
JUNE 2011 QUARTERLY ACTIVITIES REPORT

29 July 2011

HIGHLIGHTS

PHOSPHATE, NAMIBIA

Sandpiper Project (Minemakers 48.1% Direct and Indirect Interest)

- Mining Licence granted: 2,233km² over most of the 1.6Bt resource.
- Definitive Feasibility Study strongly advanced.
- Further regional infill sampling programme completed.
- Bulk sampling for pilot plant processing metallurgical and marketing studies to be carried out in the September 2011 Quarter.
- Metallurgical and plant design studies progressed.
- Positive initial marketing responses.

Rocky Point Project (Minemakers 70% Interest)

- First sampling programme completed over extensive historic phosphate mineralisation. Assays are awaited.

PHOSPHATE, WONARAH (Minemakers 100%)

- Enabling Study well under way to determine optimal downstream development route for Wonarah, co-ordinated by international fertiliser consultancy, KEMWorks.
- MOU signed with NMDC, India's largest mining company.
- Subject to the Enabling Study, Minemakers and NMDC to negotiate a Joint Venture Agreement for full Wonarah development.
- Drilling has shown continuity of Main Zone mineralisation to north and south and a revised resource estimation will be made in the September 2011 Quarter.

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ROCK PHOSPHATE

THE GLOBAL ROCK PHOSPHATE MARKET AND MINEMAKERS' INTENDED POSITION WITHIN IT: STRONG ADVANCES THIS QUARTER

Phosphate is an essential component in agriculture for which there is no substitute. Minemakers is in the unique position of having two of the world's largest undeveloped phosphate deposits in its portfolio, giving the Company the opportunity to establish itself as a world stature supplier to the global phosphate market and to become involved in downstream processing of higher value phosphate products. The geographic diversity of its intended production centres in the Northern Territory of Australia and in Namibia should enable Minemakers to market and supply to most corners of the agricultural world.

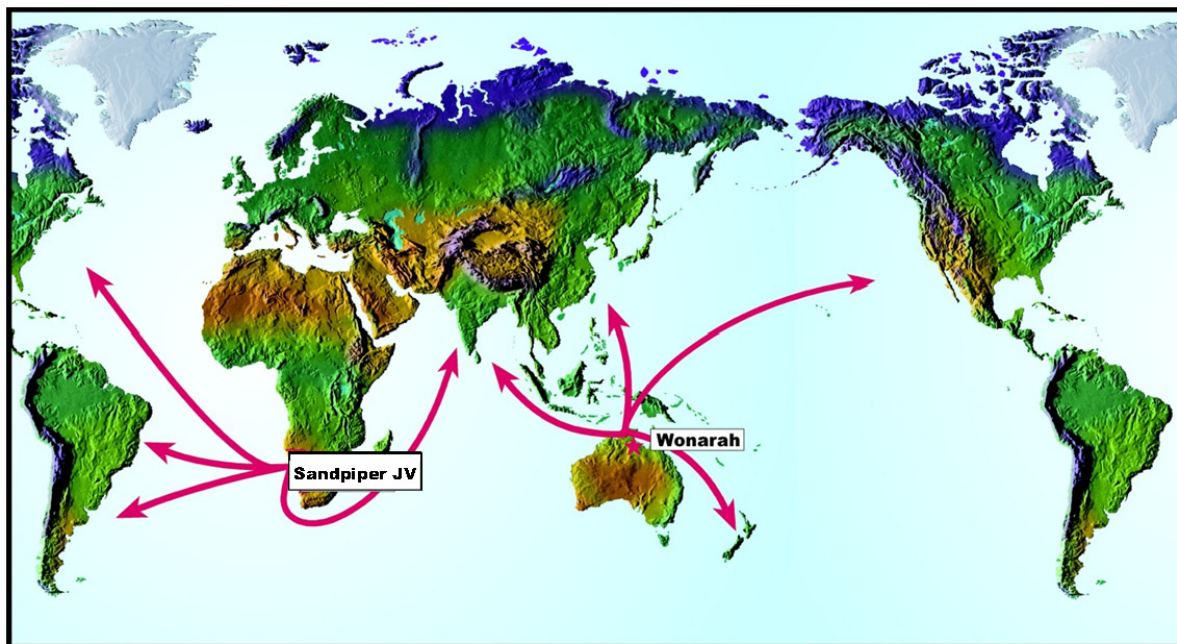


Figure 1: Minemakers' Phosphate Deposits

PRICES

Prices of rock phosphate and phosphate fertilisers have continued to improve during the Quarter and the outlook is very positive, based on supply and demand projections and continuing strength of soft commodity prices. Recent political and environmental troubles in many of the world's producing countries provide focus on supply security and an impetus to develop alternative long term supplies from more secure countries.

Prices for various phosphate products as at 19 July 2011 were as follows:

	US\$
Rock phosphate, FOB Morocco	180-205/t
Phosphoric acid, 100% basis	980-1,165/t
DAP fertiliser, FOB Tampa	650-655/t
TSP fertiliser, FOB Morocco	590-610/t

(Source: Profercy Phosphates & NPK, 19 July 2011)

SANDPIPER MARINE PHOSPHATE PROJECT: OFFSHORE NAMIBIA

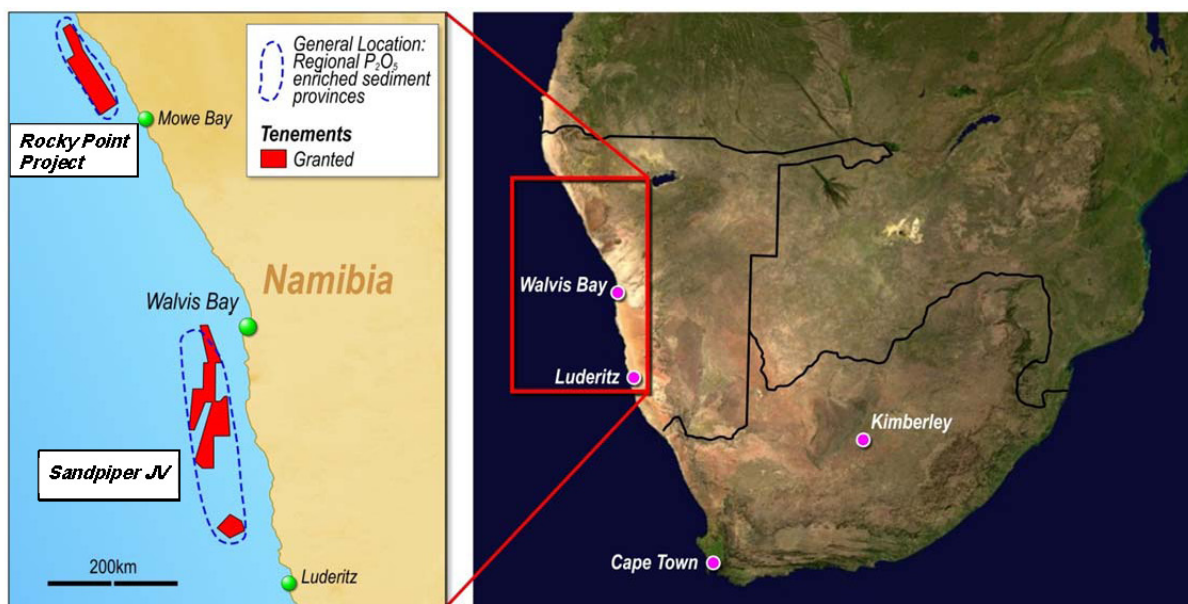


Figure 2: Namibian Marine Phosphate Project Locality

1. MINING LICENCE GRANT

The Sandpiper phosphate project is owned by the Joint Venture Company, Namibian Marine Phosphates Pty Ltd (“NMP”).

NMP is owned by:

Minemakers (Namibia) (Pty) Limited (a wholly-owned subsidiary of Minemakers Limited)	42.5%
Sea Phosphates (Namibia) (Pty) Ltd (a wholly-owned subsidiary of Union Resources Limited)	42.5%
Tungeni Investments cc	15%

Minemakers holds 13.11% equity in Union Resources.

The Notice to Applicant of Preparedness to Grant Mining Licence No. 170 dated 8 July 2011 was received on 13 July 2011 from the Namibian Ministry of Mines and Energy and was accepted by NMP on 14 July 2011.

The issue and acceptance of the Notice is a major step in the advancement of the Sandpiper Phosphate Project and a critical component of the Definitive Feasibility Study.

ML170 has been issued for a period of 20 years from the date of acceptance and covers an area of 2,233km². It has a number of terms and conditions relating to work programmes and obligations, which are standard for Namibian MLs in the marine environment, and NMP believes the terms and conditions are reasonable and satisfactory.

2. DEFINITIVE FEASIBILITY STUDY (“DFS”)

The DFS is on schedule for completion in 1Q 2012.

2.1 Resource Development

Sandpiper already has a very large resource, as follows, and most of it now lies within the granted Mining Licence.

Indicated:	74Mt @ 20.6% P ₂ O ₅
Inferred:	1.5Bt @ 18.6% P ₂ O ₅
Total:	1.6Bt @ 18.8% P₂O₅

(Source: “Updated Estimation of Phosphate Resources for the Sandpiper/Meob Project in EPL3415 and 3323, Namibia”, dated 17 March, 2011)

This resource lies in only the first 2m of seafloor sediment.

The DFS resource development work is ongoing and a regional sampling infill programme over the northern half of the Mining Licence area was recently completed. An additional 81 core samples have been recovered and overall these cores have penetrated deeper than those of the initial coring programme upon which the first Indicated Mineral Resource estimate was compiled.

For the cores done in EPL3414, which forms the bulk of the target development area, the older cores averaged 1.4m penetration and ranged from 0.25 to 2.4m in length. The new cores average 2.28m and range from 1.24 to 3.07m.

Samples have now been submitted for assay. The assay results will be used to provide an upgraded Inferred Mineral Resource estimate.

Initial results from 15 cores are consistent with previous results and within expectations. Sampling will now continue on a work programme designed to upgrade the current Indicated Mineral Resource base within the initial target development area at water depths of <225m.

2.2 Feasibility and Construction Management

NMP expects shortly to announce the appointment of a General Manager, based in Namibia who will be responsible for onsite supervision, coordination and completion of feasibility study activities and then project construction.

2.3 Mine Dredging

The Marine Dredging Study is being carried out by Jan de Nul N.V. of Belgium which is the designated preferred supplier as we progress the DFS and until the dredging works commercial and contractual terms are agreed.

The Marine Dredging Study includes the detailed engineering (for construction of the extended drag head to access the seabed to 225m depth) and construction works. Installation (fitting of the drag head on the vessel Cristobal Colon) will be included in a separate Dredging Works Contract. The engineering works include the detailed engineering, and a Deepwater Dredging Feasibility Study to access seabed sediments to a depth of 275m. The Marine Dredging Study will be completed in late 2011.

2.4 Bulk Sampling/Trial Mining System

The detailed design for the bulk sampling/test mining system ("BSTMS") has been completed by Triton Naval Architects of Cape Town, South Africa and the fabrication contracts have been issued. Construction is now in progress to enable the bulk sample to be delivered to MINTEK for the Pilot testwork. The BSTMS system, once constructed, will be installed and mobilised from Cape Town and then exported to Namibia to complete sampling/test mining as required. Sea operations are expected to begin around the end of August 2011.

The BSTMS is designed as a modular system that can be used from any vessel with a suitable open back deck and load capacity to ensure maximum flexibility for system utilisation. The BSTMS will have capacity to recover phosphate ore from the seabed using a 2m³ grab to accumulate quantities varying from a few hundreds to a few thousand tonnes of material: this will satisfy requirements to provide samples for the DFS as well as the marketing programme and also to complete trial mining operations.

2.5 Beneficiation and Process Plant Design

Bateman Advanced Technologies Limited is the lead project consultant. It is also progressing the Beneficiation Study and Process Plant Design for the DFS which includes five phases of work:

- Phase 1* Laboratory testwork to confirm process parameters
- Phase 2* Supervision of Pilot testwork to produce a bulk concentrate for marketing and design input
- Phase 3* Basic Engineering for the Process Plant
- Phase 4* Front End Engineering Design for the Process Plant
- Phase 5* Compilation of a Definitive Feasibility Study

An 800kg ore sample from the project area has been delivered to Bateman at its laboratory in Israel to complete Phase 1. For the Phase 2 Pilot testwork, a 150 tonne ore sample will be recovered and delivered to MINTEK, which is a specialist in mineral and metallurgical technology and is based at Randburg, South Africa, to complete the beneficiation pilot study and produce the bulk concentrate.

It is envisaged that the MINTEK Pilot Plant facilities will be used to produce larger volumes of phosphate concentrate to facilitate any requirements for full plant process trials by potential off-take candidates for their production of phosphoric acid or related fertiliser products.

2.6 Product Marketing

The International Fertiliser Association held its annual conference in Montreal, Canada in late June 2011 and NMP and its technical consultant attended to commence the marketing of the concentrated product to the end users in the fertiliser industry. A number of meetings were held with positive feedback. As a consequence, NMP has been requested to provide initial concentrate samples from the Bateman Phase 1 testwork to various potential customers for testing. After the completion of the Pilot Study at MINTEK, NMP will have approximately 70 tonnes of concentrate available and can then provide larger bulk marketing samples.

The market focus for use of the Sandpiper phosphate concentrate product, or “Namphos” concentrate, is as follows:

- Direct application product – recent tests by Bateman on concentrate characteristics have indicated that it is a highly reactive rock concentrate and should be suitable for direct application in appropriate soil and climate conditions.
- Single super phosphate (“SSP”) – Bateman has completed the testwork on the suitability of the rock to be used in SSP, the results of which were positive.
- Rock phosphate – as set out in the Scoping Study, the concentration of the initial ore grade from 18% - 20% P₂O₅ up to 26% - 28% P₂O₅ has been shown to be potentially viable for the production of phosphoric acid.

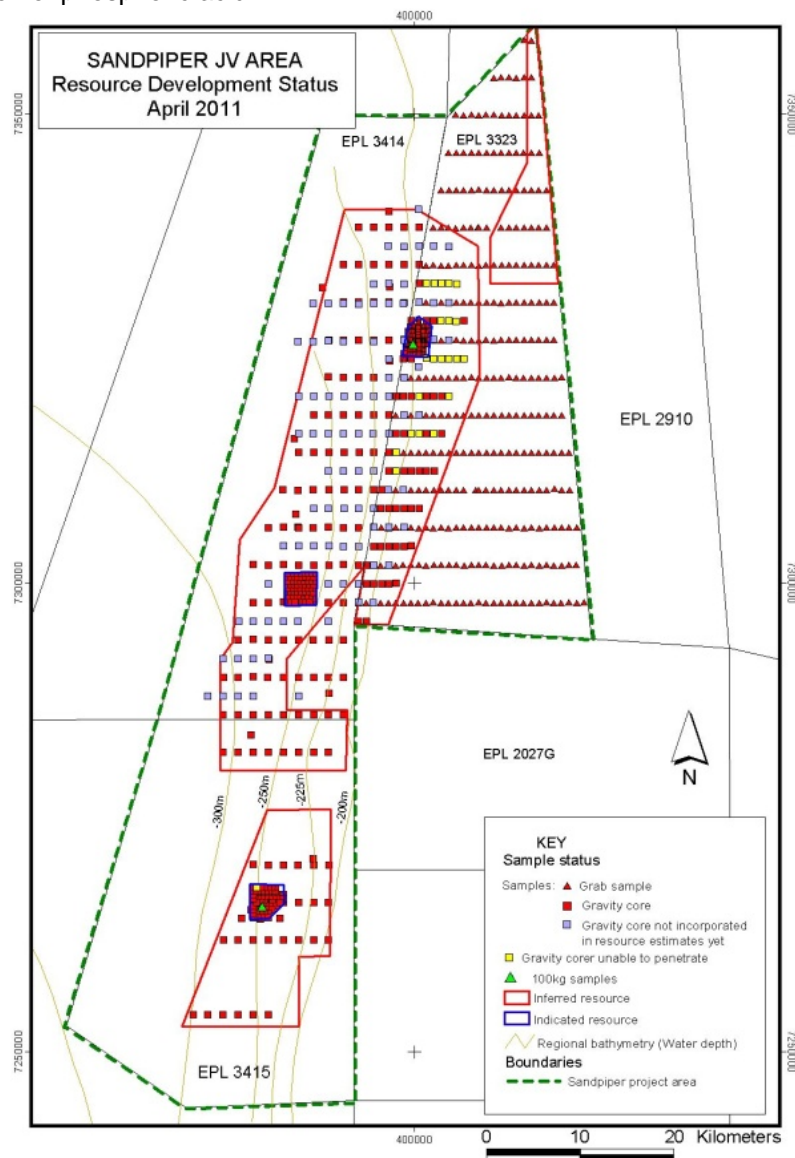


Figure 3

ROCKY POINT PROJECT: OFFSHORE NAMIBIA

The Rocky Point project area covers the second regionally mapped zone of marine phosphate concentration on the Namibian continental shelf. It lies some 400km north of the Sandpiper project (Figure 2). The target is covered by four Exclusive Exploration Licences (“EPLs”) which are held in the joint venture company, Minemakers Tungeni Joint Venture Exploration (Pty) Ltd (“MMTJV”) which is owned by Minemakers (70% equity) and our Namibian partner, Tungeni Investments cc (30% equity). The EPLs cover a strike length of some 180km incorporating the major part of the regional phosphatic mineralisation zone as determined by historic sampling (Figure 4). MMTJV has granted a right of first refusal to Namibian Marine Phosphates (Pty) Ltd (see Sandpiper Project) to acquire the Rocky Point Project subject to terms as defined in the Shareholders Agreement.

The first pass grab sampling programme of 143 samples has been completed from a planned 155 sites and has covered most of the historically sampled areas. Pelletal phosphate has been visually observed. Assays are awaited and will be reported upon in due course.

A second sampling phase will begin shortly using a gravity coring system which will allow a greater depth penetration into the phosphatic sediments which lie on the seabed. Depending on continuity of mineralisation, it is hoped that it will prove possible for an initial JORC and N43-101 compliant estimate of Inferred Mineral Resources to be made.

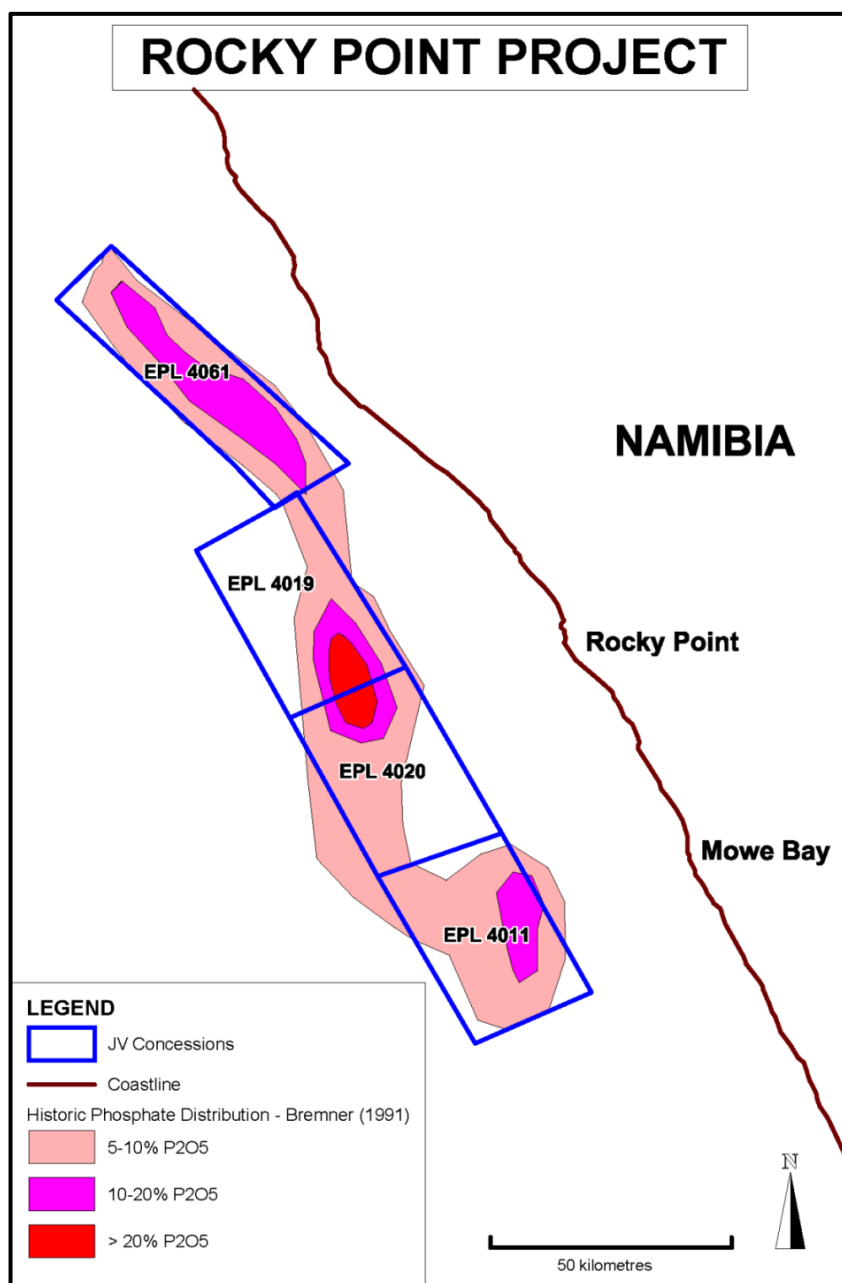


Figure 4

WONARAH ROCK PHOSPHATE PROJECT, NORTHERN TERRITORY (100% Equity)

The Wonarah Project was strongly advanced during the Quarter.

1. DEVELOPMENT PLANNING

As previously announced, the Company intends to maximise the opportunity for its shareholders by producing both rock phosphate and fertilisers. It has engaged KEMWorks, an international consultancy specialising in this field, to work with Minemakers' management in the determination of an optimal development route.

This planning is to cover magnitude of production, range of intended products, and preferred manufacturing centres for the downstream products. This Enabling Study report is due for completion during the September 2011 Quarter.

Site visits have been undertaken and data transferred to KEMWorks' office in Florida.

2. PROJECT FINANCING

Shareholders were advised on 24 May 2011 that Minemakers and Verte Group Ltd had agreed to an early termination of the agreement between the two companies concerning facilitation of pre-EPC and EPC Asian investment in Minemakers to fund development of Wonarah.



Figure 5

On 1 June 2011, Minemakers further advised that it had signed a non-binding Memorandum of Understanding (“MOU”) with Bombay Stock Exchange listed NMDC Limited (BSE Symbol: NMDC; market capitalisation AU\$21 Billion) to establish a pathway for the development of Wonarah.

Under the MOU, relevant NMDC management and staff would join the Minemakers team to undertake an Enabling Study into the agreed aspects of the full development of Wonarah. It is intended that the initial Enabling Study will support Minemakers and NMDC signing a full Joint Venture Agreement (“JVA”) governing the financing and development of Wonarah and the downstream fertiliser manufacturing facilities.

The general terms of the JVA are anticipated to include:

- NMDC to acquire 50% equity in the Wonarah Project.
- NMDC will have responsibility for arranging project finance for the full development of Wonarah, by way of debt finance.
- Repayment by NMDC to Minemakers of certain project and other costs already incurred on the Wonarah project to date.

In anticipation of a positive result of that Enabling Study, Minemakers has commenced preparation of the proposed JVA and other related Agreements.

3. MINESITE OPTIMISATION

The extraordinary wet season at Wonarah finally came to an end and drilling, which had been deferred since October 2010, was resumed during June.

A target area for possible shallow mineralisation in the northwest area of the project area is still inaccessible and so attention has been directed to characterising the northerly extent of the Main Zone to the north of the Barkly Highway. Interestingly, this is the original discovery area by government geologists in the 1960s.

Initial assay results are very encouraging (*Figure 6*). A large area with sparse previous drilling is also being infilled along the southern edge of the Main Zone. The overall aim is to choose the best economic site for the initial mining operation for material to be treated in a beneficiation plant. Minemakers is targeting mineralisation at an 18 to 20% grade. In view of the assay results being received so far, a significant increase in the relevant mineral resource estimate position appears likely in due course.

At a 10% P₂O₅ cut-off, the better mineralisation to date is presented in the following Table and hole positions are shown in *Figure 6*. All assays have been downloaded to the Company website, www.minemakers.com.au. The potential quantities and grades disclosed herein with respect to the drilling results at Wonarah are conceptual in nature. There has been insufficient exploration at Wonarah to define an updated mineral resource estimation for Wonarah and it is uncertain if further exploration will result in the targets being delineated as an updated mineral resource for Wonarah.

Hole Number	Depth		Interval (m)	P ₂ O ₅ Assay %
	From (m)	To (m)		
WNRC 1599	48	51	3	27.9
WNRC 1600	38	45	7	21.2
WNRC 1601	36	42	6	24.8
WNRC 1604	37	44	7	27.8
WNRC 1608	42	45	3	22.3
WNRC 1623	53	57	4	26.4
WNRC 1624	40	45	5	22.7
WNRC 1625	48	59	11	17.2
WNRC 1628	33	41	8	33.3
WNRC 1630	38	44	6	30.6
WNRC 1635	29	40	11	24.5
WNRC 1639	33	39	6	20.0
WNRC 1640	38	44	6	20.3
WNRC 1641	31	34	3	26.5
WNRC 1643	47	50	3	29.1
WNRC 1645	43	48	5	30.4
	54	56	2	30.4
WNRC 1648	45	48	3	28.6
WNRC 1649	44	49	5	26.7
WNRC 1652	50	57	7	34.3
WNRC 1656	47	54	7	26.4
	61	63	2	30.1
WNRC 1657	60	62	2	28.3

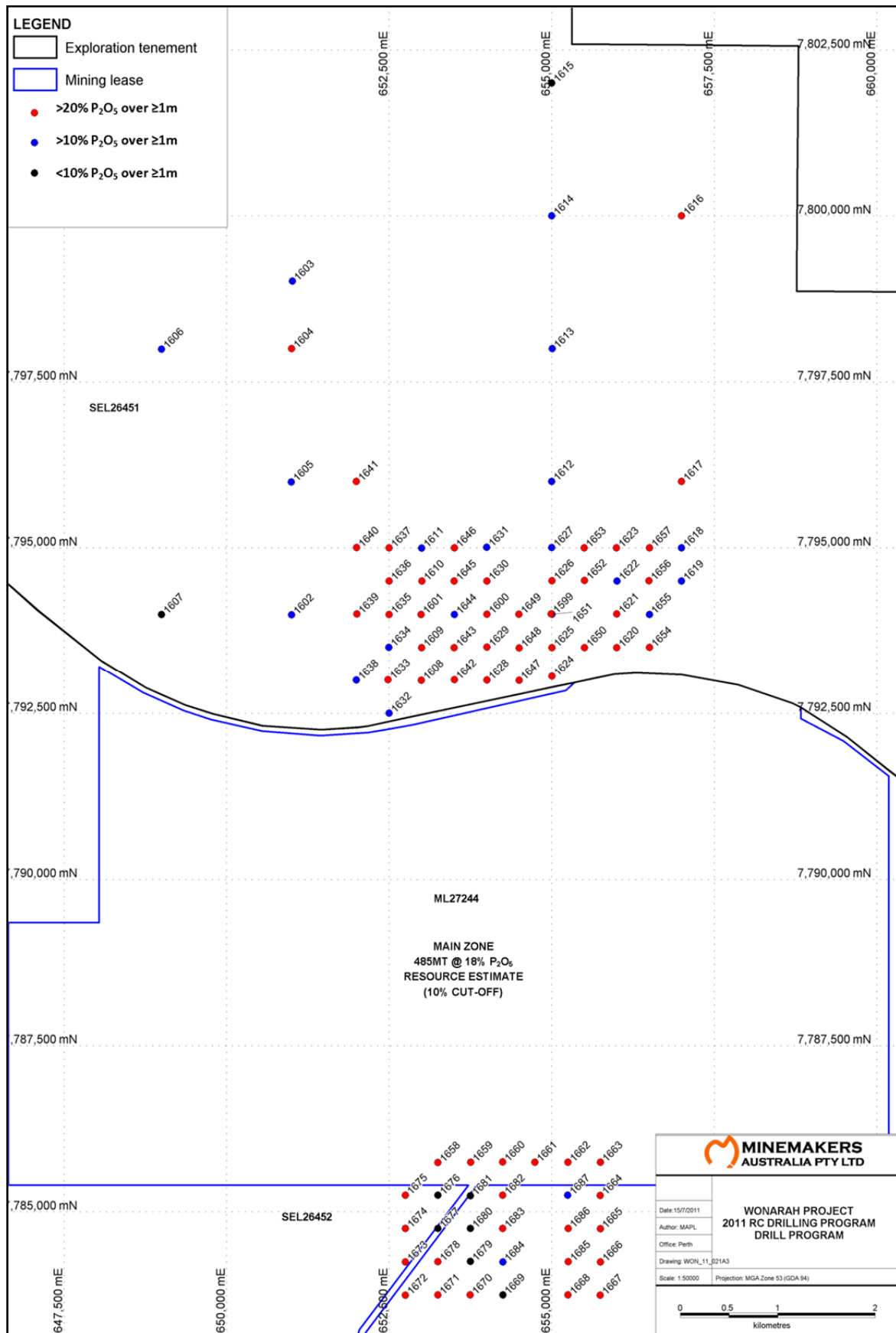


Figure 6: 2011 RC Drilling Programme

TIN, TUNGSTEN & FLUORSPAR – THE TNT MINES LIMITED DEMERGER

1. FLOAT PROGRESS

The demerger of TNT Mines Limited (“TNT”) from Minemakers Limited was effected on 19 July 2011 by the in-specie distribution of some 50 million shares in TNT to Minemakers shareholders as at the record date of 14 July 2011.

Holding statements for TNT shares were despatched to such Minemakers shareholders on 22 July 2011.

Minemakers now holds some 20% of the total issued share capital of TNT.

The anticipated Initial Public Offering (“IPO”) and listing of TNT on the ASX was scheduled to occur during the June 2011 Quarter but has been deferred due to the current state of the equity markets. TNT has completed preparation of a draft Prospectus which will enable further timely progress on the IPO and ASX listing when market conditions improve.

Minemakers is awaiting a Class Ruling from the Australian Taxation Office following a submission and lengthy period of consultation. If a favourable Class Ruling is obtained, Minemakers and its shareholders who have participated in the TNT demerger will not be subject to any Capital Gains Tax liability arising out of the demerger.

2. PROJECT PROGRESS

2.1 Ringarooma Bay

Modelling of past data, identification of preferred marine sampling and geophysical systems, sourcing appropriate contractors to test for extensions to, and validation of, the current up to 48,000t tin resource estimate position has been carried out.

2.2 Oonah

Diamond drilling of this silver project will begin in August after extensive 3-D modelling has been completed.

2.3 Great Pyramid and Anchor

All assays have been entered into a database, and 3-D modelling is complete so far for Great Pyramid.

2.4 Aberfoyle, Storey’s Creek and Lutwyche

All data is being reviewed to determine the potential for a “superpit” development.



Figure 7: Tin Price (Source: LME)

PORT KEATS SALT

(100% Equity)

No work done.

WEST SOUTHDOWN

(80% Equity)

Minemakers aims to deal on this project so as to focus on phosphate. Interest has been shown from several parties.

GOLD – CONVERTIBLE NOTE INVESTMENT IN BCD RESOURCES NL

BCD Resources NL owns the Tasmania mine at Beaconsfield, Tasmania. Beaconsfield also has very promising gold and copper deposits in western Victoria, which are at pre-development stage and which may be separately listed as Eagle Copper Limited.

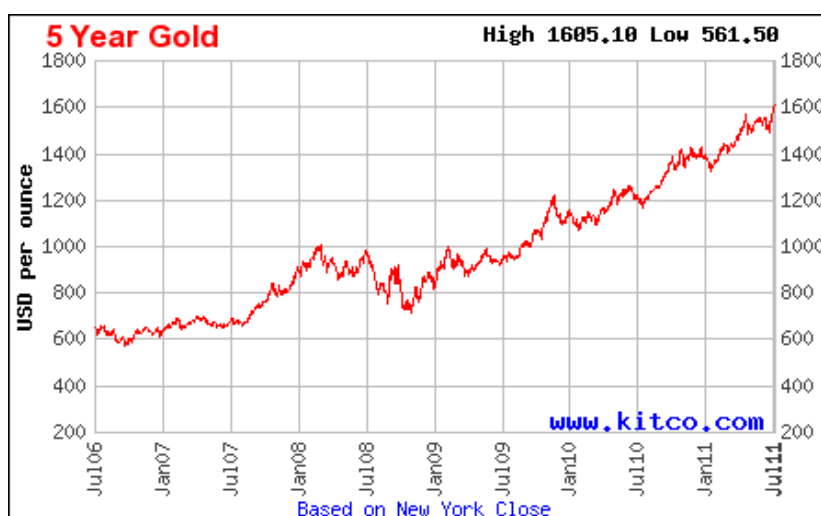


Figure 8: Five Year Gold Price Chart (Source: Kitco)

Minemakers loaned \$8.5M to BCD and this has been replaced by 850 million convertible notes earning a 20% coupon and which expire in February 2012. The convertible notes are backed by a first charge over all the assets of BCD.

For more detail on the mine performance, shareholders are referred to the BCD June Quarterly Report.

Andrew Drummond
Managing Director

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Andrew Drummond, who is Managing Director of the Company and a Fellow of The Australian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Drummond has sufficient experience deemed relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' and a 'Qualified Person' as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI43-101"). Mr Drummond consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

With respect to the JORC, Clause 18, and in respect of some targets the potential quantity and grade of them are conceptual in nature, and there may have been insufficient exploration to date to define a Mineral Resource and is uncertainty if further exploration would result in the determination of a Mineral Resource.

For further information regarding the Sandpiper Marine Phosphate Programme, please refer to Minemakers' NI43-101 compliant technical report entitled "Updated Estimation of Phosphate Resources for the Sandpiper/Meob Project in EPLs 3415 and 3323, Namibia", dated March 11, 2011 and available on SEDAR at www.sedar.com.

For further information on Wonarah, please refer to Minemakers' NI43-101 compliant technical report entitled "Technical Report Mineral Reserve Estimation for Wonarah Phosphate Project, Northern Territory, Australia", dated September 2010 and available on SEDAR at www.sedar.com.

Cautionary Statement Regarding Forward-Looking Information

All statements, trend analysis and other information contained in this report relative to markets for Minemakers' trends in resources, recoveries, production and anticipated expense levels, as well as other statements about anticipated future events or results constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Minemakers does not undertake any obligation to update forward-looking statements even if circumstances or management's estimates or opinions should change. Investors should not place undue reliance on forward-looking statements.