

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001, 01/06/10

Name of entity

Minemakers Limited

ABN

48 116 296 541

Quarter ended ("current quarter")

31 December 2012

Consolidated statement of cash flows

Cash flows related to operating activities	Current quarter \$A'000	Year to date (6 months) \$A'000
1.1 Receipts from product sales and related debtors	-	-
1.2 Payments for (a) exploration and evaluation	(1,176)	(1,544)
(b) development	-	-
(c) production	-	-
(d) administration	(2,990)	(4,606)
1.3 Dividends received	-	-
1.4 Interest and other items of a similar nature received	102	207
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Other (provide details if material)		
• Receipts from provision of management services	26	54
Net Operating Cash Flows	(4,038)	(5,889)
Cash flows related to investing activities		
1.8 Payment for purchases of: (a) prospects	-	-
(b) equity investments	-	-
(c) other fixed assets	(24)	(35)
1.9 Proceeds from sale of: (a) prospects	-	-
(b) equity investments	-	38
(c) other fixed assets	-	-
1.10 Loans to other entities	-	(640)
1.11 Loans repaid by other entities	-	-
1.12 Other (provide details if material)		
• Proceeds from sale of subsidiary	25,000	25,000
• Refunds from security deposits	214	214
• Payments for security deposits	-	(193)
Net investing cash flows	25,190	24,384
1.13 Total operating and investing cash flows (carried forward)	21,152	18,495

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	21,152	18,495
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.	-	-
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)		
	• Share issue transaction costs	-	-
	Net financing cash flows	-	-
	Net increase (decrease) in cash held	21,152	18,495
1.20	Cash at beginning of quarter/year to date	6,200	8,852
1.21	Exchange rate adjustments to item 1.20	(4)	1
1.22	Cash at end of quarter	27,348	27,348

Payments to directors of the entity and associates of the directors

Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	866
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 includes aggregate amounts paid to directors including salary, directors' fees, termination payments, consulting fees and superannuation.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

Nil

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

In December 2012 the Company sold its 42.5% interest in the Sandpiper Phosphate Project and 70% interest in the Rocky Point project in Namibia through the sale of a subsidiary company to Mawarid Mining LLC for \$25 million cash.

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	NIL	NIL
3.2 Credit standby arrangements	NIL	NIL

Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	1,781
4.2 Development	-
4.3 Production	-
4.4 Administration	1,944
Total	3,725

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	10,633	985
5.2 Deposits at call	16,715	5,215
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
Total: cash at end of quarter (item 1.22)	27,348	6,200

Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	EL26589		100%	Nil
6.2 Interests in mining tenements acquired or increased	EL29350		Nil	100%
	EL29351		Nil	100%
	EL29352		Nil	100%
	EL29353		Nil	100%
	EL29354		Nil	100%
	EL29507		Nil	100%

+ See chapter 19 for defined terms.

Appendix 5B
Mining exploration entity quarterly report

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 Preference securities <i>(description)</i>				
7.2 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3 +Ordinary securities	233,504,006	233,504,006		
7.4 Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5 +Convertible debt securities <i>(description)</i>				
7.6 Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7 Options <i>(description and conversion factor)</i>			<i>Exercise price</i>	<i>Expiry date</i>
	1,000,000	Nil	29 cents	21 August 2013
	1,000,000	Nil	97 cents	21 August 2013
	500,000	Nil	47 cents	1 July 2014
	500,000	Nil	47 cents	3 January 2016
	12,500,000	Nil	71 cents	25 March 2015
	500,000	Nil	49 cents	17 August 2013
	1,375,000	Nil	36 cents	3 January 2014
	300,000	Nil	32 cents	16 October 2014
	5,000,000	Nil	23 cents	18 June 2017
	5,000,000	Nil	27 cents	18 June 2017
	5,000,000	Nil	31 cents	18 June 2017
	1,500,000	Nil	22 cents	15 June 2016
7.8 Issued during quarter				
7.9 Exercised during quarter				
7.10 Expired during quarter				
7.11 Debentures <i>(totals only)</i>				
7.12 Unsecured notes <i>(totals only)</i>				

+ See chapter 19 for defined terms.

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does ~~does not~~* (*delete one*) give a true and fair view of the matters disclosed.

Sign here:

(Managing Director)

Date: **31 January 2013**

Print name:

Cliff Lawrenson

Notes

- 1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- 2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

== == == == ==

+ See chapter 19 for defined terms.