



12 November 2015

The Manager
Companies Announcement Office
ASX Limited
Level 10, 20 Bridge Street
SYDNEY NSW 2000

NOTIFICATION UNDER SECTION 708A(5)(e) OF CORPORATIONS ACT

On 11 November 2015, Minemakers Limited ACN 116 296 541 (**Company**) (ASX/TSX: MAK) issued 40,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) to Baobab Partners LLC on satisfaction of the milestones relating to 40,000,000 'Class A' Contingent Share Rights (**Class A Rights**) in accordance with the terms and conditions of the Class A Rights. The Class A Rights were issued on 24 September 2015 in accordance with the terms of the Merger Implementation Agreement between the Company, Baobab Partners LLC, Agrifos Partners LLC and others, which was announced to the market on 27 April 2015. The Class A Rights were approved by shareholders of the Company at a General Meeting held on 21 August 2015.

Secondary Trading Exemption

The Corporations Act 2001 (Cth) (**Act**) restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or section 708A of the Act. By the Company giving this notice, sale of the Shares will fall within the exemption in subsection 708A(5) of the Act.

As required by subsection 708A(6) of the Act, the Company gives notice that:

- (a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;
- (a) this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
- (b) as at the date of this Notice, the Company has complied with:
 - (i) Chapter 2M of the Act as it applies to the Company; and
 - (ii) section 674 of the Act; and
- (c) as at the date of this Notice, the Company is not in possession of any "excluded information" as defined in subsections 708A(7) and 708A(8) of the Act.

Yours faithfully



Rodney Wheatley
Company Secretary
Minemakers Limited