



ABN 48 116 296 541



INCENTIVE STRUCTURE FOR ADVISORS

28 July 2015

Pursuant to ASX release dated 29 June, 2015 Minemakers Limited (**ASX:MAK**) confirms it has issued unlisted options, as shown in the attached Appendix 3B, to joint advisors Foster Stockbroking Pty Limited and EAS Advisors, as incentive remuneration for services. The details of the unlisted options issued are as follows:

- 3,000,000 unlisted options with a vesting price of \$0.12, exercise price of \$0.10 and expiry 30 June 2018
- 3,000,000 unlisted options with a vesting price of \$0.18, exercise price of \$0.15 and expiry 30 June 2018
- 3,000,000 unlisted options with a vesting price of \$0.25, exercise price of \$0.25 and expiry 30 June 2018

Cliff Lawrenson
Managing Director

MINEMAKERS LIMITED

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For further information:

Mr Cliff Lawrenson
Managing Director and CEO, Minemakers Limited

Mr Rod Wheatley
CFO and Company Secretary, Minemakers Limited

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Minemakers Limited

ABN

48 116 296 541

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Unlisted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 9,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <ol style="list-style-type: none">1) 3,000,000 unlisted options with a vesting price of \$0.12, exercise price of \$0.10, expiry 30 June 2018.2) 3,000,000 unlisted options with a vesting price of \$0.18, exercise price of \$0.15, expiry 30 June 2018.3) 3,000,000 unlisted options with a vesting price of \$0.25, exercise price of \$0.25, expiry 30 June 2018. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>1. No 2. No 3. No</p>
5	Issue price or consideration	<p>1. subscription price of \$0.001 per option 2. subscription price of \$0.001 per option 3. subscription price of \$0.001 per option</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue pursuant to the terms and conditions of Corporate Advisory Agreement.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	19 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Nil

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil				
6f	Number of securities issued under an exception in rule 7.2	Nil				
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A				
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 – 35,930,600 7.1A – 24,620,400				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	N/A				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>247,204,006</td> <td>Fully Paid Ordinary shares</td> </tr> </tbody> </table>	Number	+Class	247,204,006	Fully Paid Ordinary shares
Number	+Class					
247,204,006	Fully Paid Ordinary shares					

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 5px;">Number</th> <th style="text-align: left; padding: 5px;">⁺Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">500,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.47 expiry 03/01/2016</td> </tr> <tr> <td style="padding: 5px;">1,500,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.22 expiry 15/06/2016</td> </tr> <tr> <td style="padding: 5px;">5,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.23 expiry 18/06/2017</td> </tr> <tr> <td style="padding: 5px;">5,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.27 expiry no later than 18/06/2017</td> </tr> <tr> <td style="padding: 5px;">5,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.31 expiry no later than 18/06/2017</td> </tr> <tr> <td style="padding: 5px;">14,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.30 expiry 08/04/2017</td> </tr> <tr> <td style="padding: 5px;">3,550,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.18 expiry 29/07/2016</td> </tr> <tr> <td style="padding: 5px;">5,500,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.225 expiry 20/11/2016</td> </tr> <tr> <td style="padding: 5px;">3,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.10 expiry 30/06/2018</td> </tr> <tr> <td style="padding: 5px;">3,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.15 expiry 30/06/2018</td> </tr> <tr> <td style="padding: 5px;">3,000,000</td> <td style="padding: 5px;">Unlisted options exercise price \$0.25 expiry 30/06/2018</td> </tr> </tbody> </table>	Number	⁺ Class	500,000	Unlisted options exercise price \$0.47 expiry 03/01/2016	1,500,000	Unlisted options exercise price \$0.22 expiry 15/06/2016	5,000,000	Unlisted options exercise price \$0.23 expiry 18/06/2017	5,000,000	Unlisted options exercise price \$0.27 expiry no later than 18/06/2017	5,000,000	Unlisted options exercise price \$0.31 expiry no later than 18/06/2017	14,000,000	Unlisted options exercise price \$0.30 expiry 08/04/2017	3,550,000	Unlisted options exercise price \$0.18 expiry 29/07/2016	5,500,000	Unlisted options exercise price \$0.225 expiry 20/11/2016	3,000,000	Unlisted options exercise price \$0.10 expiry 30/06/2018	3,000,000	Unlisted options exercise price \$0.15 expiry 30/06/2018	3,000,000	Unlisted options exercise price \$0.25 expiry 30/06/2018
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																								

Part 2 – DELETED – NOT APPLICABLE

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 28 July 2015

Print name:

Rod Wheatley

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	247,504,006
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	 Nil Nil Nil
<i>Subtract</i> the number of fully paid ordinary securities cancelled during that 12 month period	1,300,000
“A”	246,204,006

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	36,930,600
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	1,000,000
“C”	1,000,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	36,930,600
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	1,000,000
<p>Total [“A” x 0.15] – “C”</p>	<p>35,930,600</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	246,204,006
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,620,400
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	24,620,400
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	24,620,400 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.