



No. 1

- ▲ *Examining stockwork tungsten/tin mineralisation near an old adit at the Storey's Creek Project.*
- ▶ *Historical photograph of the Anchor Tin Mill.*



Minemakers Limited

Details of the Offer

1.1 Description of the Offer

Minemakers invites investors to subscribe for up to 25,000,000 Shares in the Company each at an issue price of 20 cents to raise up to \$5,000,000 before expenses of the Offer. Each two Shares will have one free attached Listed Option. The Listed Options have an exercise price of 30 cents and each will expire on 31 December 2008.

All Shares issued pursuant to this Prospectus will be issued as fully paid and will rank equally in all respects with the Shares already on issue. The Offer is open to public investors. Applications must be made on an Application Form attached to this Prospectus.

Further details of the Offer are in Section 1.7.

1.2 Purpose of the Offer

The purpose of this Offer is to provide Minemakers with funding to:

- drill and evaluate prioritised projects, and
- begin feasibility studies.

1.3 Forecast Financial Information

Minemakers will use the funds received from the Offer to begin evaluation of its mineral interests. Given the speculative nature of evaluation, development, and future commodity price predictions, there are significant uncertainties associated with forecasting future revenues and expenses. On this basis the Directors believe, in accordance with ASIC Policy Statement 170, that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

1.4 Minimum Subscription

The minimum subscription is \$3,000,000. In accordance with the Corporations Act, no Shares will be allotted by the Company until the minimum subscription has been subscribed. If the minimum subscription is not achieved within four months after the date of this Prospectus, the Company will either repay the Application Monies to the Applicants or issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application Monies.

1.5 No Oversubscriptions

The Company does not intend to accept oversubscriptions.

1.6 Indicative Dates

Opening Date	21st August 2006
Closing Date of the Offer	15th September 2006
Despatch of Holding Statements	22nd September 2006
Anticipated Listing Date	10 days after Closing

These dates are indicative only and may vary. The Company reserves the right to vary the opening and closing dates of the Offer without prior notice. Applicants are encouraged to apply as soon as possible after the Offer opens as the Offer may close earlier than the date specified above. The Company also reserves the right not to continue with the Offer at any time before the allotment of Shares to Applicants.

1.7 Applications for Shares

If you wish to participate in the Offer, you must complete the Application Form enclosed with this Prospectus.

Applicants may apply for a minimum parcel of 10,000 Shares representing a minimum investment of \$2,000. Applicants requiring additional Shares must apply for Shares in multiples of 2,500 Shares (equivalent to \$500) thereafter.

Applications for less than the minimum application of 10,000 Shares (equivalent to \$2,000) will not be accepted.

1.8 Lodgment of Application Forms

All completed Application Forms must be lodged at the Company's share registry on or before the relevant Closing Date:

by post to

Minemakers Limited
c/- Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

or delivered to

Minemakers Limited
c/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

No brokerage or stamp duty is payable by Applicants in respect of their applications for Shares under this Prospectus. The amount payable on application will not vary during the period of the Offer and no further amount is payable on allotment.

Applications must be accompanied by payment in full in Australian currency of \$0.20 for each Share applied for. Payment must be by way of cheque or bank draft drawn on and payable on an Australian bank and should be made payable to "Minemakers Limited – Float Account" and crossed 'Not Negotiable'.

Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus.

A duly completed and lodged Application Form will constitute an offer by the Applicant to subscribe for the number of Shares applied for pursuant to that form.

1.9 Allocation

The Company retains an absolute discretion in allocating Shares under the Offer and reserves the right to allot to an Applicant a lesser number of Shares than the number for which the Applicant applies, or to reject an Application. If the number of Shares allotted is fewer than the number applied for, surplus Application Money will be refunded without interest. The acceptance of Applications and the allocation of Shares are at the absolute discretion of the Directors.

The Company will not be liable to any person not allocated Shares.

1.10 Application Monies held in Trust

All Application Monies will be held in trust in a subscription account until allotment. The subscription account will be established and kept by the Company on behalf of the Applicants.

All interest earned on all Application Monies (including those which do not result in allotments of Shares) will be retained by the Company.

1.11 Australian Stock Exchange Listing

Application will be made by the Company to ASX, within seven days after the date of this Prospectus, for the Company to be admitted to the Official List of ASX and for admission of the Shares and Listed Options offered pursuant to this Prospectus to quotation on ASX. If the Company is not admitted to the Official List of ASX and the Shares and Listed Options not admitted to quotation within three months after the date of this Prospectus, all Application Monies will be refunded without interest. ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to its Official List is not to be taken in any way as an indication of the merits of the Company or the Securities offered pursuant to this Prospectus.

1.12 CHESS

The Company proposes participating in the Clearing House Electronic Subregister System ("CHESS"), operated by ASX Settlement and Transfer Corporation Pty Ltd ("ASTC") a wholly owned subsidiary of ASX, in accordance with the Listing Rules and SCH Business Rules.

Under this system, the Company will not issue certificates to investors. Instead, Shareholders will receive a statement of their holdings in the Company. If an investor is broker-sponsored, the ASTC will send them a CHESS statement.

The CHESSE statement will set out the number of Securities allotted to each holder under the Prospectus, give details of the Shareholder's Holder Identification Number and give the Participant Identification Number of the sponsor.

If you are registered on the Issuer Sponsored Subregister, your statement will be dispatched by the share registry and will contain the number of Securities allotted under the Prospectus and the Shareholder's Securityholder Reference Number.

A CHESSE statement or Issuer Sponsored Statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. A Shareholder may request a statement at any other time, however a charge may be made for additional statements.

1.13 Restricted Securities

Pursuant to ASX Listing Rules, Securities issued to founders, promoters and vendors of classified assets may have escrow restrictions placed on them. Such securities may be required to be held in escrow for up to 24 months and may not be transferred, assigned or otherwise disposed of during that period.

1.14 Risk Factors

You should read all of this Prospectus, including Section 5 relating to "Risk Factors" before making any decision to invest. Investment in the Shares should be considered as speculative and is not suitable as an investment for investors who require security of capital or income. You may wish to consult professional advisers before investing.

Any information or representation that is not contained in this Prospectus should not be relied upon as having been authorised by the Company or the Board of the Company. No person is authorised to give any information or make any representation in relation to the Offer which is not contained in this Prospectus.

1.15 Overseas Investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares, or the Offer, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia.

The Offer pursuant to an Electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia.

1.16 Commission

The Company will pay a maximum fee of 5% of the amount subscribed for (and accepted by the Company) to any holders of a Financial Services Licence in respect of Application Forms bearing their stamp. The Company will also at the Directors' discretion:

- (a) grant Listed Options to share brokers whose clients participate in the Offer; and
- (b) pay a fee of \$100 to share brokers for each application bearing their stamp and accepted by the Company resulting in a new Shareholder.

The maximum number of Listed Options to be granted will be 4,500,000. ASX may classify Listed Options granted to share brokers as restricted Securities.

1.17 Taxation Implications

The Directors do not consider that it is appropriate to give persons advice regarding the taxation consequences of subscribing for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to persons. As a result, persons should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

1.18 Enquiries concerning the Application Form and this Prospectus

Enquiries concerning the Application Form can be obtained by contacting Security Transfer Registrars Pty Ltd by telephone on (08) 9315 2333.

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 9483 3500.