



ABN 48 1 16 296 541

ASX RELEASE

MOU TO ADVANCE STRATEGIC INVESTMENT AND FUNDING FOR LARGE SCALE DEVELOPMENT OF WONARAH PHOSPHATE

26 July 2010

Minemakers Limited (ASX symbol: MAK) is pleased to advise that it has entered into a non-binding Memorandum of Understanding (“MOU”) with an Australian based company, Verte Group Pty Ltd (“Verte”), whereby Verte is appointed as a major member in Minemakers’ resources projects planning and management team and will be responsible for procuring:

1. Asian strategic investors (“**Strategic Investors**”) to provide the necessary debt funding for engineering, procurement and construction (“**EPC Funding**”) of:
 - a large beneficiation plant at the Wonarah rock phosphate project (“**Wonarah**”);
 - a 260km railway from the Wonarah minesite to the Adelaide to Darwin railway near Tennant Creek;
 - a gas pipeline to site from near Tennant Creek;
 - a transport hub facility near Tennant Creek, if required;
 - required storage and related facilities at the port of Darwin; and
 - a fertiliser and other phosphate chemical plants at Wonarah or Darwin.
2. The Strategic Investors to provide equity funding (“**Equity Funding**”) to Minemakers by the subscription for new shares in Minemakers at a substantial premium to the current share price and representing, on completion, up to 50% of all issued shares at a time when arrangements for the EPC Funding are finalised.

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The EPC Funding is intended to provide all the required development capital for the Wonarah project. It is subject to a number of conditions including, in particular, approval by the Government(s) having jurisdiction over the Strategic Investors and approval of the Minemakers' Business Plan by the Strategic Investors which details the elements of the required EPC Funding.

The Equity Funding arrangements are also conditional on a number of regulatory approvals including Minemakers' shareholder approval as well as finalization of the EPC Funding. The proceeds of the Equity Funding may be applied by Minemakers across its portfolio of projects as the Company determines.

The EPC Funding and Equity Funding would enable Minemakers to become a major exporter of beneficiated rock phosphate and a fully integrated producer of fertilizer and other phosphate-related products.

Minemakers' Managing Director, Mr Andrew Drummond, said:

"This is an exciting potential company-making development for Minemakers. The MOU with Verte represents a wonderful opportunity for Minemakers to develop the Wonarah project on a large scale.

It represents a significant advance beyond the point which could likely be achieved under current market circumstances by accessing funding from traditional debt and equity markets.

From the Asian Strategic Investors' position, they would share in multiple revenue streams and Asia would take a major step forward in ensuring future food security by accessing Wonarah's phosphate as other Asian phosphate resources reduce.

Minemakers looks forward to a successful partnership with Verte as both sides work towards getting project set up and approvals in principle from relevant Governments and securing the EPC Funding and Equity Funding arrangements."

Under the intended arrangements addressed in the MOU:

- Minemakers, together with representatives of the Strategic Investors, will be responsible for co-ordinating and managing all aspects of engineering, procurement and construction of the new facilities under the EPC Funding;
- the Strategic Investors will be entitled to representation on the Minemakers' Board, commensurate with their shareholdings;
- the Strategic Investors will purchase 100% of all product produced at Wonarah at prevailing world benchmark prices with such product to be placed into the global market;
- approximately 75% of net profits generated by Minemakers each year from the Wonarah project will be applied towards repayment of the EPC Funding;

- Minemakers, together with the Strategic Investors, will investigate the commencement of development of the direct shipping ore operations at Wonarah whilst required planning and approvals from relevant stakeholders, engineering, procurement and construction of the larger development are advanced.

The following indicative timetable has been agreed by Minemakers and Verte for implementation of the arrangements addressed in the MOU:

Finalisation and approval of the Minemakers' Business Plan	3Q 2010
Strategic Investors' intent to advance EPC Funding confirmed	4Q 2010
Strategic Investors complete due diligence, EPC review and technical exchange	1Q 2011
Finalisation of EPC Funding and Equity Funding	2Q 2011

For reasons of commercial confidentiality and because some of the details remain incomplete, it is not possible to reveal all aspects of the terms of the MOU at this time: more detail will be revealed in due course as and when finalised.

The introduction of Verte to Minemakers, and the coordination of progress between the two companies to date, has been by PhillipCapital Australia under an advisory mandate.

About Verte

Verte Group was established in Australia as the local operating entity for a consortium of Asian resource and manufacturing companies.

It introduces project finances for the Australian mineral and natural resources sectors, and facilitates corporate advisory and capital investment matters.

About Minemakers

Minemakers Limited has been listed on the ASX since 2006. On Tuesday 27 July 2010 it will list on the Namibian Stock Exchange (NSX: MMS) and expects to list on the Toronto Stock Exchange in the near future.

Minemakers intends to occupy a major position in the world rock phosphate and phosphate fertilizer industry via developments at Wonarah and through its Namibian Joint Venture (direct and indirect equity about 50%).

It also has a diverse portfolio of other mineral deposits including:

- The Moina fluorspar-tin-tungsten-magnetite deposit in Tasmania, understood to be potentially the largest undeveloped fluorspar deposit in the world.
- Ownership of the tenements holding the most historically productive combined tin and tungsten mineral field in Australia.
- The massive Port Keats rock salt target.

Andrew Drummond
Managing Director

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Andrew Drummond, who is Managing Director of the Company and a Fellow of The Australian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Drummond has sufficient experience deemed relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Drummond consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Cautionary Statement Regarding Forward-Looking Information

All statements, trend analysis and other information contained in this letter relative to markets for Minemakers' trends in resources, recoveries, production and anticipated expense levels, as well as other statements about anticipated future events or results constitute forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements. Forward-looking statements are based on estimates and opinions of management at the date the statements are made. Minemakers does not undertake any obligation to update forward-looking statements even if circumstances or management's estimates or opinions should change. Investors should not place undue reliance on forward-looking statements.

