



PRINCIPAL OFFICE

Level 2, 25 Richardson Street, West Perth WA 6005
PO Box 92, West Perth WA 6872
T +61 8 9485 2600
F +61 8 9485 2500
www.mindax.com.au

ABN 28 106 866 442

Statement to ASX Limited
16 October 2009

Mindax is a Perth based diversified explorer for uranium, gold, base metals and iron ore with tenement portfolios in the Sandstone-Meekatharra area and in the Western Gneiss terrane of the Yilgarn Craton

*Mindax Limited was listed on the Australian Securities Exchange in December 2004
Code: MDX*

A full description of the Company's activities is available at our website

www.mindax.com.au

Inquiries about this statement or about the Company's business should be directed to

Greg Bromley
Managing Director

Investor inquiries can be directed to:

info@mindax.com.au

Notice of Annual General Meeting

Please find to follow the Company's 2009 Notice of Annual General Meeting that is being despatched to shareholders today.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Angelo Francesca', is written over a horizontal line.

Angelo Francesca
Company secretary

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Mindax Limited

ABN 28 106 866 442



Notice of Annual General Meeting and explanatory memorandum

The 2009 Annual General Meeting of the Company will be held at Esplanade River Suites, Waterwall Restaurant, 112 Melville Parade, Como, Western Australia, on 19 November 2009 at 3:30pm (WST).

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

A Proxy Form is enclosed. If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Mindax Limited
ABN 28 106 866 442

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2009 annual general meeting of the Shareholders of the Company will be held at Esplanade River Suites, Waterwall Restaurant, 112 Melville Parade, Como, Western Australia on 19 November 2009 at 3:30pm (WST).

Information on the proposals to which the Resolutions set out below relate is contained in the Explanatory Memorandum. The Explanatory Memorandum and Proxy Form accompany and form part of this Notice of Meeting. Terms defined in the Explanatory Memorandum – “Glossary” have the same meaning when used in this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

To receive and consider the annual financial report of the Company and the reports of the Directors and auditors for the financial year ended 30 June 2009.

RESOLUTION 1 – REMUNERATION REPORT

To consider, and if thought fit to pass the following Resolution as a non-binding ordinary resolution.

“That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopt the Remuneration Report as set out in the Directors’ Report section of the Annual Report for the year ended 30 June 2009”.

The resolution to adopt the Remuneration Report is advisory only and does not bind the Directors.

RESOLUTION 2 – RE-ELECTION OF MR GILBERT CHARLES GEORGE AS A DIRECTOR

To consider, and if thought fit to pass, the following Resolution as an ordinary resolution.

“That Mr Gilbert Charles George, being a director of the Company, retires by rotation in accordance with Clause 7.3(a) of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a director of the Company.”

RESOLUTION 3 – ELECTION OF MR BENJAMIN CHOW AS A DIRECTOR

To consider and if thought fit to pass, with the following Resolution as an ordinary resolution.

“That Mr Benjamin Chow, being a director of the Company, retires in accordance with Clause 7.3(g) of the Constitution of the Company and being eligible for re-election, be hereby re-elected as a director of the Company.”

SPECIAL BUSINESS

RESOLUTION 4 – ISSUE OF OPTIONS TO MR GREGORY JOHN BROMLEY

To consider, and if thought fit to pass, the following Resolution as an ordinary resolution:

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“That for the purposes of Listing Rule 10.11 of the Official Listing Rules of ASX Limited and Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes, the Company approves and the Directors be and are hereby authorised to grant and issue 500,000 Options to Gregory John Bromley and/or his nominee, upon the terms and conditions set out in the Explanatory Memorandum”.

Notes:

1. Gregory John Bromley is a related party of the Company. For this reason, the Company is seeking approval to the grant of Options to Gregory John Bromley under Listing Rule 10.11 of the Listing Rules and Chapter 2E of the Corporations Act.
2. The full terms and conditions of the Options to be issued to Gregory John Bromley are set out in Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting.
3. In accordance with Listing Rule 10.13 and section 224 of the Corporations Act, any votes cast on Resolution 4 (other than by a person as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the Resolution, or by the Chairman of the Meeting as an undirected proxy for a member who is entitled to vote) by, or on behalf of, Gregory John Bromley or any other person who might obtain a direct benefit if Resolution 4 is passed, or any of his respective associates, will be disregarded.

RESOLUTION 5 – ISSUE OF OPTIONS TO MR GILBERT CHARLES GEORGE

To consider, and if thought fit to pass, the following Resolution as an ordinary resolution:

“Subject to the passage of Resolution 2, that for the purposes of Listing Rule 10.11 of the Official Listing Rules of ASX Limited and Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes, the Company approves and the Directors be and are hereby authorised to grant and issue 250,000 Options to Gilbert Charles George and/or his nominee, upon the terms and conditions set out in the Explanatory Memorandum.”

Notes:

1. Gilbert Charles George is a related party of the Company. For this reason, the Company is seeking approval to the grant of Options to Gilbert Charles George under Listing Rule 10.11 and Chapter 2E of the Corporations Act.
2. The full terms and conditions of the Options to be issued to Gilbert Charles George are set out in Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting.
3. In accordance with Listing Rule 10.13 and section 224 of the Corporations Act, any votes cast on Resolution 5 (other than by a person as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the Resolution, or by the Chairman of the Meeting as an undirected proxy for a member who is entitled to vote) by, or on behalf of, Gilbert Charles George or any other person who might obtain a direct benefit if Resolution 5 is passed, or any of his respective associates, will be disregarded.

RESOLUTION 6 – ISSUE OF OPTIONS TO MR NICHOLAS JAMES SMITH

To consider, and if thought fit to pass, the following Resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 of the Official Listing Rules of ASX Limited and Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes, the Company and the Directors be and are hereby authorised to grant and issue 250,000 Options to Nicholas James Smith and/or his nominee, upon the terms and conditions set out in the Explanatory Memorandum”.

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Notes:

1. Nicholas James Smith is a related party of the Company. For this reason, the Company is seeking approval to the grant of Options to Nicholas Smith under Listing Rule 10.11 and Chapter 2E of the Corporations Act.
2. The full terms and conditions of the options to be issued to Nicholas James Smith are set out in Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting.
3. In accordance with Listing Rule 10.13 and section 224 of the Corporations Act, any votes cast on Resolution 6 (other than by a person as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the Resolution, or by the Chairman of the Meeting as an undirected proxy for a member who is entitled to vote) by, or on behalf of, Nicholas James Smith or any other person who might obtain a direct benefit if Resolution 6 is passed, or any of his respective associates, will be disregarded.

RESOLUTION 7 – ISSUE OF OPTIONS TO MR ANDREW TSANG

To consider, and if thought fit to pass, the following Resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 of the Official Listing Rules of ASX Limited and Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes, the Company and the Directors be and are hereby authorised to grant and issue 250,000 Options to Andrew Tsang and/or his nominee, upon the terms and conditions set out in the Explanatory Memorandum”.

Notes:

1. Andrew Tsang is a related party of the Company. For this reason, the Company is seeking approval to the grant of Options to Andrew Tsang under Listing Rule 10.11 and Chapter 2E of the Corporations Act.
2. The full terms and conditions of the Options to be issued to Andrew Tsang are set out in Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting.
3. In accordance with Listing Rule 10.13 and section 224 of the Corporations Act, any votes cast on Resolution 7 (other than by a person as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the Resolution, or by the Chairman of the Meeting as an undirected proxy for a member who is entitled to vote) by, or on behalf of, Andrew Tsang or any other person who might obtain a direct benefit if Resolution 7 is passed, or any of his respective associates, will be disregarded.

RESOLUTION 8 – ISSUE OF OPTIONS TO MR BENJAMIN CHOW

To consider, and if thought fit to pass, the following Resolution as an ordinary resolution:

“Subject to the passage of Resolution 3, that for the purposes of Listing Rule 10.11 of the Official Listing Rules of ASX Limited and Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes, the Company and the Directors be and are hereby authorised to grant and issue 250,000 Options to Benjamin Chow and/or his nominee, upon the terms and conditions set out in the Explanatory Memorandum”.

Notes:

1. Benjamin Chow is a related party of the Company. For this reason, the Company is seeking approval to the grant of Options to Benjamin Chow under Listing Rule 10.11 and Chapter 2E of the Corporations Act.

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2. The full terms and conditions of the Options to be issued to Benjamin Chow are set out in Annexure A to the Explanatory Memorandum accompanying this Notice of Meeting.
3. In accordance with Listing Rule 10.13 and section 224 of the Corporations Act, any votes cast on Resolution 8 (other than by a person as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the Resolution, or by the Chairman of the Meeting as an undirected proxy for a member who is entitled to vote) by, or on behalf of, Benjamin Chow or any other person who might obtain a direct benefit if Resolution 8 is passed, or any of his respective associates, will be disregarded.

HOW DO YOU EXERCISE YOUR RIGHT TO VOTE?

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations (Cth) that the persons eligible to vote at the Meeting are those who are registered as members of the Company on 17 November 2009 at 3:30pm (WST).

JOINTLY HELD SHARES

If your Shares are jointly held, only one of the joint holders is entitled to vote. If more than one holder votes in respect of jointly held shares, only the vote of the holder whose name appears first on the register will be counted. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

CORPORATIONS VOTING

In order to vote at the meeting, a corporation, which is a member, may appoint a person to act as its representative. A representative does not have to be a shareholder of the Company. The appointment should comply with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including any authority under which it is signed. Alternatively, you may appoint a proxy to vote on your behalf.

PROXIES

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

1. each Shareholder has a right to appoint a proxy;
2. the proxy need not be a member of the Company;
3. a Shareholder who is 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. If no proportion or number is specified then in accordance with Section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments by Shareholders:

Registered Office:	c/- FJH Solutions Ground Floor 21 Teddington Road BURSWOOD WA 6100
Facsimile Number:	+61 8 9355 4580
Telephone number:	+61 8 9486 2333

Postal Address: Mr A. Francesca
PO Box 6918
East Perth WA 6892

The proxies of Shareholders must be received at the relevant address set out above no later than 48 hours prior to the time of commencement of the Meeting, that is by 17 November 2009 at 3:30pm (WST).

To ensure that all Shareholders exercise their right to vote on each Resolution, a Shareholder Proxy Form is enclosed with this Notice of Meeting. The Proxy Form provides details of what you need to do to appoint a proxy to attend and vote for you.

If you appoint the Chairman of the meeting as your proxy and you do not specifically direct how the Chairman is to vote as your proxy, the Chairman will exercise your votes in favour of the Resolutions.

VOTING PROCEDURE

As ordinary resolutions, Resolutions 1 – 8 inclusive will each be approved if more votes are cast in favour of that particular Resolution by Shareholders entitled to vote on that Resolution than against that Resolution.

Under the terms of the Company's constitution, a poll is to be conducted as directed by the Chairman of the meeting.

By order of the Board



Gregory John Bromley
Director
6 October 2009

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Mindax Limited
(ABN 28 106 866 442)

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be considered at the forthcoming Annual General Meeting of the Company to be held on 19 November 2009 and should be read in conjunction with the accompanying Notice of Meeting.

At that Meeting, Shareholders will be asked to pass Resolutions to:

- adopt the Remuneration Report for the year end 30 June 2009;
- re-elect Mr Gilbert Charles George and elect Mr. Benjamin Chow as directors; and
- approve the issue of Options to each of Mr Gregory John Bromley, Mr Gilbert Charles George (if he is re-elected as a Director), Mr Nicholas James Smith, Mr Andrew Tsang and Mr Benjamin Chow (if he is re-elected as a Director).

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to pass those Resolutions. In relation to the special business of the Meeting, the Explanatory Memorandum explains the resolutions and identifies the Board's reasons for putting them to Shareholders. This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

Annual Financial Report

The financial report of the Company for the year ended 30 June 2009 (including the Financial Statements, Directors' Report and Auditor's Report) was included in the 2009 annual report of the Company, which was distributed to Shareholders or made available to Shareholders along with this Notice of Meeting.

Time will be allowed during the Annual General Meeting for consideration by Shareholders of the financial statements and the associated directors' and auditors' reports.

The Corporations Act requires that the Financial Statements, Directors' Report and the Auditor's Report be laid before the Annual General Meeting. Whilst the Corporations Act does not require Shareholders to approve those reports, Shareholders will have the opportunity to raise questions in respect to these reports at the Meeting.

As a Shareholder, you are entitled to submit a written question to the auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than five business days before Thursday 19 November 2009. All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The Company's auditor will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in preparing its Financial Statements, and the independence of the auditor.

Resolution 1 – Remuneration Report

In accordance with Section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report.

The Remuneration Report is contained in the Directors' Report section of the Company's 2009 annual report. The Remuneration Report describes the underlying policies and

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structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and where relevant, senior executives.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. However, Shareholders should note that the vote on Resolution 1 is not binding on the Company or the Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Resolution 2 – Re-election of Mr Gilbert Charles George as a Director

The Constitution of the Company requires that one third of Directors in office (other than a managing director) must retire by rotation at each annual general meeting of the Company.

Gilbert George therefore retires at the forthcoming Annual General Meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

Gilbert George has been a director of the Company since January 2004. He is a consultant providing strategic advice to companies nationally and internationally and has been involved in over \$950 million of new investment in Australia in resource, IT, food processing and service sectors. Gilbert George operates his own business development consultancy.

Resolution 3 – Re-election of Mr Benjamin Chow

The Constitution of the Company requires that a Director appointed by the Board must retire at the next annual general meeting of the Company after their appointment.

Benjamin Chow therefore retires at the forthcoming annual general meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

Benjamin Chow has been a director since 6 October 2009.

Benjamin Chow is a distinguished Australian, who has a business background in engineering, property development and leadership in the Chinese and Australian financial sectors. Benjamin Chow has worked continuously in the land development industry both in Australia and South East Asia since 1968, having immigrated to Australia in 1962. He chaired the Council for Multicultural Australia which assists the Australian Government implement its multicultural policies. He has previously served as President of Australian Chinese Community Association of NSW, President of Chinese Australian Forum of NSW and Vice-President of the Ethnic Communities Council of NSW. He is a past member of the Council of National Museum of Australia, a member of the Bond University Council, President of Sydney University Nerve Research Foundation, a Trustee and Chairman of Australian Chinese Charity Foundation and a Director of Chain Reaction Foundation Ltd.

Benjamin Chow is a Director of Invocare Limited, an ASX listed company.

Resolutions 4, 5, 6, 7 and 8 – Issue of Options to Mr Gregory John Bromley, Mr Gilbert Charles George, Mr Nicholas James Smith, Mr Andrew Tsang and Mr Benjamin Chow

The Board seeks separate approvals for the allotment and issue of Options to the following Directors of the Company as follows:

1. a total of 500,000 Options to Gregory John Bromley (and/or his nominee);
2. a total of 250,000 Options to Gilbert Charles George (and/or his nominee) (if Mr George is re-elected as a Director);
3. a total of 250,000 Options to Nicholas James Smith (and/or his nominee);
4. a total of 250,000 Options to Andrew Tsang (and/or his nominee);

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5. a total of 250,000 Options to Benjamin Chow (and/or his nominee) if Mr Chow is elected (together **Related Parties**),

each in accordance with the terms and conditions set out in Annexure A.

Requirement for shareholder approval

Listing Rule 10.11 of the Listing Rules provides that a listed company must obtain shareholder approval to the issue of equity securities to a "related party". Directors are considered to be related parties for the purposes of the Listing Rules. Therefore, the proposed issue of Options to each of the Related Parties requires Shareholder approval under Listing Rule 10.11.

Chapter 2E of the Corporations Act also requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party". Directors are considered to be related parties within the meaning of the Corporations Act. The Options to be issued to each of the Related Parties will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act. Therefore, the proposed issue of Options to each of the Related Parties requires Shareholder approval under Chapter 2E of the Corporations Act.

In accordance with the requirements of Listing Rule 10.13, Chapter 2E of the Corporations Act, and in particular, section 219 of the Corporations Act, the following information is provided to Shareholders to allow them to assess the proposed issue of Options to each of the Related Parties:

1. Gregory Bromley is a related party of the Company to whom Resolution 4 would permit the financial benefit to be given, if Resolution 2 is passed, Gilbert George is a related party of the Company to whom Resolution 5 would permit the financial benefit to be given, Nicholas Smith is a related party of the Company to whom Resolution 6 would permit the financial benefit to be given, Andrew Tsang is a related party of the Company to whom Resolution 7 would permit the financial benefit to be given and, if Resolution 3 is passed, Benjamin Chow is a related party of the Company to whom Resolution 8 would permit the financial benefit to be given;
2. the nature of the financial benefit to be given to each of the Related Parties is the issuing of Options to subscribe for Shares in the numbers set out below:
 - (a) a total of 500,000 Options to Gregory John Bromley (and/or his nominee);
 - (b) a total of 250,000 Options to Gilbert Charles George (and/or his nominee);
 - (c) a total of 250,000 Options to Nicholas James Smith (and/or his nominee);
 - (d) a total of 250,000 Options to Andrew Tsang (and/or his nominee); and
 - (e) a total of 250,000 Options to Benjamin Chow (and/or his nominee);
3. the issue of Options to each of the Related Parties is proposed to assist in each of their retention and motivation during the advancement of the Company's whilst prospects, in particular the Mt Forrest Iron Ore Project. The number of Options proposed to be issued, the exercise price and expiry date have been determined after consideration of other remuneration packages in the market, the Share price history of the Company in the last 12 months and objectives of the Company over the coming two years;
4. the Options are granted to each of the Related Parties for no consideration and therefore no funds will be raised from the grant of the Options. Any funds raised from the exercise of the Options will be used for general working capital purposes;
5. the Options to be issued will be issued upon approval by Shareholders with an exercise price of 60 cents;
6. the market sale prices of Mindax's Shares on ASX during the 12 months immediately before 5 October 2009, being the last practicable date before finalising this

Explanatory Memorandum have ranged from a high of 54 cents and a low of 19.5 cents. As at 5 October 2009, the market sale price was 35 cents;

7. the Options will not be listed on ASX;
8. the Options will be offered to and, if accepted, issued to the relevant Related Party as soon as is practicable after, and in any event, no later than one month after the Meeting (or such other later date as permitted by any ASX waiver of modification of the ASX Listing Rules). It is anticipated the Options will be issued on one date;
9. the Options will vest on 31 March 2010 on the basis that the Company has in place a JORC compliant resource for its Mt Forrest Iron Project by that date, otherwise the Options will lapse;
10. subject to that particular Related Parties remaining a Director or employed by the Company, the Options will be exercisable on or before 31 March 2012;
11. the Options are not transferable without the prior written consent of the Board;
12. should the Company's Shares be trading on the ASX at a price in excess of the exercise price of Options granted to a Related Parties (and/or his nominee) pursuant to a Resolution passed at the Meeting, the holders of the Options will obtain a potential financial gain on the exercise of the Options and subsequent sale of Shares;
13. under the Corporations Act, the Company is required to attribute a value to the Options for the purposes of the approval sought from Shareholders. The Options will not be listed and so there is no readily ascertainable market value of the Options. The value of options can vary significantly depending on the methodology used and the assumptions made and any one particular valuation methodology is not necessarily representative to the actual value of the Options.

The Company has calculated a value per potential share arising out of the Options based on the number of Shares into which those Options could be converted on exercise as 9.2 cents per potential Share. This calculation has been made using the Black & Scholes Option Pricing Model which is a standard formula used for calculating the valuation of an option. The formula requires the use of various assumptions to calculate a value for the options.

The assumptions used by the Company for the calculation are:

- an exercise price of 60 cents per Option and expiry date of 31 March 2012;
- a 30 day volume weighted average price of 37 cents per Share for the period up to 28 September 2009;
- a volatility factor for the Company's share price of 60% which was derived by the Company by reference to historic volatility of peer group entities; and
- a discount rate of 5.75% by reference to the current 3 year Government Bond Rate.

On the basis of that valuation, the total value of the Options proposed to be issued to:

- Gregory Bromley is \$46,000;
- Gilbert George is \$23,000;
- Nicholas Smith is \$23,000;
- Andrew Tsang is \$23,000; and
- Benjamin Chow is \$23,000.

However, as the Options are only transferable with the consent of the Company's Board, any value inherent in the Options may be difficult to assess without exercising the Options.

Upon exercise, the holder must contribute their own money to the Company to fund the exercise price of these Options. The total amount payable (based on the assumed exercise price of 60 cents per Option) if all Options are exercised is \$900,000.

It is important to note that the above values are considered to represent the theoretical value for the Options only, and that any change in the variables applied in the Black & Scholes Option Pricing Model between the date of the valuation and the date the Options are granted would have an impact on their value.

Australian International Financial Reporting Standards require the Options to be expensed, which is guided by AASB 2 – Share Based Payment. The period over which the Options have to be expensed depends on the vesting date. As the Options vest 31 March 2010, they are expected to be expensed in the financial year ended 30 June 2010.

Expensing the Options will have the effect of increasing both the expenses and share option reserves of the Company. Whilst there will be a reduction in profit of the Company, there will be no impact on the net assets or the cash position or financial resources of the Company as a result of expensing the Options.

14. if all of the Options granted to the Related Parties are exercised, a total of 1,500,000 Shares will be allotted and issued. This will increase the number of Shares on issue from 129,115,756 (as at 5 October 2009, being the last practicable date before finalising this Explanatory Memorandum) to 130,615,756, assuming that no other options are exercised and no other Shares are issued, with the effect that the shareholding of existing Shareholders will be diluted as follows:

Related Party	Issued Shares as at 5 October 2009	Options to be issued	Issued shares upon exercise of all Options	Dilutionary effect upon exercise of Options
Gregory Bromley	5,555,001	500,000	500,000	0.39%
Gilbert George	2,836,625	250,000	250,000	0.19%
Nicholas Smith	3,103,100	250,000	250,000	0.19%
Andrew Tsang	32,090,112	250,000	250,000	0.19%
Benjamin Chow	Nil	250,000	250,000	0.19%
Total	43,584,838	1,500,000	1,500,000	1.15%

15. as at 5 October 2009, being the last practicable date before finalising this Explanatory Memorandum, the Related Parties have relevant interests in the following securities of the Company:

Related Party	Shares	Options (not including the Options to be considered at the Annual General Meeting)
Gregory Bromley	5,555,001	Nil
Gilbert George	2,836,625	Nil
Nicholas Smith	3,103,100	Nil
Andrew Tsang	32,090,112	Nil
Benjamin Chow	Nil	Nil

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16. the total remuneration package for each of the Related Parties for the year ended 30 June 2009, as disclosed in the 2009 annual report, is as follows:

- (a) Gregory Bromley:

Consultancy Fees	\$50,688
Base Salary	\$238,532
Superannuation	<u>\$21,468</u>
	\$310,688

The total remuneration package for the year ended 30 June 2010 will be \$261,468 plus statutory superannuation at the rate of 9%. In addition, Gregory Bromley will receive an additional benefit of \$46,000 being the approximate value of the Options proposed to be issued in accordance with Resolution 4;

- (b) Gilbert George:

Consultancy Fees	\$Nil
Directors Fees	\$55,000
Superannuation	<u>\$4,950</u>
	\$59,950

The total remuneration package for the year ended 30 June 2010 will be \$55,000 plus statutory superannuation at the rate of 9%. In addition, Gilbert George will receive an additional benefit of \$23,000 being the approximate value of the Options proposed to be issued in accordance with Resolution 5;

- (c) Nicholas Smith:

Consultancy Fees	\$78,388
Directors Fees	\$50,000
Superannuation	<u>\$4,500</u>
	\$132,888

The total remuneration package for the year ended 30 June 2010 will be \$50,000 plus statutory superannuation at the rate of 9%. In addition, Nicholas Smith will receive an additional benefit of \$23,000 being the approximate value of the Options proposed to be issued in accordance with Resolution 6;

- (d) Andrew Tsang:

Consultancy Fees	\$26,981
Directors Fees	\$50,000
Superannuation	<u>\$4,500</u>
	\$81,481

The total remuneration package for the year ended 30 June 2010 will be \$50,000 plus statutory superannuation at the rate of 9%. In addition, Andrew Tsang will receive an additional benefit of \$23,000 being the approximate value of the Options proposed to be issued in accordance with Resolution 7;

- (e) Benjamin Chow:

As Benjamin Chow was only appointed a Director on 6 October 2009, he did not receive any remuneration for the year end 30 June 2009.

The total remuneration package for the year ended 30 June 2010 will be \$50,000 plus statutory superannuation at the rate of 9%. In addition, Benjamin Chow will receive an additional benefit of \$23,000 being the approximate value of the Options proposed to be issued in accordance with Resolution 8;

17. ownership of Shares pursuant to the exercise of the Options will entitle the holders of Shares to receive benefits of ownership/membership, on the same basis as existing Shareholders of the Company;
18. there are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed;
19. no Fringe Benefits Tax liability will arise to the Company for the proposed issue of Options to the Related Parties. The liability to income tax will be borne by the recipients of the Options who may be required to include certain amounts in their assessable income;
20. all Options issued pursuant to Resolutions 4 to 8 will be subject to the terms and conditions as set forth in Annexure A; and
21. other than the information specified above, the Company believes there is no other information that would be reasonably required by shareholders in order to decide whether it is in the best interests of the Company to pass any or all of Resolutions 4 to 8.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Options to the Related Parties as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

Recommendations

As set out above in respect of the requirements for shareholder approval in accordance with Listing Rule 10.11 and Chapter 2E of the Corporations Act, the Company is required to seek shareholder approval to the issue of the Options. Section 195 of the Corporations Act provides, in essence, that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered. Resolutions 4, 5, 6, 7 and 8 each seek approval to grant the Options to each of the Directors personally. It is therefore arguable that even though the resolutions are not inter-dependent, each Director has an interest in each of the resolutions to the extent they are a proposed recipient of Options under one of those resolutions.

The Directors therefore consider it prudent to consider that each of them holds a "material personal interest" in the consideration of the matter and so a quorum can not be formed to consider the matter at Board level. However, by reason of section 195(4) of the Corporations Act, the Directors are permitted in such instances to put the matter before Shareholders to consider and resolve. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act and have resolved to place the proposed grant of Options to shareholders to consider and, if thought fit, to approve.

Therefore, all the Directors have declined to make a recommendation on Resolutions 4, 5, 6, 7 and 8.

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GLOSSARY

“\$” means Australian dollars;

“**Annual General Meeting**” or “**Meeting**” means the meeting of Shareholders the subject of the Notice;

“**ASX**” means ASX Limited;

“**Board**” means the board of Directors;

“**Company**” or “**Mindax**” means Mindax Limited ABN 28 106 866 442;

“**Constitution**” means the Company’s constitution;

“**Corporations Act**” means Corporations Act 2001 (Cth);

“**Directors**” means the directors of the Company;

“**Explanatory Memorandum**” means this information attached to the Notice, which provides information to Shareholders about the Resolutions;

“**JORC**” means the Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia;

“**Listing Rules**” means the Official Listing Rules of ASX;

“**Option**” means an option to subscribe for a Share;

“**Optionholder**” means a holder of an Option;

“**Notice**” or “**Notice of Meeting**” means the notice of Annual General Meeting which accompanies this Information Memorandum;

“**Resolutions**” mean the resolutions set out in the Notice, or any one of them, as the context requires;

“**Shareholders**” means members of the Company entitled to vote at the Meeting;

“**Shares**” means fully paid ordinary shares issued in the capital of the Company; and

“**WST**” means Western Standard Time as observed in Perth, Western Australia.

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ANNEXURE A

DIRECTORS' OPTION TERMS

1. Each Option entitles the holder to subscribe for and be allotted one fully paid ordinary share ("**Share**") in the Company.
2. The exercise price of the Options is \$0.60 per Share. ("**Exercise Price**").
3. The Options will be capable of exercise at any time on or after 31 March 2010 ("**Vesting Date**") if the Company has in place a JORC compliant resource for its Mount Forrest Iron Project by the Vesting Date. If this condition is not satisfied the Options will lapse.
4. If a holder ceases to be a director of the Company;
 - (a) 2 years or more after Options are issued to the holder; or
 - (b) because of retirement, total and permanent disablement, redundancy, death or any other circumstances approved by the Board,

the options may be exercised within 30 days (or 3 months, in the case of death) after ceasing to be a director of the Company or any longer period permitted by the Board. If not exercised within that period, the Options lapse.
5. If a holder ceases to be director of the Company and clause 4 does not apply, Options issued in relation to the Participant lapse.
6. If the Board determines that:
 - (a) a holder has acted fraudulently, dishonestly or in breach of the holder's obligations to the Company; and
 - (b) Options issued to the holder are to be forfeited,

the Options will immediately lapse.
7. Notwithstanding any other clause, the Options will lapse at 5.00pm (WST) on 31 March 2012 ("**Expiry Date**").
8. Any Options which have not been exercised on or before 5.00pm (WST) on the Expiry Date lapse automatically.
9. The Options are not transferable without the prior written consent of the Board.
10. No application will be made to the ASX for Official Quotation of the Options.
11. All Shares allotted upon the exercise of Options will rank pari passu in all respects with other fully paid ordinary shares in the Company then on issue.
12. Options may only be exercised by notice in writing ("**Exercise Notice**") delivered to the registered office of the Company. The Exercise Notice must specify the number of options being exercised and must be accompanied by:
 - (a) the Exercise Price for the number of Options specified in the Exercise Notice; and
 - (b) the certificate for those Options, for cancellation by the Company.

13. The Exercise Notice only becomes effective when the Company has received cleared funds for the full amount of the Exercise Price.
14. Within 10 business days after the Exercise Notice becomes effective, the Board must:
- (a) allot and issue the number of Shares specified in the Exercise Notice to the Option Holder;
 - (b) cancel the certificate for the Options being exercised;
 - (c) If applicable, issue a new certificate for any remaining Options covered by the certificate accompanying the Exercise Notice; and
 - (d) apply for Official Quotation by the ASX of all Shares issued in accordance with the Exercise Notice.
15. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to the Company's shareholders during the currency of the Options. However, the Company will send a notice to each holder of Options at least nine business days before the record date of any new issues of capital offered to the Company's shareholders. This will give optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
16. If from time to time on or prior to the Expiry Date the Company makes an issue of shares to the holders of ordinary shares in the Company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of Options an optionholder will be entitled to have issued to him (in addition to the Shares which would otherwise be issued to him under that bonus issue (**bonus shares**) if on the record date for the bonus issue the optionholder has been registered as the holder of the number of Shares of which he would have been registered as holder if, immediately prior to that date, he had duly exercised his Options and the Shares the subject of such exercise had been duly allotted and issued to him. The bonus shares will be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted under the bonus issue.
17. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

MINDAX LIMITED ABN 28 106 866 442

PROXY FORM

I/We (name of shareholder)

of (address)

being a member/members of Mindax Limited HEREBY APPOINT

(name)

of (address)

and/or failing him (name)

of (address)

or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 19 November 2009 and at any adjournment of the meeting.

Proxy Instructions

<p>If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.</p> <p>If you do not wish to direct your proxy how to vote please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of the resolutions.</p> <p>If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.</p>	<p>..</p>
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Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:	For	Against	Abstain
Resolution 1 – Remuneration Report (non-binding vote)
Resolution 2 – Re-election of Gilbert Charles George
Resolution 3 – Election of Benjamin Chow
Resolution 4 – Issue of Options to Gregory John Bromley
Resolution 5 – Issue of Options to Gilbert Charles George
Resolution 6 – Issue of Options to Nicholas James Smith
Resolution 7 – Issue of Options to Andrew Tsang
Resolution 8 – Issue of Options to Mr Benjamin Chow

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

<p><i>This Proxy is appointed to represent ____% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes</i></p> <p><i>My total voting right is _____ shares</i></p>
--

Dated: _____

If the shareholder is an individual:

Signature: _____

If the shareholder is a company:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary

Director/Secretary

Print name

Print name

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INSTRUCTIONS FOR PROXIES

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

1. each Shareholder has a right to appoint a proxy;
2. the proxy need not be a member of the Company;
3. a Shareholder who is 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. If no proportion or number is specified then in accordance with Section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.

If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments by Shareholders:

Registered Office:	c/- FJH Solutions Ground Floor 21 Teddington Road BURSWOOD WA 6100
Facsimile Number:	+61 8 9355 4580
Telephone number:	+61 8 9486 2333
Postal Address:	Mr A. Francesca PO Box 6918 East Perth WA 6892

The proxies of Shareholders must be received at the relevant address set out above no later than 48 hours prior to the time of commencement of the Meeting, that is **by 17 November 2009 at 3:30pm (WST)**.

If you appoint the Chairman of the meeting as your proxy and you do not specifically direct how the Chairman is to vote as your proxy, the Chairman will exercise your votes in favour of the Resolutions.