

9 December 2015

## EXCHANGE RELEASE

### ADDENDUM TO EXPLANATORY STATEMENT ACCOMPANYING NOTICE OF GENERAL MEETING SCHEDULED FOR 14 DECEMBER 2015

Avenira Limited (formerly named Minemakers Limited) (**Company**) attaches an addendum (**Addendum**) to the explanatory statement accompanying the Notice of General Meeting dated 11 November 2015 (**Notice**) in respect of a General Meeting of shareholders to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 14 December 2015 at 9am (WST).

The key amendment effected by the Addendum is to change the party to whom up to 103,126,525 Company shares will be issued pursuant to Resolution 1 in the Notice from Mimran Natural Resources to an alternative Mimran Group entity, being Tablo Corporation (or its nominee). This amendment does not constitute a change to the wording of Resolution 1 and is not considered to be substantial, given the party to whom the shares will be issued is a member of the same corporate group as Mimran Natural Resources. Other amendments outlined in the Addendum are also not considered to be substantial.

The Company advises there has been no change to the proxy form originally despatched to shareholders together with the Notice and votes that have already been cast remain valid. Shareholders who would like to alter their vote that has already been cast should contact Computershare Investor Services Pty Limited on 1300 850 505 as soon as possible to make arrangements for the provision of a replacement proxy form. Further to the Addendum, shareholders who have not yet cast a vote may request a replacement proxy form for this purpose, however votes cast using the original proxy form will also be accepted if a replacement proxy form cannot be obtained in time.

There have been no changes to the details of the General Meeting, which are as follows:

**Date:** Monday, 14 December 2015  
**Time:** 9am (WST)  
**Place:** The Celtic Club  
46 Ord Street  
West Perth, Western Australia

**For further information please contact:**

Rod Wheatley, Company Secretary  
Avenira Limited  
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Email: [rwheatley@avenira.com](mailto:rwheatley@avenira.com)

Cliff Lawrenson  
Managing Director

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(formerly named Minemakers Limited)

**ABN 48 116 296 541**

## **ADDENDUM TO EXPLANATORY STATEMENT**

in respect of the

### **NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

to be held at 9am (WST) on 14 December 2015

at The Celtic Club, 48 Ord Street, West Perth, Western Australia

As at and dated 8 December 2015

#### **IMPORTANT INFORMATION**

This document is an addendum to the Explanatory Statement contained in the notice of general meeting dated 11 November 2015 ("**Notice**") for the general meeting of Avenir Limited to be held on 14 December 2015 ("**Addendum**"). This Addendum varies the Explanatory Statement and should be read together with the Notice. There have been no changes to the Proxy Form despatched to shareholders on 11 November 2015. A replacement proxy form is provided with this Addendum for shareholders wishing to change their vote or submit a replacement proxy form.

avenira.com



## ADDENDUM TO EXPLANATORY STATEMENT

Avenira Limited (formerly named Minemakers Limited) (ABN 48 116 296 541) ("**Company**"), gives notice to shareholders of the Company of amendments to the Explanatory Statement contained in the notice dated 11 November 2015 ("**Notice**") in respect of a general meeting of shareholders to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 14 December 2015 at 9am (WST) ("**Meeting**").

The key change effected by the amendments is to change to the party to whom up to 103,126,525 Shares will be issued pursuant to Resolution 1 in the Notice from Mimran Natural Resources to Tablo Corporation (or its nominee).

The Explanatory Statement contained in the Notice is amended as follows:

- (a) immediately beneath the first paragraph (b) in Section 3.1, insert the following paragraph:

"Since signing the MOU, the parties have agreed that Tablo Corporation, a member of Senegalese Groupe Mimran, (or its nominee) will replace Mimran as the counterparty to the Placement and that shares issued for the purpose of the BMCC Investment may be issued to another entity in the Senegalese Groupe Mimran in place of Mimran";
- (b) the reference to "Mimran" in the third paragraph (a) in Section 3.1 and all subsequent references to "Mimran" in Section 3.1 are replaced with the words "Tablo Corporation (or its nominee);
- (c) the reference in paragraph (c) in Section 3.3 to "Mimran" is replaced with the words "Tablo Corporation (or its nominee); and
- (d) in the first paragraph of Section 4.1 the reference to "19 November" is replaced with "19 November 2014".

### Important Notice

This Addendum to the Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Addendum to the Explanatory Statement please do not hesitate to contact the Company Secretary on (+61) 8 9264 7000.

### General

Definitions in the Notice have the same meaning in this Addendum to the Explanatory Statement unless otherwise updated in this Addendum to the Explanatory Statement.


This Addendum to the Explanatory Statement is supplemental to the original Notice and should be read together with the original Notice. Save for the amendments to the Explanatory Statement described below, the Notice and accompanying Explanatory Statement and Management Information Circular remain unchanged.

### Voting in Person

To vote in person, attend the Meeting at the time, date and place set out above.

### Voting by Proxy

PROXY FORMS ALREADY RECEIVED BY THE COMPANY IN ACCORDANCE WITH THE INSTRUCTIONS IN THE ORIGINAL NOTICE (IN ACCORDANCE WITH THOSE INSTRUCTIONS) WILL STILL BE ACCEPTED BY THE COMPANY AND WILL BE COUNTED IN RELATION TO THE RESOLUTIONS TO BE VOTED ON BY SHAREHOLDERS AT THE MEETING.



HOWEVER, IF YOU WISH TO CHANGE YOUR VOTE, OR SUBMIT A REPLACEMENT PROXY FORM, PLEASE COMPLETE AND SIGN THE ENCLOSED REPLACEMENT PROXY FORM AND RETURN BY THE TIME AND IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT ON THE REPLACEMENT PROXY FORM.

IF YOU HAVE NOT RETURNED THE ORIGINAL PROXY FORM AND WISH TO VOTE ON THE RESOLUTIONS IN THE NOTICE, PLEASE COMPLETE AND RETURN THE ENCLOSED REPLACEMENT PROXY FORM.

In accordance with section 249L of the Corporations Act, members are advised that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy forms must be received by the Company no later than 9am (WST) on 11 December 2015, being at least 48 hours before the Meeting

**By Order of the Board**

**Rod Wheatley**  
**Company Secretary**

**Dated: 8 December 2015**