



EXCHANGE RELEASE

Minemakers Announces On-Market Share Buy-Back

27 June 2013

Minemakers Limited (“**Minemakers**” or “**the Company**”) is pleased to announce, subject to approval by the Toronto Stock Exchange, the initiation of an on-market share buy-back of up to 10% of the Company’s total share capital over the next twelve months.

This initiative is being undertaken as part of the Company’s ongoing capital management strategy, taking note of the low share price trading levels when compared to the net tangible asset backing of the shares and, in particular, the Company’s cash backing and the Wonarah project. The Board believes the current share price does not reflect the fair value of the Company and as such considers instituting a buy-back as a sound use of available capital. The buy-back will not impact the currently planned feasibility study activities for the Wonarah project.

In accordance with the ASX listing rules, the prices paid for shares purchased under the share buy-back will be no more than 5% above the volume weighted average price of Minemakers shares over the five prior trading days. The total number of shares to be purchased by Minemakers under the buy-back will depend on market conditions and volumes. The buy-back will be open for 12 months from 12 July 2013, 14 days after lodgement.

JM Financial Group Limited has been appointed to assist with the buy-back.

The Appendix 3C in relation to the on-market buy-back is attached to this announcement.

The on-the-market buy-back is not being executed through the facilities of the Toronto Stock Exchange. Residents of Canada who wish to participate should contact Mr John Ribbons, Company Secretary, on +61 8 9389 2111. The on-the-market buy-back is proceeding pursuant to the foreign issuer bid exemption found in applicable Canadian securities laws.

MINEMAKERS LIMITED

ABN 48 116 296 541
ASX & TSX: MAK
Level 2, 34 Colin Street
West Perth Western Australia 6005
(PO Box 1704 West Perth WA 6872)
Phone: +61 8 9264 7000
Facsimile: +61 8 9264 7099
Website: www.minemakers.com.au

CONTACTS

Mr Cliff Lawrenson
Managing Director and Chief Executive Officer
Minemakers Limited

About Minemakers Limited

Minemakers Limited (ASX & TSX Code: MAK) aims to become a significant force in the world phosphate and fertiliser sector, through the development of the wholly owned Wonarah deposit in the Northern Territory:

- *Phosphate is commodity of global strategic importance with few or no economic substitutions*
- *Wonarah is a significant phosphate resource in a favorable location with existing and available infrastructure*
- *Minemakers has a key strategic shareholder in Vulcan Phosphates – global experts in phosphate markets*
- *Minemakers has an exclusive Australian licence to apply JDCPhosphate, Inc's Improved Hard Process (IHP)*
- *Wonarah is very well suited to application of IHP and production of superphosphoric acid*
- *Minemakers is trading below cash value with sufficient cash to complete the Wonarah project feasibility studies*

Cliff Lawrenson
Managing Director

Appendix 3C

Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Minemakers Limited	48 116 296 541

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On market buy-back within 10/12 limit
2	⁺ Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Ordinary
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the ⁺ class on issue	247,504,006 fully paid shares on issue prior to commencement of the buy-back
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval is not required
7	Reason for buy-back	Ongoing capital management strategy

⁺ See chapter 19 for defined terms.
11/01/2010

Appendix 3C Announcement of buy-back

8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	Not applicable
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On-market buy-back

9	Name of broker who will act on the company's behalf	JM Financial Group Ltd
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number <small>Note: This requires a figure to be included, not a percentage.</small>	Up to 24,750,400 (10% of the issued capital) subject to the Company's right to terminate the buy-back at any time.
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	Commencing 12 July 2013 for a 12 month period
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	The Company will buy shares at such times and in such circumstances as is considered beneficial to the efficient capital management of the Company.

Employee share scheme buy-back

14	Number of shares proposed to be bought back	Not applicable
15	Price to be offered for shares	Not applicable

⁺ See chapter 19 for defined terms.

Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back Not applicable

- 17 Number of shares proposed to be bought back Not applicable

- 18 Price to be offered for shares Not applicable

Equal access scheme

- 19 Percentage of shares proposed to be bought back Not applicable

- 20 Total number of shares proposed to be bought back if all offers are accepted Not applicable

- 21 Price to be offered for shares Not applicable

- 22 ⁺Record date for participation in offer Not applicable
Cross reference: Appendix 7A, clause 9.

Compliance statement

- 1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

- 1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

- 2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.



Sign here: Date: 27 July 2013
(Director/Company secretary)

Print name: John Ribbons

⁺ See chapter 19 for defined terms.