



ABN 48 116 296 541

EXCHANGE RELEASE

SECOND SUPPLEMENTARY TARGET'S STATEMENT

10 August 2012

Minemakers Limited (ASX & TSX: MAK and NSX: MMS) (**Minemakers**) refers to the off-market takeover bid for all of the ordinary shares in Minemakers by UCL Resources Limited ACN 002 118 872 (**UCL Offer**).

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), Minemakers attaches a copy of its second supplementary target's statement dated 10 August 2012 in relation to the UCL Offer.

Cliff Lawrenson
Managing Director

Andrew Drummond
Executive Chairman

Shareholder Information Line

Australian callers: 1300 667 838
For international callers: +61 2 8022 7902

MINEMAKERS LIMITED

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CONTACTS

Mr Cliff Lawrenson
Chief Executive Office and Managing Director, Minemakers Limited

Mr Andrew Drummond
Executive Chairman, Minemakers Limited

Mr John Gardner
Magnus Investor Relations & Corporate Communication
Phone: +61 413 355 997



Second Supplementary Target's Statement

in relation to the takeover bid by UCL Resources Limited ACN 002 118 872 for all the ordinary shares in Minemakers Limited ACN 116 296 541

1 Introduction

This document is a supplementary target's statement under section 644 of the Corporations Act. It is the second supplementary target's statement (**Second Supplementary Target's Statement**) issued by Minemakers Limited ACN 002 118 872 (**Minemakers**) in relation to the off-market takeover bid for all of the ordinary shares in Minemakers by UCL Resources Limited ACN 116 296 541 (**UCL**). This Second Supplementary Target's Statement supplements, and should be read together with, Minemakers' target's statement dated 23 July 2012 (**Original Target's Statement**) and Minemakers' first supplementary target's statement dated 3 August 2012.

2 UCL's application to the Takeovers Panel

On 3 August 2012, UCL applied to the Takeovers Panel claiming that the Original Target's Statement contains certain material misstatements and omissions, including in relation to:

- two discrepancies identified in the Independent Expert's Report regarding Minemakers' interest in UCL Shares; and
- a statement regarding the inclusion of Minemakers in certain market indices.

A supplementary independent expert's report is attached as an annexure to this Second Supplementary Target's Statement which addresses the discrepancies identified in the Independent Expert's Report.

Minemakers also wishes to clarify that contrary to the assertion in clause 5.4 of the Original Target's Statement, Minemakers is not currently included in any S&P/ASX market indices. Despite this, your Directors continue to believe that the free float and liquidity of Minemakers Shares will be lower if UCL acquires effective control, but not 100%, of Minemakers.

These changes do not affect the Independent Expert's conclusion that the UCL Offer is **NEITHER FAIR NOR REASONABLE** or your Directors' recommendation that Minemakers Shareholders should **REJECT** the UCL Offer.

Minemakers Shareholders who have any questions in relation to the UCL Offer should call the Shareholder Information Line on 1300 667 838 (a toll-free line for calls made from within Australia) or +61 2 8022 7902 (for calls made from outside Australia).

3 Consents

BDO Corporate Finance (WA) Pty Ltd has given (**BDO**), and not withdrawn before the lodgement of this Second Supplementary Target's Statement with ASIC, its written consent to be named in this Second Supplementary Target's Statement in the form and context in which it is so named. BDO's consent has been given on the basis that BDO:

- did not authorise or cause the issue of this Second Supplementary Target's Statement; and
- does not make, or purport to make, any statement other than as specified in this Second Supplementary Target's Statement.

4 Other notices

Unless the context otherwise requires, terms defined in the Original Target's Statement have the same meaning as in this Second Supplementary Target's Statement.

This Second Supplementary Target's Statement prevails to the extent of any inconsistency with the Original Target's Statement.

A copy of this Second Supplementary Target's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

Signed for and on behalf of Minemakers following a resolution of the directors of Minemakers.



Andrew Drummond
Executive Chairman

Annexure



MINEMAKERS LIMITED
Supplementary Independent
Expert's Report

NOT FAIR NOT REASONABLE

10 August 2012



Financial Services Guide

10 August 2012

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 ("we" or "us" or "ours" as appropriate) has been engaged by Minemakers Limited ("Minemakers") to provide an independent expert's report on UCL Resources Limited's ("UCL") off market take-over bid to acquire all of the shares in Minemakers. You will be provided with a copy of our report as a retail client because you are a shareholder of Minemakers.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- ◆ Who we are and how we can be contacted;
- ◆ The services we are authorised to provide under our Australian Financial Services Licence, Licence No. 316158;
- ◆ Remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- ◆ Any relevant associations or relationships we have; and
- ◆ Our internal and external complaints handling procedures and how you may access them.

Information about us

BDO Corporate Finance (WA) Pty Ltd is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients.

When we provide the authorised financial services we are engaged to provide expert reports in connection with the financial product of another person. Our reports indicate who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

Fees, commissions and other benefits that we may receive

We charge fees for providing reports, including this report. These fees are negotiated and agreed with the person who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee for this engagement is approximately \$55,000.

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Other Assignments

In March 2011, BDO prepared an independent expert's report for Minemakers on the proposal to demerge Minemakers TTT Pty Ltd from Minemakers.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from Minemakers for our professional services in providing this report. That fee is not linked in any way with our opinion as expressed in this report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing addressed to The Complaints Officer, BDO Corporate Finance (WA) Pty Ltd, PO Box 700 West Perth WA 6872.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service ("FOS"). FOS is an independent organisation that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial service industry. FOS will be able to advise you as to whether or not they can be of assistance in this matter. Our FOS Membership Number is 12561. Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly via the details set out below.

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Toll free: 1300 78 08 08
Facsimile: (03) 9613 6399
Email: info@fos.org.au

Contact details

You may contact us using the details set out at the top of our letterhead on page 1 of this FSG.

10 August 2012

The Directors
Minemakers Limited
Ground Floor, 20 Kings Park Road
West Perth
WA 6005

Dear Sirs

SUPPLEMENTARY INDEPENDENT EXPERT'S REPORT

1. Introduction

On 18 May 2012, UCL Resources Limited ("UCL") announced an off market take-over offer for all of the shares in Minemakers Limited ("Minemakers" or "the Company"). UCL is offering the shareholders of Minemakers ("the Offer"):

- 1 UCL share for every 1.6 shares held in Minemakers; plus
- 4.5 cents cash per share held in Minemakers.

It has come to the attention of BDO that the independent expert's report prepared by BDO dated 10 July 2012 ("our report") contains non-material inaccuracies which are identified and corrected below. These matters do not alter the opinion in our report that the Offer is neither fair nor reasonable to Shareholders.

This report should be read in conjunction with our report dated 10 July 2012.

2. Corrections

2.1 Section 4

In section 4 of our report the following sentences

"The MAK Offer closed on 22 May 2012. Following the MAK Offer, Minemakers' shareholding in UCL had increased by 2.65%. The increase equated to approximately 5% prior to the dilution due to UCL's placement of 12,121,061 shares issued to MML on 15 May 2012."

Should be replaced with

"The MAK Offer closed on 22 May 2012. Under the MAK Offer, Minemakers received acceptances totalling 4,051,719 UCL shares, which represented 5.01% of UCL's issued shares outstanding at the commencement of Minemakers' offer. However, due to the dilution of UCL's placement of 12,121,061 shares to MML on 15 May 2012, Minemakers' shareholding in UCL only increased by 2.65% in absolute terms from before the announcement of the offer to the end of the offer."

2.2 Section 13.1

In section 13.1 of our report the following sentences

“Minemakers’ offer closed on 22 May 2012. Following the offer, Minemakers shareholding in UCL had increased by 2.65%. The increase equated to approximately 5% prior to the dilution due to UCL’s placement of 12,121,061 shares issued to MML on 15 May 2012. Minemakers current shareholding in UCL is 15.67%.”

should be replaced with

“Minemakers’ offer closed on 22 May 2012. Under the offer, Minemakers received acceptances totalling 4,051,719 UCL shares, which represented 5.01% of UCL’s shares outstanding at the commencement of Minemakers’ offer. However, due to the dilution of UCL’s placement of 12,121,061 shares to MML on 15 May 2012, Minemakers’ shareholding in UCL only increased by 2.65% in absolute terms from before the announcement of the offer to the end of the offer. Minemakers current shareholding in UCL is 14.25%.”

3. Disclaimers and consents

This report has been prepared at the request of Minemakers for inclusion in the Supplementary Target’s Statement which will be sent to all Minemakers shareholders. Minemakers engaged BDO Corporate Finance (WA) Pty Ltd to prepare a supplementary independent expert’s report to consider whether the consideration offered by UCL in its take-over offer for all of the shares in Minemakers, is fair and reasonable to the Minemakers shareholders.

BDO Corporate Finance (WA) Pty Ltd hereby consents to this report accompanying the above Target’s Statement. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement or letter without the prior written consent of BDO Corporate Finance (WA) Pty Ltd.

BDO Corporate Finance (WA) Pty Ltd takes no responsibility for the contents of the Supplementary Target’s Statement other than this report.

BDO Corporate Finance (WA) Pty Ltd has not independently verified the information and explanations supplied to us, nor has it conducted anything in the nature of an audit or review of Minemakers or UCL in accordance with standards issued by the Auditing and Assurance Standards Board. However, we have no reason to believe that any of the information or explanations so supplied are false or that material information has been withheld. It is not the role of BDO Corporate Finance (WA) Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Directors of the Company are responsible for conducting appropriate due diligence in relation to UCL. BDO Corporate Finance (WA) Pty Ltd provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of BDO Corporate Finance (WA) Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Offer, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the Shareholders of Minemakers, or any other party.

BDO Corporate Finance (WA) Pty Ltd has also considered and relied upon independent valuations for mineral assets held by Minemakers.

The valuer engaged for the mineral asset valuation, Optiro Pty Ltd, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation are appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance (WA) Pty Ltd has no obligation to update this report for events occurring subsequent to the date of this report.

Yours faithfully

BDO CORPORATE FINANCE (WA) PTY LTD



Adam Myers

Director



Sherif Andrawes

Director