



## ASX ANNOUNCEMENT

27<sup>TH</sup> of March 2012

**ASX Code: MDX**

ABN: 28 106 866 442

### Corporate Description

Mindax's Mt Forrest Iron Project is progressing through feasibility with a view to mining at the end of 2013.

The company is carefully putting in place necessary approvals and aligning infrastructure partners including rail and port.

Coupled with its significant iron assets, Mindax is also the greenfields discoverer of a new uranium province near Mukinbudin, Western Australia.

Through technically advanced exploration and an eye for detail, Mindax has successfully built a significant portfolio of 37 mineral exploration and mining tenements covering over 4,000 square kilometres. In addition, Mindax has applications in place for water and infrastructure covering over 2,400 square kilometres in support of the Mt Forrest Iron Project development.

Mindax aims to develop strategic resources through innovative exploration. Higher yield projects will be moved to production via strategic partnerships.

### Key Projects

Mt Forrest	DSO Iron, Magnetite
Yilgarn-Avon JV	Sedimentary Uranium
Mortlock JV	Copper-Gold

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## AMENDMENT OF THE HEADS OF AGREEMENT WITH SUMITOMO CORPORATION

On 1 March 2012 Mindax Limited (**the Company**) announced execution of a Heads of Agreement (**HoA**) with Sumitomo Corporation (**Sumitomo**) aimed at fast tracking feasibility and development of the direct shipping ore component of the Company's Mt Forrest Iron Project (Mt Forrest), including also a statement regarding payment of the First Exclusive Information Fee (**Fee**), due on execution of the HoA.

Prior to Sumitomo finalising the payment of the Fee to the Company, a section 249D Requisition Notice (**249D Notice**), requesting that the Company convene a meeting of shareholders (**General Meeting**) to remove Messrs Bromley and Pettit as directors of the Company and appoint a Mr John Stacpoole, was served on the Company by Mr Andrew Tsang, a director and substantial shareholder of the Company.

The terms of the HoA were not supported by Messrs Tsang and Chow when the matter was considered by the Board, as such the Board resolution was passed by the majority of the Directors.

It is a view of the majority of the Board that it is largely Mr Tsang's opposition to the HoA that caused Mr Tsang to issue the 249D Notice.

As a result of the 249D Notice, and the potential for a significant change in the Company's board and management, the Company and Sumitomo entered into discussions to amend the HoA, including payment of the Fee, pending the outcome of the General Meeting.

The Company believes it is in the interests of shareholders to try to preserve and clarify the agreement with Sumitomo, given the positive independent commercial opinion of the Transaction, and given no other proposal has been received by the Company. The Company has been actively seeking a joint venture partner for Mt Forrest for 9 months without success. With the recent positive developments relating to transport infrastructure in the region that is required for the development of Mt Forrest, the majority of the Board believes that the HoA will provide the best opportunity to secure essential port and rail capacity, which will be a highly competitive process.

Consequently the Company and Sumitomo have agreed to an amendment to the HoA which defers payment of the Fee until 18 May 2012, being two weeks after the latest date allowed under the Corporations Act to hold the General Meeting. Payment of the Fee will be subject to Sumitomo receiving written confirmation from Mindax after the General Meeting, but by 14 May 2012 at the latest, that the Company continues to support the HoA. Upon payment of the Fee, the exclusivity provisions of the HoA as outlined in the 1 March 2012 announcement will commence. If confirmation from the Company to Sumitomo is not forthcoming, the HoA will immediately terminate and have no further effect.

If the resolutions are not passed, and Messrs Bromley and Pettit remain directors, then the majority of the existing board intends to continue to support the HoA. However, if the resolutions succeed, and Messrs Bromley and Pettit are replaced by Mr Stacpoole, then it is unknown whether an agreement with Sumitomo will be progressed.

This is the announcement that was referred to in the Company's request for voluntary suspension dated 20 March 2012.

Yours sincerely,

  
**GILBERT GEORGE**  
**CHAIRMAN**

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**End of Announcement**