

MINEMAKERS LIMITED
ABN 48 116 296 541

NOTICE OF ANNUAL GENERAL MEETING
PROXY FORM
AND
EXPLANATORY MEMORANDUM

Date of Meeting
14 February 2007

Time of Meeting
10:00 am

Place of Meeting
Boardroom
Level 3
46 Ord Street
WEST PERTH WA

MINEMAKERS LIMITED
ABN 48 116 296 541
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2006 Annual General Meeting of shareholders of Minemakers Limited ("**Company**") will be held at the Boardroom, Level 3, 46 Ord Street, West Perth WA on 14 February 2007 at 10:00 am for the purpose of transacting the following Business.

ORDINARY BUSINESS

2006 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2006, consisting of the Annual Financial Report, the Directors' Report and Auditor's Report.

Resolution 1 – Re-election of Dennis Wilkins as a Director

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

"That Dennis Wilkins having retired as a director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election be re-elected a director of the Company."

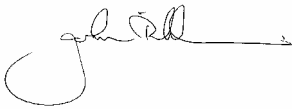
Pursuant to the Company's Constitution, one-third of the directors of the Company (other than the managing director) must retire at each Annual General Meeting and being eligible may offer themselves for re-election.
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Resolution 2 – Change of Auditor

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

"To appoint Rix Levy Fowler as the Company's auditors to replace Stanton Partners who retire at this meeting. Rix Levy Fowler have been nominated for appointment and have consented to act as auditors."

By order of the Board



John Ribbons
Company Secretary
Date: 14 December 2006

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders in Minemakers Limited ABN 48 116 296 541 (“**Company**”) with sufficient information to assess the merits of Resolution 2 contained in the Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to Resolution 2.

The following information should be noted in respect of the various matters contained in the Notice of Annual General Meeting:

Resolution 2 – Change of Auditor

The Directors consider it prudent to change the Group's auditors from Stanton Partners to Rix Levy Fowler.

The Company has received a nomination from a shareholder nominating Rix Levy Fowler as the company's auditors.

The Board of the Company unanimously recommends that shareholders vote to change auditors.

Mr Steven John Burgess
PO Box 1153
WEST PERTH WA 6872

14 December 2006


The Board of Directors
Minemakers Limited
PO Box 1153
WEST PERTH WA 6872

Dear Sirs

CHANGE OF AUDITOR

For the purpose of Section 328(1) of the Corporations Act 2001, I Steven John Burgess being a member of Minemakers Limited hereby nominate Rix Levy Fowler as auditor of the company at the Annual General Meeting to be held on 14 February 2007.

Yours faithfully

A handwritten signature in black ink, appearing to be 'SJB', written over a horizontal line.

STEVEN JOHN BURGESS

MINEMAKERS LIMITED

**ABN 48 116 296 541
PROXY FORM**

The Company Secretary
Minemakers Limited
Level 1
46 Ord Street
WEST PERTH WA 6005

Facsimile: +9264 7099

I/We (name of shareholder)
of (address)
being a member/members of Minemakers 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 Annual General Meeting of the Company to be held on 14 February 2007 and at any adjournment of the meeting.

PROXY INSTRUCTIONS

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.

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 both resolutions.



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 – Re-Election of Dennis Wilkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

<p><i>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</i></p>
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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 Annual 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 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 Annual General Meeting **that is by 10:00 am WST on 12 February 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 any of the resolutions 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.