



9/57 Labouchere Road  
SOUTH PERTH 6151  
Western Australia

Telephone 08 9474 3266  
Facsimile 08 9474 3299

ABN 28 106 866 442

25 October 2007

Dear Shareholder

Please find enclosed the 2007 Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form for your review. The Proxy Form should be completed and returned in accordance with the instructions set out therein.

All shareholders would have already received an election form from Mindax's share registry to nominate whether you would like to continue to receive the Company's Annual Report in hard copy form. For those of you that nominated to receive the same in hard copy form you will find the Company's 2007 Annual Report enclosed. For all others access to the Company's 2007 Annual Report can be easily obtained online by logging in to Mindax's web site, situated at [www.mindax.com.au](http://www.mindax.com.au), and accessing the "Annual Report" menu bar. You will note the original election form contained the same advice therein.

Yours sincerely

Angelo Francesca  
Company secretary



ABN 28 106 866 442

**NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY MEMORANDUM  
PROXY FORM**

**Date and time of meeting**

Tuesday 27th November 2007 at 3.30 p.m (WST).

**Place of meeting**

The Broadwater Pagoda Resort Hotel

112 Melville Parade

Como, Western Australia



# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Mindax Limited ("Company") will be held at The Broadwater Pagoda Resort Hotel, 112 Melville Parade, Como, Western Australia on Tuesday, 27th November 2007 at 3.30 p.m.

*The explanatory memorandum and proxy form accompanying this notice of meeting are incorporated in and comprise part of 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 2007.

To consider and if thought fit to pass with or without amendment the following resolution as a non-binding resolution.

#### 1. Remuneration report

"That for the purposes of Section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report for the year ended 30 June 2007 as set out in the Directors' Report section of the Annual Report."

The resolution to adopt the Remuneration Report is advisory only and does not bind the directors or the Company.

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary resolution.

#### 2. Re-election of Gilbert Charles George as a director

"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."

### SPECIAL BUSINESS

To consider and if thought fit to pass with or without amendment the following resolution as an ordinary resolution.

#### 3. Ratification of Previous Issue of Shares

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Company hereby ratifies the previous issue of 4,000,000 fully paid ordinary Shares by the Company the details of which are set out below:

<b>Number Allotted:</b>	4,000,000 ordinary fully paid Shares.
<b>Allottees:</b>	Various clients of Stockbrokers, Patersons Securities Limited and Kirke Securities Limited.
<b>Issue Price:</b>	15 cents per Share.
<b>Terms and Conditions of Shares:</b>	Ranking equally with all existing shares on issue.
<b>Purpose of Issue:</b>	As detailed in the attached Explanatory Memorandum"

**The Company will disregard any votes cast on this resolution by any party that participated in the share issue and any associate of those parties. However the entity need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.**

### Important

- For further information and explanation on the above resolutions, please refer to the "Explanatory Memorandum" which is annexed to and forms part of this Notice of Annual General Meeting.
- All resolutions are required pursuant to the provisions of the Listing Rules of The Australian Securities Exchange, the Constitution of the Company and the Corporations Act.

## NOTICE OF ANNUAL GENERAL MEETING

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By order of the Board



**Angelo Francesca**

Company Secretary

Perth, Western Australia

2nd October 2007

### PROXIES

In accordance with Section 249L of the Corporations Act 2001, members are advised:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member 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.

In accordance with Section 250BA of the Corporations Act 2001 the Company specifies the following for the purposes of receipt of proxy appointments:

**Principal Office Address:**

Suite 9, 57 Labouchere Road  
South Perth WA 6151

**Facsimile Number:**

(08) 9474 3299

Each Shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of commencement of the General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who are the registered holders of shares in the Company 48 hours before the time appointed for the commencement of this General Meeting.

**Note: Annual Report Online**

– Mindax's 2007 Annual Report is available on the Company's website at [www.mindax.com.au](http://www.mindax.com.au)

## EXPLANATORY MEMORANDUM

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This explanatory memorandum has been prepared for the information of shareholders of Mindax Limited in connection with the business to be considered at the forthcoming annual general meeting of the Company and 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 2007 (including the financial statements, directors' report and auditors' report) was included in the 2007 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.

### RESOLUTION 1 – REMUNERATION REPORT

In accordance with Section 250(R)(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 2007 annual report. The Remuneration Report describes the underlying policies and 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 2 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 GILBERT CHARLES GEORGE AS A DIRECTOR

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

Mr Gilbert Charles 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.

Mr 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 \$250 million of new investment in Australia in resource, IT, food processing and service sectors. Mr George operates his own business development consultancy.

### RESOLUTION 3 - RATIFICATION OF PREVIOUS ISSUE OF SHARES

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of the members of the company in general meeting is obtained.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the Company's members subsequently ratify it. The effect of such ratification is to restore the Company's discretionary power to issue further shares up to 15% of the number of the Company's issued shares at the beginning of the relevant 12 month period without obtaining shareholder approval.

The Company experiences delays and incurs quite significant costs when obtaining shareholder approval each time it wishes to issue securities which exceed the 15% limit and do not otherwise fall within one of the nominated Listing Rule exceptions. It is for this reason that the Company has chosen to take this opportunity to ratify the previous non-exempt issue made in the last 12 months and thereby restore its discretionary limit to 15%.

## EXPLANATORY MEMORANDUM

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In compliance with Listing Rule 7.5 shareholders are advised as follows:

- a) The number of securities allotted was 4,000,000 ordinary shares;
- b) All 4,000,000 shares were issued pursuant to section 708 of the Corporations Act;
- c) The shares were issued at 15 cents per share;
- d) The shares have been issued to various clients of stockbroking firms Patersons Securities Limited and Kirke Securities Limited. None of the recipients of shares are considered to be a 'related party' pursuant to the Corporations Act;
- e) The shares rank pari passu in all respects with the Company's existing fully paid ordinary shares; and
- f) The funds raised are being applied towards the Company's exploration programs and for working capital purposes.

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### GLOSSARY OF TERMS

**"ASIC"** means Australian Securities and Investments Commission;

**"ASX"** means Australian Securities Exchange;

**"ASX Listing Rules"** means the official listing rules of ASX;

**"Board"** means the board of directors of the Company;

**"Company"** means Mindax Limited (ABN 28 106 866 442);

**"Constitution"** means the constitution of the Company as amended from time to time;

**"Corporations Act"** means the Corporations Act 2001 (Commonwealth);

**"Corporations Regulations"** means the Corporations Regulations 2001 (Commonwealth);

**"Director"** means a director of the Company;

**"Shares"** means ordinary fully paid shares in the capital of the Company;

**"\$"** means Australian dollars.

# MINDAX LIMITED

ABN 28 106 866 442

## PROXY FORM

Company Secretary  
Mindax Limited  
Suite 9, 57 Labouchere Road  
South Perth WA 6151  
Facsimile: 08 9474 3299

### Appointment of Proxy

I/We \_\_\_\_\_  
of \_\_\_\_\_

being a member(s) of Mindax Limited, and entitled to attend and vote hereby appoint:

The Chairman of the Meeting (mark with an 'X') **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally to the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Mindax Limited to be held at The Broadwater Pagoda Resort Hotel, 112 Melville Parade, Como, Western Australia on 27th November 2007 at 3.30 p.m. and at any adjournment of that meeting.

**IMPORTANT: FOR ITEMS BELOW**  
If the Chairman of the Meeting is to be your proxy and you have not directed your proxy on how to vote on the items below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the following items and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of all items.

### Voting Directions to your proxy – please mark [X] to indicate your directions

		FOR	AGAINST	ABSTAIN*
Resolution 1	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Gilbert Charles George as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Previous Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date



# MINDAX LIMITED

ABN 28 106 866 442

## How to complete the Proxy Form

### 1. Your Name and Address

This is your name and address as it appears on the company's share register. Security holders sponsored by a broker should advise their broker of any changes. Please note, you cannot change the ownership of your securities using this form. Share holders should advise the company of any changes.

### 2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

### 3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form must be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- a) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. Fractions of votes will be disregarded.
- b) Return both forms together in the same envelope.

### 5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting (ie 3.30pm (WST) 25th November 2007). Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged

- by delivery or facsimile to the Principal Office of Mindax Limited:

Suite 9, 57 Labouchere Road  
South Perth WA 6151

Facsimile (within Australia) 08 9474 3299  
Facsimile (outside Australia) 61 8 9474 3299