



**ABN 48 116 296 541**

**NOTICE OF GENERAL MEETING  
AND  
EXPLANATORY STATEMENT  
AND  
MANAGEMENT INFORMATION CIRCULAR  
AND  
PROXY FORM**

**in respect of a  
GENERAL MEETING OF SHAREHOLDERS**

**to be held at 10:00 a.m. (WST) on 17 August 2011**

**As at and dated 4 July 2011**

**IMPORTANT INFORMATION**

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

**MINEMAKERS LIMITED**  
**ABN 48 116 296 541**

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a General Meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of ordinary shares of Minemakers Limited ABN 48 116 296 541 (the “**Company**”) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 17 August 2011 at 10:00 a.m. WST for the purpose of transacting the following business, in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

**Resolution 1 - Share Placement Facility**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, the directors be authorised to issue and allot up to 50,000,000 ordinary fully paid shares in the capital of the Company at an issue price of not less than 80% of the average market price of the Company’s shares (calculated over the 5 days on which sales of shares were recorded before the day on which the issue is made), with such shares to be issued to such persons as the directors in their absolute discretion may determine and otherwise upon the terms set out in the Notice of General Meeting and Explanatory Statement.”*

**Short Explanation:** Approval is sought under Listing Rule 7.1 to allow the Company to allot and issue up to 50,000,000 ordinary fully paid shares in the capital of the Company at an issue price of not less than 80% of the average market price of the Company’s shares. Please refer to the Explanatory Statement for details.

***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 proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their associates. However, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides*

**MINEMAKERS LIMITED**  
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***Other Business***

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

For the purposes of Resolution 1 and as detailed in the Explanatory Statement, the following definitions apply:

"**Annual Report**" means the annual report of the Company for the year ended 30 June 2010;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Company**" means Minemakers Limited ABN 48 116 296 541;

"**Constitution**" means the Company's constitution, as amended from time to time;

"**Corporations Act**" means *Corporations Act 2001* (Cth);

"**Directors**" means the Directors of the Company;

"**Explanatory Statement**" means the explanatory statement accompanying this Notice;

"**Listing Rules**" means the Listing Rules of the ASX;

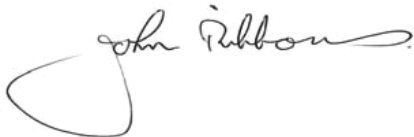
"**Notice**" means this Notice of General Meeting;

"**Resolution**" means a resolution contained in this Notice;

"**Shares**" means fully paid ordinary shares in the capital of the Company; and

"**WST**" means Australian Western Standard Time.

**By order of the Board**



**John Ribbons**  
**Company Secretary**  
**Dated: 4 July 2011**

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**MINEMAKERS LIMITED**  
**Notice of General Meeting**

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Shareholders are referred to the Explanatory Statement and Management Information Circular for more information with respect to the matters to be considered at the Meeting.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in accordance with its instructions and in accordance with the following:

1. in respect of Shareholders registered on the Company's Australian share register, prior to 10:00 a.m. WST on 15 August 2011 by:
  - (i) facsimile, to the Company at (08) 9389 2199 (International +61 8 9389 2199) or to Computershare Investor Services Pty Ltd at 1 800 783 447 (International: +61 3 9473 2555); or
  - (ii) delivery, to Computershare Investor Services Pty Ltd at Level 2, 45 St George's Terrace, Perth, Western Australia 6000; or
  - (iii) mail, to Computershare Investor Services Pty Ltd at GPO Box 242, Melbourne, Victoria, 3001 (reply paid envelope).
  
2. in respect of Shareholders registered on the Company's Canadian register, not later than 48 hours prior to the Meeting, or any adjournment thereof (excluding Saturdays, Sundays and holidays) by mail to Computershare Investor Services Inc, at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 or by facsimile at 1 866 249 7775.

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

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**MINEMAKERS LIMITED**  
**ABN 48 116 296 541**

**EXPLANATORY STATEMENT AND MANAGEMENT INFORMATION CIRCULAR**

This Explanatory Statement and Management Information Circular is furnished in connection with the solicitation of proxies by Minemakers Limited (“**Minemakers**” or the “**Company**”) for use at the General Meeting of the holders of the ordinary shares of the Company (the “**Shareholders**”) to be held on 17 August 2011 at 10:00 a.m. WST, and any adjournment thereof (the “**Meeting**”), at the place and for the purposes set forth in the accompanying Notice of Meeting.

**EXPLANATORY STATEMENT**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the matters set forth in the notice of meeting attached hereto (the “**Notice**”) for approval at the Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision regarding the matters set forth in the Notice.

**Resolution 1 - Share Placement Facility**

Resolution 1 seeks the approval of Shareholders for a share placement facility of up to 50,000,000 ordinary fully paid shares, which the directors may utilise to raise additional working capital for the Company.

The Directors believe that it is prudent for the Company to have a share placement facility available so that additional equity funds can be raised if considered necessary. If not utilised, the facility would lapse 3 months after the date of the Meeting.

ASX Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its issued capital in any 12 month period, without the prior approval of its shareholders (subject to certain exceptions). Accordingly, shareholder approval is being sought under Listing Rule 7.1 for the issue of up to 50,000,000 Shares. In accordance with ASX Listing Rule 7.3 the following information is provided to Shareholders:

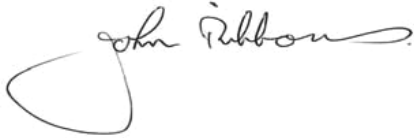
- a) the maximum number of securities that may be issued under Resolution 1 is 50,000,000 fully paid shares;
  - b) any Shares issued in accordance with Resolution 1 will be issued and allotted within 3 months from the date of the Meeting (or such later date as approved by ASX);
  - c) the Shares will be issued at a price which is not less than 80% of the average market price of the Company’s shares, calculated over the 5 days on which sales in the Company’s Shares were recorded on ASX before the day on which the issue is made;
  - d) as at the date of this notice of meeting there has been no decision by the Directors to issue any Shares. Accordingly, the names of any allottees or proposed allottees are not known, however any issue will be restricted to sophisticated and professional investors. No Shares will be issued to Directors or other related parties;
  - e) any Shares issued pursuant to Resolution 1 will rank equally in all respects with existing ordinary fully paid shares on issue in the Company;
  - f) funds raised by the issue of any Shares will be used as additional working capital for the Company to continue to advance its 100% owned Wonarah Phosphate Project; and
  - g) it is intended that Shares will be allotted on one date.
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**MANAGEMENT INFORMATION CIRCULAR**

**The Company is a reporting issuer in certain jurisdictions in Canada but is eligible for an exemption from certain Canadian rules, including in relation to certain proxy, proxy solicitation and disclosure requirements, pursuant to National Instrument 71-102 as a "designated foreign issuer". The Company is subject to the regulatory requirements of the ASX.**

The Board of Directors has established the close of business on the 14th day of July, 2011 as the date to determine which shareholders are entitled to receive a copy of these meeting materials pursuant to National Instrument 54-101 of the Canadian Securities Administrators.

**By Order of the Board of Directors**

A handwritten signature in black ink, appearing to read "John Ribbons". The signature is written in a cursive style with a large, looped initial "J".

**John Ribbons**  
**Company Secretary**


**Dated: 4 July 2011**

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000001 000 MAK  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Lodge your vote:**

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**

 **For your vote to be effective it must be received by 10.00am (WST) Monday 15 August 2011**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

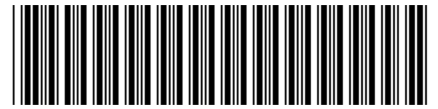
**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Minemakers Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Minemakers Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 17 August 2011 at 10.00am (WST) and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Share Placement Facility

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
|  | For                      | Against                  | Abstain                  |
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /

MAK

999999A

Computershare +