

**MINEMAKERS LIMITED**

**ACN 116 296 541**

**PRO-RATA RENOUNCEABLE ENTITLEMENT ISSUE  
PROSPECTUS**

For an Offer of 1 New Share and 1 New Option for every 5 Shares held at an issue price of 25 cents per share to raise approximately \$2.6 million before costs.

**UNDERWRITER AND LEAD MANAGER**  
PATERSONS SECURITIES LIMITED ACN 008 896 311

**Important Notice**

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered by this Prospectus should be considered as speculative.

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**IMPORTANT NOTICE**

This Prospectus is dated 30 August 2007 and is issued pursuant to section 713 of the Corporations Act as a Prospectus for the offer of continuously quoted securities. A copy of this Prospectus has been lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is 29 September 2008 ("Expiry Date"). No Shares will be issued or allotted on the basis of this Prospectus after the Expiry Date.

Minemakers has applied to ASX for quotation of the New Shares and New Options. The fact that ASX may quote the New Shares and New Options is not to be taken in any way as an indication of the merits of Minemakers.

Before deciding to participate in the Rights Issue, you should read and understand the entire Prospectus and, in particular, in considering Minemakers' prospects, you should consider the risk factors that could affect Minemakers' performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in Minemakers involves risks. See 'Risk Factors' in Section 5 for a discussion of certain risk factors that you should consider before deciding to invest in Minemakers.

**Disclaimer**

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of Minemakers.

This Prospectus contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends", and other similar words that involve risks and uncertainties. These forward looking statements are subject to various risk factors that could cause Minemakers' actual outcomes to differ materially from the outcomes expressed or anticipated in these statements.

The Application Form accompanying this Prospectus is important. Please refer to the instructions in Section 4 of this Prospectus regarding the acceptance of your Entitlement. Applications can only be submitted on a valid Entitlement and Acceptance Form that is only available with this Prospectus.

**Restrictions on distribution**

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. No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or to otherwise permit a public offering of Rights or New Shares and New Options in any jurisdiction outside Australia. This Prospectus is not to be distributed, and no offer of New Shares and New Options is to be made, in countries other than Australia and New Zealand.

Neither the Rights nor New Shares and New Options have been or will be registered under the US Securities Act of 1933 and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration.

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their Application. Return of a duly completed Entitlement and Acceptance Form will be taken by Minemakers as a representation that there has been no breach of such laws, that the Applicant is an Eligible Shareholder and that the Applicant is physically present in Australia or New Zealand.

Shareholders outside Australia and New Zealand should refer to Section 1.10 of this Prospectus for details of how your Entitlement will be dealt with.

**Rights trading**

Your Rights may have value. If you decide not to exercise all or part of your Rights you should consider whether to sell your Rights. It is important that you either accept or sell your Entitlement in accordance with the instructions in Section 4 of this Prospectus and on the back of the Application Form.

Individual applicants are responsible for determining their allocations of Rights and New Shares and New Options before trading in them. Eligible Shareholders who trade in Rights or New Shares and New Options before receiving confirmation of their allocation do so at their own risk.

Shareholders who take no action in respect of their Rights will receive no benefits.

**Prospectus availability**

This Prospectus is available in electronic form at [www.minemakers.com.au](http://www.minemakers.com.au) and [www.asx.com.au](http://www.asx.com.au) only for persons resident in Australia. Persons who access the electronic form of this Prospectus must ensure that they download it from within Australia and read the entire Prospectus.

The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting Minemakers' Company Secretary on telephone (08) 9481 7288.

**Definitions and glossary, financial amounts and time**

Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to WST standard time, unless otherwise indicated.

**Enquiries**

For further information in relation to the Offer, please contact Minemakers' Company Secretary on telephone (08) 9481 7288.

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**INVESTMENT HIGHLIGHTS**

- Exposure to Tin, Tungsten, Iron and Uranium.
- Low risk Australian open cut deposits.
- Several potential Company-Maker projects.
- Uniquely placed to take advantage of commodity price increases.
- Tight share register.
- Excellent Board and Management.

**IMPORTANT DATES**

Lodgement of Prospectus	30 August 2007
Application to ASX for issue of New Shares and New Options	30 August 2007
Notice of Issue sent to Eligible Shareholders	31 August 2007
Shares trade "ex-rights" and Rights trading commences on ASX	3 September 2007
Record Date to determine Entitlements under the Rights Issue	10 September 2007
Prospectus and Entitlement and Acceptance Form despatched	12 September 2007
Last day of Rights trading	21 September 2007
Closing Date for acceptances	28 September 2007
Allotment and issue of New Shares and New Options	5 October 2007
Despatch of shareholding statements for New Shares and New Options	8 October 2007

This timetable is indicative only and subject to change. The Directors generally reserve the right, in consultation with the Underwriter, to vary these dates, including the Closing Date without prior notice. The Directors also reserve the right not to proceed with the whole or part of the Offer any time prior to allotment. In that event, the relevant Application Money will be returned without interest.

**CORPORATE DIRECTORY**

**DIRECTORS**

George Savell  
Andrew Drummond  
Edward (Ted) Ellyard  
Dennis Wilkins  
Richard O'Shannassy

**COMPANY SECRETARY**

John Ribbons

**BUSINESS ADDRESS**

Level 1  
46 Ord Street  
WEST PERTH WA 6005

Telephone: (08) 9264 7000  
Facsimile: (08) 9264 7099  
www.minemakers.com.au

**SOLICITORS**

RICHARD O'SHANNASSY & CO PTY LTD  
Level 1  
14 Outram Street  
WEST PERTH WA 6005

**AUDITORS**

RIX LEVY FOWLER  
Level 1  
12 Kings Park Road  
WEST PERTH WA 6005

**UNDERWRITER**

PATERSONS SECURITIES LIMITED  
Level 23  
Exchange Plaza  
2 The Esplanade Street  
PERTH WA 6000

**SHARE REGISTRY**

SECURITY TRANSFER REGISTRARS PTY LTD  
770 Canning Highway  
APPLECROSS WA 6153

Telephone: (08) 9315 2333  
Facsimile: (08) 9315 2233

**LETTER FROM THE CHAIRMAN**

Dear Shareholder and Potential Shareholder

Since listing, and particularly over the last few months, there has been a growing market understanding of the quality and value of the Company's projects. In particular the tungsten, tin, magnetite iron and uranium projects have each achieved positive investor attention. Our initial exploration and evaluation results have resulted in positive market appreciation of the Company.

Drilling results for tin and magnetite iron; the identification in a joint venture acquisition of uranium occurrences; the interest shown by Wolfram Bergbau GmbH in our tungsten projects; and the continued and often increasing strong commodity prices have all led to this market appreciation and a positive outlook for the Company.

To access the funds necessary to advance our most promising projects, the Directors have determined to undertake a 1 for 5 Renounceable Rights Issue which is fully underwritten by Patersons Securities Limited.

The Listed Options of the Company, which have an exercise price of 30 cents, are now able to be exercised. Optionholders are asked to consider whether they wish to convert their holding in order to participate fully in this Rights Issue.

The Application of Funds section of this Prospectus outlines that the Board intends to concentrate expenditure on the projects which it believes will most likely reward shareholders.

Whether you are an existing shareholder or are being introduced to Minemakers through Patersons, I recommend this offer to you to join our exciting and progressive Company.

Yours sincerely

**George Savell**  
**Chairman**

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## **Section 1 DETAILS OF RIGHTS ISSUE**

### **1.1 The Rights Issue**

This Prospectus outlines a renounceable pro rata entitlements issue to Shareholders of 10,430,996 New Shares and 10,430,996 New Options on the basis of 1 New Share for every 5 Shares held as at the Record Date at an issue price of 25 cents each to raise approximately \$2.6 million before issue costs. Shareholders will be entitled to receive 1 free attaching New Option for each New Share purchased. The New Options will have an exercise price of 30 cents and will expire on 31 December 2008.

### **1.2 Underwriting**

The Rights Issue is fully underwritten by Patersons Securities Limited. A summary of the Underwriting Agreement is set out in Section 6 of the Prospectus.

### **1.3 Entitlement to Rights Issue**

Shareholders who are on Minemakers' Share Register at 5.00 pm on 10 September 2007 will be entitled to participate in this Rights Issue.

Fractional entitlements will be rounded up to the nearest whole number of New Shares and New Options. If Minemakers considers that holdings have been split to take advantage of rounding, Minemakers reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

An Application Form setting out your Entitlement to New Shares and New Options accompanies this Prospectus.

### **1.4 Applying for Additional New Shares and New Options**

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares and New Options.

Entitlements not taken up may become available as Additional New Shares and New Options. The Company and the Underwriter reserve the right to scale back any applications for Additional New Shares and New Options in their absolute discretion. Excess Application Moneys will be refunded without interest.

It is an express term of the Offer that applicants for Additional New Shares and New Options will be bound to accept a lesser number of Additional New Shares and New Options allocated to them than applied for, if a lesser number is allocated to them.

### **1.5 Use of proceeds**

Minemakers expects to raise approximately \$2.6 million under the Rights Issue before Offer costs and will use the proceeds as set out in Section 2.

### **1.6 Actions Required by Shareholders**

An explanation of the actions required by Shareholders is set out in Section 4.

### **1.7 Allotment and Application Money**

All Eligible Shareholders who accept the Offer will receive their Entitlement in full.

New Shares and New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Shares and New Options to be

quoted. It is expected that New Shares and New Options will be issued on 5 October 2007 and trading of the New Shares and New Options on ASX is expected to commence on 9 October 2007.

All Application Money received before New Shares and New Options are issued will be held in a special purpose account. After Application Money is refunded (if required) and New Shares and New Options are issued to Applicants, the balance of funds in the account plus accrued interest will be received by the Company. If the New Shares and New Options are not quoted by ASX within three months after the date of this Prospectus, Minemakers will refund all Application Money in full without interest.

### **1.8 Closing Date**

The Closing Date for acceptance of your Entitlement is 5.00 pm on 28 September 2007. The Company reserves the right to cancel the Rights Issue at any time prior to allotment.

### **1.9 Rights trading**

Trading of Rights commences on ASX on 3 September 2007 with the last day of trading being on 21 September 2007. All or part of an Eligible Shareholder's Rights may be traded on ASX or otherwise sold between these dates should you choose not to accept all or part of your Entitlement.

### **1.10 Treatment of Overseas Shareholders**

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand. The Prospectus is sent to those Shareholders for information only.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares and New Options.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia (other than to Eligible Shareholders).

The Company has appointed the Underwriter (or associates of the Underwriter) as nominee to sell the Non-qualifying Foreign Shareholders' Rights. The Underwriter (or associates of them) will only sell the rights if there is a viable market in the rights and a premium over the expenses of sale can be obtained.

Any such sale will be at a price and be conducted in a manner that the nominee will determine in its absolute discretion.

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The proceeds of sale (in Australian dollars) will be distributed to the Non-qualifying Foreign Shareholders for whose benefits the Rights have been sold in proportion to their shareholdings as at the Record Date (after deducting the costs of the sale and the distribution of the proceeds), save that individual amounts of less than \$10 will be retained by Minemakers. Neither the Company nor the nominee will be liable for any failure to sell the Rights or to sell the Rights at any particular price. If there is no viable market for the Rights of the Non-qualifying Foreign Shareholders, their Entitlement will be allowed to lapse and the relevant New Shares and New Options will revert to the Underwriter.

#### **1.11 Rights attaching to New Shares**

The New Shares issued pursuant to this Prospectus will rank equally in all respects with existing Shares. Summaries of the important rights attaching to Shares, as set out in the Company's Constitution, are contained in Section 6.3 of this Prospectus.

#### **1.12 Rights attaching to New Options**

The New Options issued under this Prospectus will have an exercise price of 30 cents and will expire on 31 December 2008. Summaries of the important rights attaching to the New options are contained in Section 6.4 of this Prospectus.

#### **1.13 No prospective financial forecasts**

The Company is an exploration company. Given the speculative nature of exploration, mineral development and production, there are significant uncertainties associated with forecasting future revenue. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Prospectus.

#### **1.14 Summary only**

The information set out in this Section provides a summary of the information contained in this Prospectus. Applicants should read this Prospectus in its entirety prior to making a decision to accept the Offer. If you have any questions about investing in the Company, please contact your stockbroker, accountant or independent financial adviser.

**Section 2 PURPOSE AND EFFECT OF THE RIGHTS ISSUE**

**2.1 Purpose of the Rights Issue**

The net funds raised from the issue of New Shares and New Options pursuant to the Offer, after payment of all associated costs, are expected to provide the Company with approximately \$2.4 million in additional capital.

The funds raised will enable Minemakers to carry out work to actively advance the Company's projects.

The following table shows the proposed application of funds.

<b><u>Source of Funds</u></b>	\$
Closing Cash as at 24 August 2007	1,840,114
Proceeds of Share Issue	2,607,749
Cost of the issue	(200,000)
Funds on completion of the issue	<u>\$4,247,863</u>
<b><u>Use of Funds</u></b>	
<b>TASMANIAN TIN AND TUNGSTEN</b>	
Rossarden	600,000
Other Tin	700,000
Fraser Iron, WA	450,000
<b>URANIUM INITIATIVE</b>	
Castle Carey & TUU, Tasmania	450,000
Nungarin, WA	210,000
Moina Fluorspar & Polymetallics, Tasmania	600,000
Wonarah Phosphate, NT	50,000
Port Keats, Salt	50,000
Corporate and Administration	750,000
Working Capital	387,863
<b>TOTAL</b>	<u>\$4,247,863</u>

**2.2 Effect of the Rights Issue**

The principal effects of the Rights Issue will be to:

- increase the Company's cash reserves by \$2,407,749 after taking into account the costs of the Rights Issue;
- provide the Company with additional capital for the purposes referred to in section 2.1; and
- increase the total number of issued Shares (refer section 2.3).

Pro-forma consolidated historical financial information is provided in the following paragraphs summarising the effect of the Rights Issue.

**2.3 Effect of the Rights Issue on capital structure**

The effect of the Rights Issue on the Company's issued share capital will be as follows:

<b>Ordinary Shares</b>	<b>Number</b>
<b>Existing Shares</b>	52,154,982
<b>This Rights Issue</b>	10,430,996
<b>Total</b>	<u>62,585,978</u>

**Other securities:**

Listed Options	11,159,250
This Rights Issue	10,430,996
Unlisted Options (Employees/Contractors)	900,000

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## Minemakers Limited

### 2.4 Effect of the Rights Issue on Minemakers's financial position

Set out below is the audited Consolidated Balance Sheet of the Company as at 30 June 2007 and a pro forma Consolidated Balance Sheet of the Company after the Rights Issue

The financial information prepared below is prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS).

	<b>Audited 30 June 2007</b>	<b>Proforma adjustments</b>	<b>Proforma 30 June 2007</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	2,050,295	2,607,749	4,658,044
Trade and other receivables	103,879	-	103,879
<b>Total current assets</b>	<b>2,154,174</b>	<b>2,607,749</b>	<b>4,761,923</b>
<b>Non-current assets</b>			
Plant and equipment	80,242	-	80,242
<b>Total non-current assets</b>	<b>80,242</b>	<b>-</b>	<b>80,242</b>
<b>TOTAL ASSETS</b>	<b>2,234,416</b>	<b>2,607,749</b>	<b>4,842,165</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	115,406	200,000	315,406
Provisions	12,742	-	12,742
<b>Total current liabilities</b>	<b>128,148</b>	<b>200,000</b>	<b>328,148</b>
<b>TOTAL LIABILITIES</b>	<b>128,148</b>	<b>200,000</b>	<b>328,148</b>
<b>NET ASSETS</b>	<b>2,106,268</b>	<b>2,407,749</b>	<b>4,514,017</b>
<b>EQUITY</b>			
Contributed equity	3,967,077	2,407,749	6,374,826
Option reserve	1,536,727	-	1,536,727
Accumulated losses	(3,397,536)	-	(3,397,536)
<b>TOTAL EQUITY</b>	<b>2,106,268</b>	<b>2,407,749</b>	<b>4,514,017</b>

**2.5 Market price of Shares**

The highest and lowest market prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest:	\$0.45	24 Jul 2007
Lowest:	\$0.14	16 August 2007

The volume weighted average sale price on ASX of the Company's Shares during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC was \$0.30.

The latest available market sale price on the last full day of trading of the Company's Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.27 on 27 August 2007.

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## **Section 3 COMPANY INFORMATION**

### **3.1 Overview**

Minemakers Limited has been listed on the ASX since 10 October 2006. The Company was created with the purpose of identifying and acquiring large mineral deposits and evaluating significant opportunities.

Its founders were early to recognise the strength in the resources sector and the positive outlook for commodities and particularly tin.

The Company's projects cover a broad spectrum of commodities, some mainstream, some specialised. However, since the founders embarked on their programme of acquisition of iron, tungsten, tin and nickel projects, the price of each commodity has strengthened considerably. Potential by-product commodities, including molybdenum, bismuth and zinc have also enjoyed strong appreciation. The Company also holds a large undeveloped rock phosphate deposit and a project which could lead to Minemakers becoming a significant salt producer, subject to Native Title clearances.

Overall, the Directors believe that the Company has an outstanding mineral inventory position. The funds raised by the Rights Issue will be used to pursue a very active exploration program to advance the existing projects.

The Company's main objective on some of its projects is, in the short to medium term, to work towards completion of feasibility and commitment to development. The Company aims to become a significant and profitable miner of tungsten, tin and fluorite in the longer term.

### **3.2 Project and Work Programme Overview**

#### **A. North East Tasmanian Tungsten and Tin**

##### **Rossarden Project**

**Aim** *To establish large open cut mining operations over the old underground Storey's Creek and Aberfoyle tungsten and tin mines, feeding ore to a central mill to be established at Aberfoyle.*

This area contains the historic Aberfoyle and Storey's Creek mines, Australia's most productive combined tungsten and tin district. Past production has totalled 18,000tonnes (t) of tungsten (as tungstate concentrates) and 25,000t of tin, with combined present day value of around \$A700M.

In 2005-06, the world tungsten price tripled and has remained at about that level. In the last year or so, the tin price has almost doubled. Minemakers considers that the outlook for their prices is excellent based on fundamental supply and demand factors.

##### **Aberfoyle Drilling**

A 13 hole, 1,243m Stage 1 RC drilling programme was completed in March 2007 and tin assays are now in hand. The Aberfoyle mineralization was mined over a strike length of 550m and the sheeted reefs occupy a main zone of mineralization about 60m thick. The drilling programme tested the previously mined and hence depleted zone.

Future drilling programmes, to be funded by this Rights Issue, will be aimed at testing for mineralized extensions beyond the old workings, and to provide the information necessary for a JORC-compliant resource estimate.

### **Storey's Creek Drilling**

Minemakers completed its Stage 1 drilling evaluation of its wholly-owned major historic tungsten and tin mine at Storey's Creek on 22 August 2007. The programme consisted of 17 holes for a total of over 2,000m and was conducted to test the main mineralized zone within which reefs were mined over a strike length of 700m and over a horizontal width of 200m for a production of 12,000t of tungsten as tungstate and 2,000t of tin.

The funds from the Rights Issue will be initially directed at resource definition drilling.

### **Wolfram Bergbau Relationship**

On 7 March 2007 Minemakers announced that it had signed an MOU with Wolfram Bergbau and Hutten-GmbH Nfg. KG ("WB"). Subject to satisfactory tungsten returns from the Aberfoyle and Storey's Creek drill programmes, Minemakers expects to enter into a Joint Venture with WB in due course.

WB provided \$A120,000 towards the drilling of Aberfoyle and both companies are sharing the cost of the Storey's Creek drilling programme on a 50:50 basis.

At its Mittersill laboratory in Austria, WB has begun metallurgical testwork of material recovered from the tailings dumps at Aberfoyle and Storey's Creek.

Should the Joint Venture be concluded it can be anticipated that the level of funding commitment required of Minemakers to Rossarden will be substantially reduced. Those funds would then be allocated proportionately to the other projects.

### **Other Tin Projects**

**Aim** *Encouraged by the buoyant tin prices, Minemakers aims to determine the viability of its three tin deposits and bring them into open cut production if warranted.*

Minemakers also owns 100% interest in the old tin mines and deposits at Anchor, Royal George and Great Pyramid in North East Tasmania. While pre-JORC estimates of mineralization were presented in the Company's 2006 Prospectus, changed ASX policy requires that they cannot be re-produced in this Prospectus.

At Anchor, historic and mainly open cut tin production totalled 3,800t. There is considerable remnant mineralization. The old Royal George mine is viewed as a satellite mine to the main Storey's Creek and Aberfoyle development at Rossarden. The Great Pyramid tin deposit is large and relatively low grade.

To date, Minemakers has focused on moving much of its historic mine information to electronic databases.

An independent engineering consultancy has been commissioned to provide a first-pass capital and operating cost estimate for an open cut mining and processing operation. This is expected to be completed in the forthcoming quarter.

### **B. Fraser Iron Ore Project**

**Aim** *Minemakers aims to test the potential for two large aeromagnetic anomaly systems in the South West of Western Australia to have been caused by viable deposits of magnetite iron ore. One is proximal to the large Southdown deposit.*

### **Drilling and Assaying Results**

The assays from Stage 1 drilling at the West Southdown iron ore project have confirmed the intersection of significant magnetite mineralization only a few kilometres from the major Southdown magnetite iron ore deposit. That deposit is owned by Grange Resources and has a resource of 479Mt @ 37.3% magnetite.

Minemakers' three diamond holes confirmed that its 8km of magnetic anomalism is caused by magnetite and that its grades are as good as those of Grange Resources.

The Rights Issue funds will be used to obtain and interpret detailed new aeromagnetic data to identify target zones where magnetite is closest to surface and where its occurrence will be replicated by folding. Drill testing would follow.

Minemakers has the right to acquire an 80% equity in both targets by the payment of a total of \$A500,000 to the vendors.

### **C. The Uranium Initiative**

**Aim** *To discover and develop Australian uranium deposits.*

Minemakers owns all interests in the Uranium Initiative launched on 31 May 2007. At present there are prospects in Tasmania, Northern Territory and Western Australia.

#### **Rossarden, Tasmania**

The Rossarden district contains almost all of Tasmania's known uranium prospects. The Rossarden ones all occur within Minemakers' wholly owned EL27/2004 and two are of immediate interest.

The Prospect was discovered in the first uranium boom of the 1950s and it contains very high grade mineralization with past assays attaining as much as 13.6% U<sub>3</sub>O<sub>8</sub>, or 300lbs/tonne.

Field examination by Minemakers resulted in the discovery of an interpreted greisen (or altered mineralization feeder) zone, which is about 10m thick and assays across it averaged over 0.5% U<sub>3</sub>O<sub>8</sub> or 14 lbs/tonne.

#### **Castle Carey**

Historic reports indicate the potential for a very large deposit at medium grades. Uranium mineralization was discovered in a black shale stratigraphic unit 2-3m thick and contained in a fault-bounded block about 6km x 0.7km in extent. Limited past trench sampling resulted in the reported conclusion that grades could be about 0.1% or 2.2lbs/tonne U<sub>3</sub>O<sub>8</sub>.



### **Wonarah, Northern Territory**

About half of Minemakers' 1000km<sup>2</sup> of tenements are known to be underlain by target beds in the basal phosphorite unit of the Cambrian Georgina Basin sediments. The uranium-phosphorite association is well known within the basin.

Although most of the tenements are covered by younger units, assessment of the public domain radiometric data has indicated anomalous radiometric targets.

Follow up work needs to await tenement approval.

### **Western Australia**

Minemakers has now applied for Exploration Licence 70/3207 that consists of 281km<sup>2</sup> and which covers an obvious and continuous airborne radiometric anomaly of some 38km strike length within that tenement and the initial target will be Beverley or Honeymoon – style deposits associated with riverine sediments.

Funds raised via the Rights Issue will be used to assess this Project after the grant of the tenement, which is anticipated to be in late 2007.

### **D. Moina Fluorspar and Polymetallics**

**Aim** *Minemakers is assessing the viability for a large and long-term open cut mining and processing facility. Moina is potentially a major world producer of fluorspar as a source of hydrofluoric acid, and a significant co-product magnetite, tungsten and tin mine, with sulphide credits of zinc, bismuth and molybdenum.*

#### **Background**

Moina is Australia's largest known fluorspar deposit. It is hosted by a skarn, which also contains magnetite, tin and tungsten mineralization and several sulphides including those of molybdenum, bismuth and zinc.

Fluorite price has been rising recently, apparently based on further Chinese export cutbacks.

In Minemakers' 2006 Prospectus, the pre-JORC mineralization estimates made by a previous owner were presented. Its discoverer made an estimate of mineralization in its thickest and most exposed part. The drilling beyond that zone indicates potential to increase that tonnage.

Minemakers has an option to purchase 80% of the project.

### **E. Wonarah Phosphate**

**Aim** *To be part of a future development and production consortium supplying phosphate to Southeast Asia and Asia.*

#### **Background**

Wonarah is one of the largest undeveloped rock phosphate deposits in Australia. The previous operator made a JORC compliant estimate of 72Mt @ 23% phosphate within a 1.95Bt global resource. This was estimated for the northern part of the deposit only.

Minemakers owns 100% of the project, subject to a potential 10% vendor clawback over some of the area.

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**Work Done**

In conjunction with a major Asian commodity trading house and a major Australian bulk mining company, Minemakers conducted a fatal flaw overview during the June 2007 quarter.

The overview showed that at current world prices development of the deposit is currently not viable due to the cost of freight to the railhead at Tennant Creek. The Company intends to monitor phosphate prices and position itself to take advantage of any upswing.

Funds raised from the Rights Issue would only be additionally allocated to Wonarah should this price increase occur in the near to medium term.

**F. Port Keats Salt, NT**

**Aim** *To determine whether the seismic anomaly straddling the coast of the Northern Territory is caused by a deposit of rock salt. If it is found to be so, then it has potential to be Australia's largest salt production centre.*

**Work Done**

Minemakers hopes to meet with the region's traditional owners of the land later this year to seek an access agreement. As it seems unlikely that Minemakers will be able to gain drill access in the near term, no additional funds raised via the Rights issue have been allocated to this Project.

Minemakers owns 100% interest in the Project.

**3.3 Information on Directors**

**George Savell MAICD  
Chairman**

Mr Savell has represented the mining and agricultural industries on a whole of industry basis for over 35 years at both State and Federal level. Prior to that he worked in State Government and Local Government in a variety of administrative positions.

He has served on a number of State and Federal Inquiries and Committees representing mining and agriculture. He has extensive experience and has specialised in the creation of viable public policy solutions for resolution of industry/community conflicts.

Most recently he served as Chief Executive Officer of the Association of Mining and Exploration Companies (Inc.) (AMEC) for 16 years from 1987-2003. Since 2003 he has been Chairman of a national research organisation.

**Andrew Drummond B.Sc.(Hons), FAusIMM, CP Man, MAIG, MGSA, FAICD  
Managing Director**

Mr Drummond is a geologist with 35 years of industry experience in exploration, mine development, mining, capital raising and company management. It covers a wide range of mineral and energy commodities. He has worked in all States of Australia and the Northern Territory and has also worked extensively in New Zealand, Russia, China and the Philippines.

After management roles with the ACM Group and Homestake he began managing ASX-listed companies in 1994. He has been a founding director of Zephyr Minerals NL, Westonia Mines Limited and Bonaparte Diamond Mines NL. He is currently a director of Bonaparte Diamond Mines NL.

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**Dennis Wilkins B.Bus., AICD, ACIS**  
**Finance Director**

Mr Wilkins is an accountant who has been a director, company secretary or acted in a corporate consulting capacity to listed resource companies for over 20 years. He is the principal of DWCorporate Pty Ltd which provides corporate advisory services to the exploration and mining sector. Mr Wilkins is also a director of Marengo Mining Limited, Bonaparte Diamond Mines NL, Key Petroleum Limited and South Boulder Mines Limited.

**Edward (Ted) John Ellyard B.Sc.(Geology), Grad Dip, MAusIMM, MAAPG**  
**Non-Executive Director**

Mr Ellyard is a geologist with over 30 years experience in mineral and petroleum exploration, development and production. Mr Ellyard graduated from Curtin University, Perth in 1974 and has worked for several major Australian and international resource companies. More recently, Mr Ellyard was Managing Director and CEO of Hardman Resources Ltd from 1996 to late 2004. In that role he oversaw the international expansion of Hardman into the Mauritanian oil/gas discoveries and its dramatic market capitalization growth from less than \$5 million to over \$1.5 billion.

Mr Ellyard has been involved at board level in the management of listed Australian resource companies for the past 18 years and has been a founding director of several companies. Currently, Mr Ellyard is also Chairman of Bonaparte Diamond Mines NL and Key Petroleum Limited.

**Richard O'Shannassy B.Juris., LL.B. (Hons) (Non Executive Director)**  
**Non-Executive Director**

Mr O'Shannassy is a commercial lawyer with over 25 years' experience in the mining and energy sectors. He has experienced private legal practice, including conducting his own practice in Perth for over 13 years, as well as in-house roles - most recently, he was General Counsel & Company Secretary for Hardman Resources Limited until it was acquired by Tullow Oil plc in late 2006. He has served upon mining industry committees over a number of years and is a member of Australian Mining & Petroleum Law Association Inc.

Mr O'Shannassy was appointed a director on 1 March 2007. He is also a Director of Key Petroleum Limited as from 1 July 2007.

**John George Ribbons B.Bus, CPA, ACIS**  
**Company Secretary**

Mr Ribbons is an accountant who has worked within the resources industry for over fourteen years in the roles of company accountant, group financial controller and company secretary.

Mr Ribbons has extensive knowledge and experience with ASX-listed production and exploration companies. He has considerable site-based experience with operating mines and has also been involved with the listing of several exploration companies on ASX. Mr Ribbons has experience in capital raising, ASX compliance and regulatory requirements.

## **Section 4 ACTION REQUIRED BY SHAREHOLDERS**

### **4.1 What Eligible Shareholders may do**

The number of New Shares and New Options to which Eligible Shareholders are entitled (your Entitlement) is shown on the accompanying Application Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted.

As an Eligible Shareholder, you may:

- take up all of your Entitlement (refer Section 4.2)
- apply for Additional New Shares and New Options (refer Section 4.3);
- sell all of your Entitlement on ASX (refer Section 4.4);
- take up part of your Entitlement and sell the balance on ASX (refer Section 4.5);
- take up part of your Entitlement and allow the balance to lapse (refer Section 4.6);
- deal with part or all of your Entitlement other than on ASX (refer Section 4.7); or
- allow all or part of your Entitlement to lapse (refer section 4.8);

Non-qualifying Foreign Shareholders may not take any of the steps set out in Sections 4.2 to 4.8.

### **4.2 Taking up all of your Entitlement**

If you wish to take up all of your Entitlement, complete the accompanying Application Form for New Shares and New Options in accordance with the instructions set out in that form.

You should then forward your completed Application Form together with your Application Money in accordance with Section 4.9 to reach the Company's Share Registry no later than 5.00 pm on 28 September 2007.

### **4.3 Applications for Additional New Shares and New Options**

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares and New Options as described in section 1.4.

A single cheque should be used for the Application Money for your Entitlement and the number of Additional New Shares and New Options you wish to apply for as stated on the Application Form.

### **4.4 Selling all your Entitlement on ASX**

If you wish to sell all of your Entitlement on ASX, complete the appropriate section on the back of the accompanying Application Form marked "Instructions to Your Stockbroker" and lodge the Application Form with your stockbroker as soon as possible, or otherwise provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX. You can sell your Rights on ASX from 3 September 2007 until 21 September 2007.

The Company accepts no responsibility for any failure by your stockbroker to carry out your instructions.

#### **4.5 Taking up part of your Entitlement and selling the balance on ASX**

If you wish to take up only part of your Entitlement, complete the accompanying Application Form for the number of New Shares and New Options you wish to take up and follow the steps required in accordance with Section 4.2. You may then provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX.

#### **4.6 Taking up part of your Entitlement and allowing the balance to lapse**

If you wish to take up part of your Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of New Shares and New Options you wish to take up and follow the steps required in accordance with Section 4.2. If you take no further action, the balance of your Entitlement will lapse and you will have forfeited any potential benefit to be gained from selling/trading your Rights.

#### **4.7 Dealing with part or all of your Entitlement other than on ASX**

You may transfer all or part of your Rights to another person other than on ASX provided that the purchaser is not a Non-qualifying Foreign Shareholder or would not be a Non-qualifying Foreign Shareholder if the purchaser was the registered holder of Shares.

If you wish to transfer all of your Entitlement to another person other than on ASX, forward a completed standard renunciation form (obtainable from the Company's Share Registry) and the applicable transferee's cheque or bank draft for any Application Money for the New Shares and New Options they wish to subscribe for to the Company's Share Registry by 5:00pm on 28 September 2007.

If you wish to transfer part of your Entitlement to another person other than on ASX only, but also want to take up some or all of the balance of your Entitlement, you will need to take the steps described above in relation to the Rights you wish to transfer and complete the accompanying Application Form in respect of the Rights you wish to take up. You will need to lodge the form in accordance with the procedure in Section 4.2.

If the Share Registry receives both a completed renunciation form and a completed Application Form in respect of the same Rights, the renunciation will be given effect in priority to the acceptance.

#### **4.8 Allow all or part of your Entitlement to lapse**

Your Rights may have value. Rights are renounceable, which enables Eligible Shareholders who do not wish to accept some or all of their Entitlement to sell or trade all or part of their Rights on ASX.

#### **4.9 Payment**

The Application Price for New Shares and New Options is payable in full on application by a payment of 25 cents per New Share. The Application Form must be accompanied by a cheque or bank draft for the Application Monies.

Cheques or bank drafts must be drawn in Australian currency on an Australian bank and made payable to **"Minemakers Limited - Subscription Account"** and crossed "Not Negotiable". Applicants must not forward cash. Receipts for payment will not be issued.

You should ensure that sufficient funds are held in the relevant account(s) to cover the cheque(s). If the amount of your cheque(s) for Application Money is not sufficient to pay

for the number of New Shares and New Options you have applied for, you may be taken to have applied for such lower number of New Shares and New Options as your cleared Application Money will pay for or your Application may be rejected.

**CHEQUES SHOULD BE MADE PAYABLE TO  
"MINEMAKERS LIMITED - SUBSCRIPTION ACCOUNT"  
AND CROSSED NOT NEGOTIABLE.**

#### **4.10 Enquiries**

If you have any questions about your Entitlement please contact the Company's Share Registry on (08) 9315 2333.

Alternatively, contact your stockbroker or other professional adviser.

#### **4.11 Brokerage**

No brokerage or stamp duty is payable by Shareholders who accept their Entitlement to New Shares and New Options.

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## **Section 5 RISK FACTORS**

Whilst the Directors recommend that investors apply for New Shares and New Options offered under this Prospectus, potential investors are reminded that the New Shares and New Options offered under this Prospectus are considered speculative because of the inherent risks associated with the Company's business of minerals exploration, appraisal, development, production, transport and marketing. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this section of the Prospectus the critical areas of risk associated with investing in the New Shares and New Options. The risks identified by the Directors are not exhaustive and potential investors should read this Prospectus in full and seek professional advice if they require further information on material risks in deciding whether to subscribe for New Shares and New Options.

Accordingly, New Shares and New Options offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

### **5.1 Specific Risks**

#### **5.1.1 Exploration Risks**

The business of minerals exploration, project development and production involves risks by its very nature. It depends on the successful exploration, appraisal and development of commercially viable deposits. Outcomes of the exploration program outlined in this Prospectus will affect the future performance of the Company and its Shares.

#### **5.1.2 Commercialisation**

Even if recovery of potentially commercial quantities of minerals were to occur, there is no guarantee that Minemakers will be able to successfully transport the minerals to commercially viable markets or sell the minerals to customers to achieve a commercial return.

#### **5.1.3 Reserves and Resource Estimates**

Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, reserve and resource estimates are imprecise and depend, to some extent, on interpretations which may prove to be inaccurate. As further information becomes available through further drilling and analysis, the estimates are likely to change. This may result in alterations to development plans which may, in turn, adversely affect the Company's operations.

#### **5.1.4 Production Risks**

Operations such as design and construction of efficient mining and processing facilities, competent operation and managerial performance, and efficient transport and marketing services, are required to be successful. In particular, production operations can be hampered by force majeure circumstances, engineering difficulties, cost overruns, inconsistent recovery rates and other unforeseen events. In the event the Company proceeds to development of economic deposits production may be affected by these matters.

**5.1.5 Access to Land**

Significant delays may be experienced in gaining access to privately owned freehold or leasehold land. Delays may be caused by weather, deference to landholders' activities such as cropping, harvesting, calving and mustering, and other factors.

**5.1.6 Native title and Cultural Heritage**

The Native Title Act 1993 (Commonwealth), related State or Territory legislation and Aboriginal cultural heritage legislation may affect the Company's ability to obtain title in a timely manner or gain access to prospective exploration areas.

When exercising a right or permission for access to any land, it is an offence to disturb physical evidence of human occupation of prehistoric or historic significance without statutory permission. This restriction applies to any activity including minerals exploration and production.

The Company has not undertaken the comprehensive research, investigations or enquiries which would be necessary to enable it to form an opinion with certainty as to whether such issues will materially impact on any land covered by Minemakers' wholly-owned or optioned tenements.

**5.1.7 Environmental Impact Constraints**

The Company's exploration and appraisal programs will, in general, be subject to approval by government authorities. Development of any mineral resources will be dependent on the project meeting environmental guidelines and gaining approvals by government authorities.

**5.1.8 Exploration and Appraisal Expenditure**

Exploration and appraisal is a process subject to unforeseen contingencies. Exploration programs must be flexible enough to respond to the results obtained.

The actual scope, costs and timetables of exploration programs may differ substantially from the proposals set out in this Prospectus. Financial failure, or default by any future alliance or joint venture partner of the Company, may require the Company to face unplanned expenditure or risk forfeiting relevant tenements.

**5.1.9 Funding**

Unless and until the Company develops or acquires income producing assets, it will be dependent upon the funds raised by this Offer and its ability to obtain future equity or debt funding to support exploration, evaluation and development of the properties in which it has an interest. The Company's ability to raise further equity or debt or to divest part of its interest in a project, and the terms of such transactions, will vary according to a number of factors, including the success of exploration results and the future development of the projects, stock market conditions and prices for metals in world markets.

**5.1.10 Key Personnel**

The ability of the Company to achieve its objectives depends on the retention of key external contractors who constitute its technical panel and provide technical expertise. If the Company cannot secure external technical expertise (for



example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and experienced professionals would be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

#### **5.1.11 Volatility in the price of minerals**

Commodity prices are influenced by the physical and investment demand for those commodities. Fluctuations in commodity prices may influence timing, viability and management of projects in which the Company has an interest.

#### **5.1.12 Volatility in the market price of Shares**

Although the Company is listed on the ASX, there is no assurance that an active trading market for its Shares will be sustained. There is also no assurance that the market price for the Shares will not decline below the issue price of New Shares under this Prospectus. The market price of the Company's Shares could be subject to significant fluctuations due to various external factors and events, including the liquidity of the Shares in the market, any difference between the Company's actual financial or operating results and broader market-wide fluctuations. Furthermore, any stock market volatility and weakness could result in the market price of the Shares decreasing so that they trade at prices significantly below the issue price of the New Shares, without regard to the Company's operating performance.

#### **5.1.13 Negative publicity may adversely affect the Share Price**

Any negative publicity or announcement relating to any of our substantial shareholders or key personnel may adversely affect the stock performance of the Company, whether or not this is justifiable. Examples of this negative publicity or announcement may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions.

#### **5.1.14 Insurance Risks**

The Company maintains insurance coverage that is substantially consistent with exploration industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

#### **5.1.15 Construction Capital Costs**

The Company is conscious that, at present, there is competition for skilled labour and that material costs have increased. The impact of these factors is that there are upward costs pressures in the market. The Company is managing this risk to mitigate its effect by implementing the most cost effective project management structures and by adopting a hands-on approach to contract award and monitoring.

## **5.2 General Risks**

### **5.2.1 General Economic Climate**

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs and on metals prices.

The Company's future income, asset values and share price can be affected by these factors and, in particular, by the market price for any metals that the Company may produce and sell.

### **5.2.2 Stock Market Conditions**

The market price of the New Shares and New Options when quoted on the ASX will be influenced by international and domestic factors affecting conditions in equity and financial markets. These factors may affect the prices for listed securities and the prices for the securities of minerals exploration companies quoted on the ASX, including Minemakers.

The stock market has in the past and may in the future be affected by a number of matters including:

- commodity prices;
- market confidence;
- supply and demand for money; and
- currency exchange rates.

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**Section 6 ADDITIONAL INFORMATION**

**6.1 Continuous Disclosure Obligations**

Minemakers is a "disclosing entity" (as defined in section 111AC of the Corporations Act) and as such is subject to regular reporting and disclosure obligations. Specifically, like all ASX listed companies, Minemakers is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or value of the Company's securities. The New Shares and New Options to be issued pursuant to this Prospectus are in the same class of securities which have been quoted on the official list of ASX during the 3 months prior to the issue of this Prospectus.

As a result, this Prospectus qualifies for the special prospectus content rules under section 713 of the Corporations Act. In general terms, this section only requires this Prospectus to contain information investors and their professional advisers would reasonably require in order to make an informed assessment of the effect of the issue of the New Shares and New Options on Minemakers and the rights attaching to the New Shares and New Options. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company which is required to be included generally in prospectuses under section 710 of the Corporations Act for an initial public offering of securities in a company which is not listed on a stock exchange.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to Minemakers which has been notified to ASX. Investors should therefore have regard to other publicly available information in relation to Minemakers before making a decision whether or not to take up their Entitlement.

Having taken reasonable precautions and having made reasonable enquiries, Minemakers believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period since Minemakers listed on ASX on 10 October 2006 which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of keeping the market fully informed of events and developments as they occur.

Information that is already in the public domain has not been reported in this Prospectus other than that information which is considered necessary to make this Prospectus complete.

Minemakers, as a disclosing entity under the Corporations Act, states that:

- (a) copies of all documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, an office of ASIC; and
- (b) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

## Minemakers Limited

(i) the 2007 Annual Financial Report of Minemakers which contains the financial statements and consolidated financial statements for the twelve months to 30 June 2007; and

(ii) any continuous disclosure notices used to notify ASX of information relating to the Company in the period from listing on ASX on 10 October 2006 until lodgement of this Prospectus with ASIC.

The Company has lodged the following announcements with ASX since listing and before the issue of this Prospectus;

<b>Date</b>	<b>Announcement</b>
30/08/2007	Fully Underwritten Rights Issue
27/08/2007	Annual Financial Report
27/08/2007	Trading Halt
17/08/2007	Change of Director's Interest Notice
17/08/2007	Change in substantial holding
14/08/2007	Details of Escrow Arrangements
13/08/2007	Appendix 3Y x 4
10/08/2007	Appendix 3B
6/08/2007	Options
6/08/2007	Audio Stream Magnetite Assays West Southdown and Frankland
2/08/2007	Final Magnetite Assays West Southdown and Frankland Projects
25/07/2007	Quarterly Cashflow Report
25/07/2007	Quarterly Activities Report
25/07/2007	Amended Quarterly Activities Report
24/07/2007	Quarterly Activities Report
24/07/2007	Audio Stream Tasmania United Uranium Prospect
24/07/2007	Results First Appraisal Tasmania United Uranium Prospect
17/07/2007	Audio Stream
16/07/2007	First Magnetite Assays, West Southdown Iron Ore Project
10/07/2007	Change of Director's Interest Notice
10/07/2007	Appendix 3B
9/07/2007	Results of Meeting
4/07/2007	Audio Stream
3/07/2007	Appendix 3B
3/07/2007	Drill Testing Storeys Creek & Wolfram Bergbau MOU Extension
29/06/2007	Expiry of Escrow Period
25/06/2007	Minemakers Limited - Audio Stream
21/06/2007	Tay-Munglinup Nickel Project Farmout
21/06/2007	Aberfoyle Drilling: Tin Assays
21/06/2007	JUT ann: to Explore for Nickel Near Ravensthorpe
7/06/2007	Notice of General Meeting
7/06/2007	Uranium Initiative - Further Project Acquisitions
6/06/2007	Investor Presentation
6/06/2007	Expiry of Escrow Period
1/06/2007	Supplementary Information
31/05/2007	Launch of Minemakers Uranium Initiative
15/05/2007	Option Issue to Recently Appointed Director
27/04/2007	Third Quarter Activities Report
12/04/2007	Third Quarter Cashflow Report
26/03/2007	Successful Initiation West Southdown Iron Ore Project
8/03/2007	Drilling Update

**Minemakers Limited**

7/03/2007	MOU - Minemakers & Wolfram Bergbau
1/03/2007	Initial Director's Interest Notice
1/03/2007	New Board Appointment
26/02/2007	Half Year Accounts
20/02/2007	Appendix 3B
16/02/2007	Drilling Start-Up Advice Fraser Iron Ore Project
14/02/2007	Results of Inaugural Annual General Meeting
14/02/2007	Tasmanian Tin-Tungsten drilling to begin shortly
25/01/2007	Second Quarter Cashflow Report
25/01/2007	Second Quarter Activities Report
17/01/2007	Change of Director's Interest Notice
22/12/2006	Change of Director's Interest Notice
21/12/2006	Notice of Inaugural Annual General Meeting
14/12/2006	Acquisition of Key Assets Completed and Tin Tungsten Update
13/12/2006	Iron Ore Projects Update
21/11/2006	Appendix 3B
21/11/2006	Expiry of Escrow Period
8/11/2006	Becoming a substantial holder
2/11/2006	Appendix 3B
31/10/2006	Change of Company Details
26/10/2006	Change of Director's Interest Notice
24/10/2006	Investor Presentation
18/10/2006	Becoming a substantial holder
16/10/2006	Change of Director's Interest Notice
13/10/2006	Initial Director's Interest Notice
13/10/2006	Initial Director's Interest Notice
11/10/2006	Initial Director's Interest Notice
11/10/2006	Initial Director's Interest Notice
11/10/2006	IDO: Minemakers Ltd - Wonarah Phosphate Project
11/10/2006	Minemakers Admitted to Official List of ASX
9/10/2006	Constitution
9/10/2006	Appendix 1A - ASX Listing application & agreement
9/10/2006	Plan Rules of the Employees & Contractors Option Plan
9/10/2006	Details of Escrow Arrangements
9/10/2006	JORC Compliancy Comment
9/10/2006	Exercise of Option to purchase Womarah Project
9/10/2006	Anchor Mine Option Tasmania
9/10/2006	Completion of Project Sale Agreement
9/10/2006	Application of Funds
9/10/2006	Pro-Forma Balance Sheet as at 30/06/06
9/10/2006	Top 20 optionholders
9/10/2006	Top 20 shareholders
9/10/2006	Distribution Schedule
9/10/2006	Distribution Schedule
9/10/2006	Pre-Quotation Disclosure
6/10/2006	Admission to Official List
17/08/2006	Disclosure Document

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Copies of all documents lodged with ASIC in relation to the Company may be inspected at the registered office of the Company during normal office hours.

## **6.2 ASX listing**

The Company participates in CHESS and will despatch holding statements in lieu of share certificates that set out the number of New Shares and New Options issued to each successful Applicant under this Prospectus.

It is the responsibility of Applicants to determine their allocation before trading in the New Shares and New Options. Applicants who sell New Shares and New Options before they receive their statement do so at their own risk.

## **6.3 Rights attaching to New Shares**

The rights attaching to ownership of Shares (including New Shares) are:

- described in the Constitution; and
- regulated by the *Corporations Act*, the Listing Rules and the general law.

The following is a summary of the key provisions in the Constitution and the principal rights of shareholders as set out in the Constitution. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of shareholders.

### **Meetings and notices**

Each shareholder of the Company is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, financial reports and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

### **Voting**

At meetings of shareholders, every shareholder present in person or by proxy, attorney or representative has one vote on a vote taken by a show of hands, and, on a poll, has one vote for every fully paid Share held by him or her, and a proportionate vote for every partly paid Share. A poll may be demanded by the chairperson of the meeting, by any five or more shareholders present in person or by proxy, attorney or representative or by any one or more shareholders who are together entitled to not less than 5% of the votes that may be cast on the resolution.

### **Dividends**

Dividends are payable out of the Company's profits and are declared or determined to be payable by the Directors.

### **Transfer**

A shareholder of the Company may transfer all or any of its Shares by:

- in the case of an ASTC-regulated transfer, in any manner required or permitted by the Listing Rules or ASTC Settlement Rules;
- in other cases, using any written transfer instrument in any common form or form approved or adopted by ASX or the Directors.

The Directors may decline to register any transfer, other than a market transfer, where permitted to do so by the ASX Listing Rules or ASTC Settlement Rules and must decline to register a transfer of Shares where required by the ASX Listing Rules.

### **Liquidation Rights**

The Company has one class of shares on issue, being ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

### **Variation of Rights**

Subject to the ASX Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act.

The Directors may, subject to the restrictions on allotment of Shares imposed by the Constitution, the Corporations Act and the ASX Listing Rules, from time to time issue and allot further Shares on such terms and conditions as they see fit.

### **Alteration of constitution**

The Constitution can only be amended by a special resolution (that is, a resolution that has been passed by at least three-quarters of the votes cast by shareholders entitled to vote on the resolution). While the Company is listed, at least 28 days written notice of the special resolution must be given.

### **Indemnification of Directors**

To the extent permitted by law, the Company indemnifies every person who is or has been an officer of the Company and indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by the person as an officer of the Company.

### **6.4 New Option Terms and Conditions**

- (a) Each Option entitles the holder to one ordinary fully paid share.
- (b) The Options are exercisable at any time prior to 5:00pm Perth time on 31 December 2008 (the Expiry Date) by completing the Option Exercise Form and providing payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company.
- (c) The exercise price of the Options is \$0.30 per option.

- (d) Subject to the Corporations Act, the Listing Rules and the Constitution of the Company, Options are freely transferable and application will be made to the ASX for Official Quotation of the Options.
- (e) All ordinary fully paid shares issued upon exercise of Options will rank pari passu in any respects with the Company's then issued ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of Options.
- (f) There are no participating rights and entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising their Options. However, the Company will ensure that optionholders will be allowed 10 business days notice to convert their Options to Shares to participate in an entitlement issue on the same basis as ordinary shareholders.
- (g) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules.
- (h) Adjustment for bonus issues of Shares  
If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):  
(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and  
(b) no change will be made to the exercise price.
- (i) Adjustment for rights issue  
If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of a Option will be reduced according to the following formula:  
  
$$\text{New exercise price} = \frac{O - E [P - (S + D)]}{N + 1}$$
  
O = the old Exercise Price of the Option.  
E = the number of underlying Shares into which one Option is exercisable.  
P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.  
S = the subscription price of a Share under the pro rata issue.  
D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).  
N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.
- (j) Lodgement Instructions  
Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.



## **6.5 Taxation**

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with the acquisition, sale or exercising of Rights, or the subsequent disposal of any New Shares and for New Options subscribed for under this Prospectus. The Directors recommend that all Eligible Shareholders consult their own professional tax advisors.

## **6.6 Material Contracts**

### **6.6.1 Underwriting Agreement**

Under an underwriting agreement dated 29 August 2007 (**Underwriting Agreement**), Patersons Securities Limited (**Underwriter**) has agreed to underwrite the Offer. Upon completion, the Underwriter will receive an underwriting fee of 5% of the amount underwritten, plus a \$60,000 management fee. The Underwriter will also receive payment of reasonable costs and expenses incurred by the Underwriter in connection with the Offer. The Company will also pay any GST applicable to any fee payable to the Underwriter under the Underwriting Agreement.

The Company has given representations and warranties to the Underwriter which are considered usual in agreements of this nature.

The Underwriter may terminate its obligations under the Underwriting Agreement by notice in writing to the Company on the occurrence of a number of customary termination events. These termination events include any material statements in this Prospectus being or becoming misleading or deceptive or there being a material omission in this Prospectus, certain major disruptions to financial markets, the occurrence of a new circumstance that would have been required to be included in the Prospectus, the Company withdrawing the Prospectus or the Offer or a market fall in the S&P/ASX200 Index which remains at more than 10% below the level on the date of the agreement for three consecutive business days.

### **6.6.2 Memorandum of Understanding**

In early March 2007 Minemakers and Wolfram Bergbau und Hutten-GmbH Nfg. KG (**WB**) entered into a Memorandum of Understanding in relation to the Company's tin and tungsten projects at Aberfoyle and Storey's Creek in North East Tasmania. Under the terms of the Memorandum WB funded \$120,000 worth of drilling at Aberfoyle and will bear 50% of the costs of the Storey's Creek drilling programme which is currently underway.

### **6.6.3 Tay-Munglinup Farmout Agreement**

By an agreement dated 20 June 2007 Minemakers farmed out to Jutt Holdings Ltd an option to acquire a 60% equity in exploration licences E74/310, E74/317 and E74/318 which are considered prospective for nickel and gold. Minemakers will hold a 20% interest free-carried in the tenements until August 2008. Jutt has committed to fly an airborne electromagnetic survey at a 200 metre line spacing in order to seek for anomalous signals associated with buried massive sulphide nickel deposits.

### **6.6.4 Other Material Contracts**

Section 9 of the 2006 Prospectus contains additional information pertaining to material contracts entered into by Minemakers (other than those mentioned

above) and is incorporated by reference into this Prospectus pursuant to section 712 of the Corporations Act. Potential investors and their professional advisers may obtain, free of charge, a copy of the 2006 Prospectus by requesting it from the Company Secretary on telephone (08) 9481 7288 during normal business hours prior to the Closing Date.

## **6.7 Privacy**

If you apply for New Shares and New Options, you will provide personal information to the Company. Company laws and tax laws require some of the information to be collected and kept. The Company will collect, hold and use the information provided by you to process your application and to administer your investment in the Company.

If you do not provide the information requested in the Entitlement and Acceptance Form, the Company and the Share Registry may not be able to process your application.

The Company may disclose your personal information for purposes related to your investment to the Company's agents and service providers. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- the Underwriter to confirm applications; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising, on the Shares and for associated actions.

The Company complies with its legal obligations under the Privacy Act 1988 (Cth).

You may request access to your personal information held by (or on behalf of) the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. You can request access to your personal information by writing to or telephoning the Company's Share Registry.

## **6.8 Directors' Interests**

The interest of the Directors in the securities of the Company as at the date of this Prospectus are as follows:

<b>Director</b>	<b>Fully Paid Shares</b>	<b>Options</b>
George Savell	560,000	300,000
Andrew Drummond	9,027,056	503,750
Ted Ellyard	5,323,750	750,000
Dennis Wilkins	1,000,000	-
Richard O'Shannassy	227,500	500,000

Mr Drummond will act as a sub underwriter to the Rights Issue to the extent of \$100,000 and will be paid a sub underwriting fee of 1.25% of the funds underwritten.

## **6.9 Interests and Consents of Experts and Advisers**

The following parties have given (and not before the date of this Prospectus withdrawn) their consent to be named in this Prospectus in the form and context in which they are named:

- Patersons Securities Limited, in the capacity of Underwriter and Lead Manager;
- Richard O'Shannassy & Co Pty Ltd, in the capacity of Solicitors to the Company;
- Rix Levy Fowler, in the capacity of Auditor to the Company;
- Security Transfer Registrars Pty Ltd, in the capacity of Share Registry to the Company;
- John Ribbons, in the capacity of Company Secretary to the Company;

Each of the above named persons:

- has not authorised or caused the issue of this Prospectus;
- has not made any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, except where expressly stated above;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and except where expressly stated above; and
- was not involved in the preparation of the Prospectus or any part of it except where expressly attributed to that person.

Patersons Securities Limited is acting as Underwriter and Lead Manager and for this will paid an underwriting fee of 5% of the funds underwritten under the Offer and a management fee of \$60,000. Patersons Securities Limited is also entitled to reimbursement of reasonable out of pocket expenses.

Patersons Securities Limited has received the following fees from the Company: For the financial year ended 30 June 2006 – Nil and for the financial year ended 30 June 2007 – Nil.

Richard O'Shannassy & Co Pty Ltd is acting as Solicitors to the Company and for this is being paid a minimum monthly retainer of \$4,000 (plus GST) and thereafter fees are payable at a discount to normal commercial rates. Richard O'Shannassy & Co Pty Ltd has received fees for the financial year ended 30 June 2006 – Nil, 30 June 2007 – \$12,000 (plus GST).

## **6.10 Application Form**

Returning a completed Application Form will be taken to constitute a representation by an Eligible Shareholder that they:

- have received a printed or electronic copy of the Prospectus accompanying the Application Form and have read such documents in full;
- have a registered address in Australia or New Zealand;

- declare that all details and statements in the Application Form are complete and accurate;
- acknowledge that once the Application Form is returned it may not be withdrawn;
- agree to being issued the number of New Shares and New Options they apply for subject to the terms of the Minemakers' constitution from time to time; and
- authorise Minemakers and the Underwriter and their respective officers and agents to do anything on their behalf necessary for New Shares and New Options to be issued to them, including to act on the instructions received by the Minemakers' share registry using the contact details on the Application Form.

#### **6.11 Electronic Prospectus**

Pursuant to Class Order 00/44 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus in the basis of a paper Prospectus lodged with ASIC and the issue of shares and options in response to an electronic application, subject to compliance with certain provisions.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have the entire Prospectus accompanied by the Application Form. If you have not, please e-mail the Company at [frontdesk@minemakers.com.au](mailto:frontdesk@minemakers.com.au) and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the Application Form, it was not provided with an entire copy of the Prospectus and any relevant supplementary or replacement material or any of those documents were incomplete or altered. In such case, the Application monies received will be dealt with in accordance with section 722 of the Corporations Act.

#### **6.12 Directors' authorisation**

Each Director of Minemakers Limited has given, and has not withdrawn, their consent to the lodgement of this Prospectus with ASIC.

Signed on behalf of the Directors pursuant to a Resolution of the Board.

Andrew Drummond  
Managing Director  
30 August 2007

**Section 7 KEY DEFINITIONS**

**"Additional New Shares and New Options"** means New Shares and New Options in addition to an Eligible Shareholder's Entitlement for which an Applicant makes an Application, as described in section 1.4.

**"Application Form"** means the Application Form attached to or accompanying this Prospectus that sets out the Entitlement of Shareholders to subscribe for New Shares and New Options pursuant to the Rights Issue.

**"Application Money"** means monies received from persons applying for New Shares and New Options pursuant to the terms of the Rights Offer.

**"Application Price"** means 25 cents per Share.

**"ASIC"** means Australian Securities & Investments Commission.

**"ASX"** means Australian Stock Exchange Limited ACN 008 624 691.

**"Business Day"** means a day on which trading takes place on the stock market of ASX.

**"CHESS"** means ASX Clearing House Electronic Sub-registry System.

**"Closing Date"** means 28 September 2007 or such other date as may be determined by the Directors and the Underwriters under this Prospectus.

**"Company"** or **"Minemakers"** means Minemakers Limited ACN 116 296 541 and where relevant, its subsidiary companies.

**"Constitution"** means the Company's Constitution as at the date of this Prospectus.

**"Corporations Act"** means the Corporations Act 2001 (Commonwealth).

**"Directors"** means the directors of the Company.

**"Dollar"** or **\$** means Australian dollars.

**"Eligible Shareholder"** means a Shareholder other than a Non-Qualifying Foreign Shareholder.

**"Entitlement"** means a Shareholder's entitlement to subscribe for New Shares and New Options offered by this Prospectus.

**"Issue"** means the issue of New Shares and New Options under this Prospectus.

**"Listing Rules"** or **"ASX Listing Rules"** means the Listing Rules of the ASX.

**"New Option"** means an option to acquire a Share exercisable at 30 cents on or before 31 December 2008 to be issued under this Prospectus.

**"New Share"** means a fully paid ordinary share in the capital of the Company to be issued under this Prospectus.

**"Non-qualifying Foreign Shareholder"** means a Shareholder, whose registered address is not in Australia or New Zealand.

## **Minemakers Limited**

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**"Offer"** means the offer of 1 New Share for every 5 existing Shares held at the Record Date at an issue price of 25 cents per New Share, plus an entitlement to receive 1 free attaching New Option for each New Share purchased.

**"Prospectus"** means the prospectus constituted by this document.

**"Record Date"** means 10 September 2007.

**"Rights"** means the right to subscribe for New Shares under this Prospectus.

**"Rights Issue"** has the same meaning as the Offer.

**"SCH Business Rules"** means the business rules of the securities clearing house which operates CHESS.

**"Share"** means a fully paid ordinary share in the capital of the Company.

**"Shareholder"** means the holder of a Share registered on the Record Date.

**"Shortfall Shares"** means New Shares for which successful valid applications have not been received by the Closing Date.

**"2006 Prospectus"** means the prospectus dated 31 July 2006 issued by the Company in relation to its initial public offering of 25,000,000 Shares at an issue price of 20 cents with 1 free option for every 2 shares issued to raise up to \$5,000,000.

**"Underwriter"** means Patersons Securities Limited (ACN 008 896 311).

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

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