



ABN 48 116 296 541

EXCHANGE RELEASE

LETTER TO MINEMAKERS SHAREHOLDERS FROM INCOMING CHIEF EXECUTIVE

25 May 2012

Minemakers Limited (ASX & TSX: MAK and NSX: MMX) notes the attached letter from new Chief Executive, Mr Cliff Lawrenson, which has been mailed to Minemakers shareholders today.

Andrew Drummond
Executive Chairman

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Dear Shareholder

A Message from the Chief Executive

I am writing to introduce myself and to outline my early priorities for Minemakers Limited (Minemakers).

By way of background, my career spans 30 years, working in South Africa, Australia, Asia, GCC countries and the USA, across investment banking and finance, corporate strategy, project development, energy, engineering and mineral resources. My resume includes extensive periods with Macquarie Bank, CMS Energy, GRD Limited and FerrAus Limited, where I most recently led the feasibility studies for the company's iron ore projects with capital cost estimates of around A\$1 billion which ultimately led to a A\$350 million recommended takeover of the company by Atlas Iron in late 2011.

I am delighted to have taken up this role with Minemakers and I am excited by the possibilities the company has ahead of it. My attraction to the role was underpinned by my long-term belief in phosphate rock and the broader fertiliser sector, driven by the medium-to-long term view that phosphate fertiliser and phosphate rock demand will continue to trend upwards. I firmly believe we are entering a phase where the importance of phosphate in the value chain will be recognised in a similar way that potash has enjoyed much attention from the majors in the past few years. I am also driven to play a part in meeting the growing global demand for food which can only be achieved by improving agricultural output where fertiliser has a vital role.

The Minemakers Board has had the foresight to recognise that the company is shifting from explorer to developer and my appointment supports this transition. Change is never easy, but we are all committed to working as a team in the best interests of our shareholders. I am convinced that Minemakers has exposure to world-class ore bodies which, through a methodical, committed and rigorous approach, can be developed and advanced to production, delivering returns to shareholders and strategic partners as well as benefiting the local communities in which the projects are situated.

Whilst there are significant challenges ahead, particularly against a backdrop of uncertain global capital markets, I believe my past experience stands me in good stead and I intend to apply myself fully to the tasks at hand.

In the coming weeks I will critically review the status of both Minemakers major phosphate projects and our existing strategic development plans for each. I have recently returned from visiting Namibia and intend to visit the Wonarah Phosphate Project in the near future.

UCL Resources proposed offer to acquire Minemakers

On 18 May 2012, UCL Resources (UCL) – our Joint Venture partner in the Sandpiper Marine Phosphate Project in Namibia – announced its intention to make an unsolicited offer to acquire all of the shares in Minemakers.

The Board of Minemakers has recommended Minemakers shareholders reject the UCL offer on the basis that it is structurally flawed and **materially undervalues** Minemakers assets (refer to ASX announcement dated 21 May 2012: *Minemakers' Board Recommends Minemakers Shareholders Reject UCL's Inferior Offer*). I agree with the conclusion of the Minemakers Board and also recommend shareholders **do not accept** the UCL offer. Further detailed information regarding the UCL offer will be sent to you in the form of a Target's Statement in the coming weeks.

The UCL takeover offer for Minemakers confirms that both parties recognise the strategic benefits of bringing Minemakers and UCL together to facilitate the financing and development of the Sandpiper Project and ultimately enhance value for both sets of shareholders. However, this needs to be done in a way that is fair and equitable to the shareholders of both companies and not just for the benefit of UCL shareholders.

Regrettably, there has at times been an uncomfortable relationship between Minemakers and UCL which may have been an impediment to reaching an agreed deal and successfully achieving mutually beneficial outcomes for all shareholders.

I come to this situation with integrity, a fresh perspective and a commitment to all Minemakers shareholders to objectively explore all options and opportunities to maximise and deliver value to shareholders. This includes attempting to genuinely engage with UCL to see if there is a fair deal that can be agreed, and if not, to ensure that Minemakers relationship with its joint venture partner allows us to continue to work collaboratively towards a common objective of developing the Sandpiper Project.

The Minemakers Board and I remain committed to protecting the interests of all Minemakers shareholders and to realising the best possible financial outcomes.

I look forward to your support and welcome any feedback you may wish to provide.

Sincerely,



Cliff Lawrenson
Chief Executive Officer
Minemakers Limited