

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	MINEMAKERS LIMITED
ABN	48 116 296 541

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Timothy Cotton
Date of last notice	23 September 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	a) Indirect b) Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	a) Vulcan Phosphates LLC (Timothy Cotton owns 27% of Vulcan Phosphates LLC) b) Baobab Partners LLC (Timothy Cotton has a 23.3% indirect ownership interest in Baobab Partners LLC)
Date of change	11 November 2015
No. of securities held prior to change	a) 14,000,000 fully paid ordinary shares 14,000,000 Unlisted Options b) 100,000,000 fully paid ordinary shares 80,000,000 Unlisted Options 40,000,000 Class A contingent share rights 40,000,000 Class B contingent share rights
Class	Fully paid ordinary shares
Number acquired	b) 40,000,000 fully paid ordinary shares

+ See chapter 19 for defined terms.

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Number disposed	b) 40,000,000 Class A contingent share rights
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	NIL
No. of securities held after change	a) 14,000,000 fully paid ordinary shares 14,000,000 Unlisted Options b) 140,000,000 fully paid ordinary shares 80,000,000 Unlisted Options 40,000,000 Class B contingent share rights
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issued on the satisfaction of milestones relating to Class A contingent share rights in accordance with the terms and conditions of the Class A contingent share rights

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

16 November 2015

+ See chapter 19 for defined terms.