

# Mindax Limited

ABN 28 106 866 442

## Share Purchase Plan

16 December 2009

This is an important document. The share purchase plan does not take into account the individual investment objectives financial situation or particular needs of each eligible shareholder. If you are in any doubt about the action you should take or the contents of this document please consult your financial, taxation or other advisor. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the share purchase plan.

16 December 2009

Dear Shareholder

## Opportunity to participate in the Mindax Share Purchase Plan

On behalf of the Directors of Mindax Limited (**Mindax or Company**), I am pleased to provide you with the opportunity to participate in Mindax's Share Purchase Plan (**SPP**).

Mindax is seeking to raise a maximum of \$3,500,000 from the SPP. The majority of the net proceeds from the SPP will be applied to accelerated exploration programs at the company's Mt Forrest Iron Ore prospects, to fund ongoing exploration expenditure at the Company's Yilgarn Avon Uranium prospects; and to provide general working capital. Details of Mindax's current activities are set out in the announcements made by Mindax to the ASX and are available from the ASX.

Under the SPP, Shareholders are eligible to invest up to \$15,000 in new shares, free of brokerage and other transaction costs. The issue price under the SPP is \$0.50 per Share. This price represents a discount of 2.78% to the volume weighted average price of Shares over the 5 trading days prior to the announcement of the SPP on 15 December 2009. It also represents a discount of 4% to the last ASX traded price of Mindax shares on 14 December 2009.

Participation in the SPP is open to Shareholders who were recorded on Mindax's share register as at 5.00pm (AWST) on 15 December 2009 in accordance with the enclosed "Terms and Conditions of the Share Purchase Plan" (**SPP Terms**). Participation is entirely voluntary and the offer is non-renounceable.

The Company has also announced that it intends to make a bonus issue of options to shareholders registered on the record date for the bonus issue which is expected to be after the closing date of the SPP and after the issue of ordinary shares from the SPP has occurred. The issue will be on the basis of 1 option for each 2 shares held with each option exercisable by 1 December 2011 at \$0.75 per Share.

To participate in the SPP, you must complete the non-renounceable "Share Purchase Plan Application Form" and return it together with your cheque made payable to "Mindax Limited – Subscription Account". Alternatively, you can make a BPAY payment in accordance with the instructions in the "Share Purchase Plan Application Form", but if you do so you must still return the "Share Purchase Plan Application Form" for your application to be valid.

Completed application forms with appropriate payment (either by cheque or BPAY) must be received by Mindax's registry by no later than 5:00pm (AWST) on 8 January 2010. **Shareholders are encouraged to submit their application form as early as possible.**

In deciding whether to participate in the SPP, please take time to read the enclosed SPP Terms. If needed, please seek your own investment or taxation advice.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in Mindax and thank you for your continuing support.

If you have any questions regarding the operation of the SPP, please call Mr Angelo Francesca, Company Secretary, on (08) 9486 2333 or by email to [info@mindax.com.au](mailto:info@mindax.com.au).

Yours sincerely



**Gilbert George**  
Chairman

# Terms and Conditions of the Share Purchase Plan (SPP)

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These terms and conditions and the accompanying "Share Purchase Plan Application Form" set out the terms and conditions of the SPP (**Terms and Conditions**). By accepting the offer to subscribe for Shares under the SPP you agree to be bound by these terms and conditions and the constitution of Mindax Limited ABN 28 106 866 442 (**Mindax**).

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## Key dates:

Record date	5.00pm (AWST) 15 December 2009
Opening Date of SPP offer	16 December 2009
Closing Date of SPP offer	8 January 2010
Issue date for Shares under SPP	15 January 2010
Expected quotation date of Shares under SPP	15 January 2010

These dates are indicative only and subject to change.

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## 1. What is the SPP?

The SPP is a convenient and cost effective way for Eligible Shareholders to acquire fully paid ordinary shares in Mindax (**Shares**) at a discount to the market price during the pricing period, free of brokerage and other transaction costs.

Mindax is undertaking the SPP to provide an opportunity for Shareholders to increase their shareholding in Mindax.

The majority of the net proceeds from the SPP will be applied to the accelerated exploration program at the Company's Mt Forrest Iron Ore prospects, to the ongoing exploration expenditure at the Company's Yilgarn Avon Uranium prospects; and to provide general working capital.

## 2. Who is eligible to participate?

You are eligible to participate in the SPP and considered an "**Eligible Shareholder**" if you were a registered holder of Shares as at 5:00pm (AWST) on 15 December 2009 (**Record Date**) with a registered address in Australia, New Zealand or any other jurisdiction which Mindax determines (in its sole discretion) is lawful and practicable for Mindax to issue Shares and under the SPP without providing additional disclosure.

The Board of Mindax has determined that it is either not lawful or not practicable to extend the SPP to Shareholders with registered addresses in the United States, and this document does not constitute an offer to Shareholders residing in the United States.

The Shares to be issued under the SPP have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States. Because of these legal restrictions, you must

not send copies of the Terms and Conditions or any other material relating to the SPP to any person resident in the United States or who is, or is acting for the account or benefit of, a US person.

Consistent with the warranties contained in the Terms and Conditions, you may not submit any completed "Share Purchase Plan Application Form", or make payment for, any person resident in the United States or who is, or is acting for the account or benefit of, a US person.

This document has not been delivered for registration to the Registrar of Companies in Hong Kong and its contents have not been reviewed by any regulatory authority in Hong Kong. Accordingly, this document must not be issued, circulated or distributed in Hong Kong other than in circumstances which do not constitute it as a "prospectus" as defined in the Companies Ordinance (Cap.32 of the law of Hong Kong) or which do not constitute an offer to the public within the meaning of that ordinance. Unless permitted by the securities laws of Hong Kong, no person may issue in Hong Kong, or have in its possession for issue in Hong Kong, this document or any other advertisement, invitation or document relating to the shares or securities in the Company.

In accordance with relevant New Zealand securities law, a person who, on the Record Date, was on the register as the holder of Shares with a New Zealand address, but who on the date of the offer no longer holds Shares, is not eligible to participate in the SPP.

To the extent that you hold shares on behalf of another person outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

Failure to comply with the above restrictions may result in violations of applicable securities laws.

Option holders are not eligible to participate unless they separately qualify as an Eligible Shareholder.

### 3. Bonus Option Issue

Mindax has announced that it intends to make a bonus issue of options to eligible shareholders registered on the record date for the bonus issue which will be after the closing date for the SPP.

The issue will be on the basis of 1 option for every 2 shares held with each option exercisable by 1 December 2011 at \$0.75 per Share.

A prospectus will be issued for these options.

### 4. Do I have to participate?

No. Participation in the SPP is entirely voluntary.

### 5. How much can I invest?

You can choose to invest to a value of any one of the following amounts (subject to scale back as described in Section 13 below) by complying with the requirements on the "Share Purchase Plan Application Form":

Offer A	Total subscription amount of \$15,000 ( <b>Maximum Application Amount</b> )
Offer B	Total subscription amount of \$10,000
Offer C	Total subscription amount of \$5,000 ( <b>Minimum Application Amount</b> )

The offer under the SPP needs to comply with ASIC Class Order 09/425. Accordingly, Eligible Shareholders may only acquire up to a maximum of \$15,000 of Shares under a share purchase plan or similar plan in any 12 month period (except in certain circumstances, as described in section 12 below). This limitation applies, for example, even if you receive more than one application form or you hold your existing Shares in more than one capacity. The \$15,000 limit applies irrespective of the number of existing Shares you hold on the Record Date.

By applying to acquire Shares under the SPP, you:

- certify and warrant that the aggregate of the application price paid by you for:
  - the Shares the subject of your application, or an application by a custodian on your behalf, under the SPP; and
  - any other existing Shares, or interests in existing Shares, issued to you or issued to a custodian as a result of an instruction given by you to apply for those Shares on your behalf in the 12 months before the application under an arrangement similar to the SPP. Mindax has not conducted a share purchase plan or similar plan in the last 12 months,does not exceed \$15,000 (unless you are applying as a custodian for one or more beneficiaries – see section 12 below);
- represent that you are an Eligible Shareholder. In this regard:
  - to the extent that you reside outside of Australia or New Zealand, you will be warranting to Mindax that your acceptance complies with all applicable foreign laws; and
  - to the extent that you hold Shares on behalf of another person who resides outside of Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws;
- acknowledge that the Shares have not, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdictions in the United States, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other securities laws; and
- agree not to send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US Person.

Custodians should have received a Custodian Certificate with these Terms and Conditions. If you did not receive a Custodian Certificate or would like further information on how to apply, you should contact Mr Angelo Francesca using the details set out in paragraph 19 below.

Mindax reserves the right to reject any application for Shares or issue a fewer number of Shares subscribed for under the SPP where

it believes the terms of the SPP have not been complied with.

**6. Can I transfer my right to purchase the Shares?**

No.

The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire Shares under the SPP to anyone else.

**7. Will shares issued under the SPP rank equally with my existing Shares?**

Yes.

All Shares issued under the SPP will rank equally with your existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the issue date.

**8. What is the issue price of the Shares?**

The issue price for each Share is \$0.50 (**Issue Price**).

Shares in Mindax are a speculative investment, and the share price of Shares might rise or fall between the date of this offer and the date the Shares are issued to you. This means that the price you pay for a Share in Mindax may be greater or less than the price of Shares at the time they are issued to you.

Mindax recommends that you monitor Mindax's share price, which can be found on the Australian Securities Exchange website at [www.asx.com.au](http://www.asx.com.au) (ASX code: MDX) or in the financial pages of major Australian metropolitan newspapers.

This offer to acquire Shares is not a recommendation. If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

**9. How do I apply for Shares under the SPP?**

To apply for Shares under the SPP, Eligible Shareholders must either:

- complete the "Share Purchase Plan Application Form" and return it with your payment by cheque in Australian Dollars made payable to "Mindax Limited - Subscription Account" so that it is received by Mindax's registry by no later than 5:00pm (AWST) on 8 January 2010 (**Closing Date**); or

- make a BPAY® payment by using the personalised reference number shown on your "Share Purchase Plan Application Form", which is required to identify your holding. If you make payment using BPAY®, the payment must be received in cleared funds by no later than the Closing Date and you must still lodge your "Share Purchase Plan Application Form" so that it is received by Mindax's registry by no later than the Closing Date. (Note: BPAY® payments can only be made through an Australian financial institution).

Applications received after 5:00pm (AWST) on 8 January 2010 will not be accepted.

Applications and any payments received under the SPP may not be withdrawn once they have been received by Mindax. Application money will not bear interest against Mindax in any circumstances.

**10. What are the participation costs of the SPP?**

No brokerage or other transaction costs are payable by participants in the SPP.

These costs will be paid by Mindax.

**11. When will I receive the Shares?**

Mindax intends to issue Shares under the SPP as soon as reasonably practicable after the closing date specified by Mindax.

It is expected that Shares issued under the SPP will be quoted on ASX on or about **15 January 2010**. Shares issued under the SPP to these persons can be traded on ASX at any time after quotation on ASX.

You should receive your holding statement or confirmation advice shortly after the date of issue.

**12. I have several holdings. Can I purchase a separate parcel of Shares for each holding?**

If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is \$15,000.

If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single holding for the purposes of the SPP. Accordingly, joint holders are only entitled to participate in the SPP in respect of that single holding. If you receive more than one offer under the SPP due to multiple identical holdings, the maximum you

may invest under the SPP in all capacities is \$15,000.

However, if you are a custodian holding existing Shares as at the record date on behalf of one or more persons who resides in Australia, New Zealand or any other jurisdiction which Mindax determines (in its sole discretion) is lawful and practicable for Mindax to issue Shares under the SPP (each a **Participating Beneficiary**), you may apply for up to a maximum amount of \$15,000 of Shares for each Participating Beneficiary subject to certifying to Mindax:

- that you hold existing Shares on behalf of each Participating Beneficiary on the Record Date (being 5.00pm (AWST) on 15 December 2009);
- that each Participating Beneficiary has subsequently instructed you to apply for Shares under the SPP;
- the number of Participating Beneficiaries;
- the name and address of each Participating Beneficiary;
- in respect of each Participating Beneficiary, the number of existing Shares, or interests in existing Shares, you hold on their behalf;
- in respect of each Participating Beneficiary, the number or the dollar amount of new Shares they instructed you to apply for on their behalf; and
- there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
  - the new Shares applied for by you on their behalf under the SPP; and
  - any other existing Shares, or interests in existing Shares, issued to you in the 12 months before the application as a result of an instruction given by the Participating Beneficiary to you to apply for those Shares on their behalf under an arrangement similar to the SPP.

If you are a custodian and you hold existing Shares on the record date jointly on behalf of 2 or more persons:

- the \$15,000 limit applies in relation to that joint holding as if you held the Shares on behalf of a single person; and
- you are taken to have been instructed to apply for new Shares on behalf of those persons if:
  - you have received such an instruction in accordance with the terms on which the shares are held; or

- where the terms on which the Shares are held do not cover the giving of instructions of this kind, you have received such an instruction from any of those persons.

If a custodian is not able to provide this certification, then the maximum an eligible custodian may invest under the SPP in all capacities is \$15,000.

For the purposes of the SPP, a custodian is a custodian as that term is defined in ASIC Class Order 09/425. If you hold shares as a trustee or nominee for another person, but are not a custodian as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

### 13. Scale back

Mindax is only seeking to raise a maximum of \$3,500,000 under the SPP. Accordingly, Mindax reserves absolute discretion to scale back applications under the SPP to the extent and in the manner that it sees fit. Factors that Mindax may take into account in determining any scale back include, but are not limited to, the amount applied for by each Eligible Shareholder under the SPP, the fact that the minimum subscription under the SPP is \$5,000, the date on which the application under the SPP is received, the number of Shares held at the Record Date and whether the Eligible Shareholder remains on the register on the Closing Date.

Mindax may scale back applications below the Minimum Application Amount (being \$5000). If Mindax undertakes a scale back, you will receive the number of Shares determined by Mindax in its absolute discretion which may be less than the parcel of Shares for which you have applied. In this case, the difference between the application moneys received and the number of Shares allocated to you multiplied by the issue price, may be refunded to you by direct credit (to your nominated account if recorded on Mindax's share register) or cheque as soon as practicable without interest at the time of allotment.

### 14. Discretion and Disputes

Mindax reserves the right to waive strict compliance with any term or condition of this SPP. Any powers or discretions of Mindax may be exercised by the directors of Mindax or any delegate of them.

Mindax may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the

operation of the SPP whether generally or in relation to any participant or application. A determination made by Mindax will be conclusive and binding on all participants and other persons to whom the determination relates.

## **15. Changes and Termination**

Mindax may change or terminate the SPP or the terms and conditions of the SPP at any time, whether because of a change of law, ASIC requirements or policy or any other circumstance relevant to the SPP or Mindax. If Mindax terminates the SPP, it will notify the ASX and refund any application moneys to you (without interest).

## **16. ASIC and ASX relief**

The offer of Shares under this SPP is made in accordance with the relief granted under ASIC Class Order 09/425 which grants relief from the requirement to prepare a prospectus for the offer of new shares under the SPP.

Mindax has also obtained a waiver on 8 December 2009 from ASX from Listing Rules 7.1 and 10.11 to permit Mindax to issue up to \$15,000 worth of Shares to each Eligible Shareholder and for all directors to participate in the SPP.

## **17. Currency**

Unless otherwise specified, any reference to "\$" is a reference to the lawful currency of Australia.

## **18. Governing Law**

The SPP is governed by the laws in force in Western Australia. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

## **19. Where can I obtain further information in relation to the SPP?**

If you have any questions about the terms and conditions of the SPP or how to make an application, please contact Mr Angelo Francesca, Company Secretary, on (08) 9486 2333 or by email to [info@mindax.com.au](mailto:info@mindax.com.au). Neither Mindax nor Advanced Share Registry (the company's share registry) nor any of their personnel, is or is to be taken to be, giving any securities recommendation or investment advice in relation to the SPP nor do any of them have any obligation to do so. You should consider seeking your own advice in relation to the SPP.