



ABN 48 116 296 541

25 September 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 24 September 2015, Minemakers Limited ACN 116 296 541 (**Company**) (ASX/TSX: MAK) issued:

- (a) 100,000,000 fully paid ordinary shares in the capital of the Company;
- (b) 80,000,000 unlisted options exercisable at \$0.25 on or before 24 September 2019;
- (c) 40,000,000 'Class A' contingent share rights which are satisfied upon the earlier of completion of a Board Approved Preliminary Feasibility study, a Board decision to proceed with the construction of a phosphate rock mine or first commercial production of phosphate rock, have a nil exercise price and expire on 24 September 2020; and
- (d) 40,000,000 'Class B' contingent share rights which are satisfied upon first commercial production of phosphate rock, have a nil exercise price and expire on 24 September 2020,

(collectively, the **Securities**) to Baobab Partners LLC in accordance with the terms of the Merger Implementation Agreement with Baobab Partners LLC, Agrifos Partners LLC and others, which was announced to the market on 27 April 2015. The issue of the Shares to Baobab Partners was 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 Securities 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 Securities without disclosure to investors under Part 6D.2 of the Act;
- (b) this Notice is being given pursuant to subsection 708A(5)(e) of the Act;
- (c) 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

(d) 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

A handwritten signature in black ink, appearing to read 'RW', with a long horizontal stroke extending to the right.

Rodney Wheatley
Company Secretary
Minemakers Limited