for Groundwater	L47/1067	Application	100	
Andover	Search for Groundwater	L47/1068	Granted	100	
Andover	Search for Groundwater	L47/1096	Application	100	
Andover	Ground Disturbance	L47/1138	Application	100	

Granted during the period 1 July to 30 September 2023

Project	Mineral	Tenement	Status	Percentage Held
Barton	All Minerals	E40/437	Granted	100
Barton	All Minerals	E40/438	Granted	100
Andover	All Minerals	E47/4701	Granted	60
Andover	Search for Groundwater	L47/1068	Granted	100

Disposed of during the period 1 July to 30 September 2023

Project	Mineral	Tenement	Status	Percentage Held
Barton	All Minerals	E31/1336	Withdrawn	100
Barton	All Minerals	E31/1370	Withdrawn	100