



MINDAX LIMITED
ACN 106 866 442

NOTICE OF GENERAL MEETING

TIME: 10.00 am

DATE: Friday, 8 June 2012

PLACE: President's Room
The Celtic Club
48 Ord Street
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9485 2600.

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	4
Glossary	5
Schedule 1 – List of Requisitioning Shareholders	6
Schedule 2 – Statement from Mr Andrew Tsang	7
Schedule 3 – Statement from Mr Benjamin Chow	9
Proxy Form	

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on Friday 8 June 2012 at:

President's Room
The Celtic Club
48 Ord Street
West Perth WA 6005

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

This notice has been prepared by the Company to comply with the Corporations Act following receipt by the Company of a requisition to convene a general meeting of Shareholders to consider a resolution to remove Directors of the Company.

Notice is given that the general meeting of Shareholders will be held at 10:00am (WST) on Friday 8 June 2012 at The Celtic Club, 48 Ord Street, West Perth WA 6005.

The Explanatory Statement provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

It has been determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 10:00am (WST) on Wednesday 6 June 2012.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – REMOVAL OF MR ANDREW TSANG AS A DIRECTOR

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

"That, pursuant to and in accordance with section 203D of the Corporations Act and the Company's constitution, Mr Andrew Tsang be removed as a Director of the Company with effect from the passing of this Resolution."

2. RESOLUTION 2 – REMOVAL OF MR BENJAMIN CHOW AS A DIRECTOR

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

"That, pursuant to and in accordance with section 203D of the Corporations Act and the Company's constitution, Mr Benjamin Chow be removed as a Director of the Company with effect from the passing of this Resolution."

DATED: 24 APRIL 2012

BY ORDER OF THE BOARD



**CHRISTOPHER PUGNAULT
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

3. BACKGROUND

On 5 March 2012, the Company received a notice pursuant to Section 249D of the Corporations Act from Mr Andrew Tsang, a Director of the Company, who currently holds 22.83% Shares in the capital of the Company. The notice requested the removal of Messrs Bromley and Pettit as Directors of the Company.

On 12 April 2012, the Company received an additional notice pursuant to Section 249D of the Corporations Act (**Section 249D Notice**) from Momentum Minerals on behalf of various shareholders of the Company (**Requisitioning Shareholders**), who hold approximately 5.29% Shares in the capital of the Company.

The Section 249D Notice requested that the Directors of the Company convene a general meeting to consider and vote on the resolutions as set out in this Notice of Meeting.

Accordingly, the Directors have called and arranged to hold the General Meeting convened by this Notice pursuant to the Section 249D Notice and in accordance with Section 249D of the Corporations Act.

Each of the resolutions set out in this Notice of Meeting has been proposed by the Requisitioning Shareholders.

4. RESOLUTIONS 1 AND 2 – REMOVAL OF DIRECTORS - MESSRS TSANG AND CHOW

Resolutions 1 and 2 are put to Shareholders to consider the removal of Messrs Tsang and Chow as Directors of the Company.

Pursuant to Section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company.

In accordance with Section 203D(4) of the Corporations Act, Messrs Tsang and Chow have provided the statement contained in Schedules 2 and 3 of this Notice for inclusion in this Notice of Meeting.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Company means Mindax Limited (ACN 106 866 442).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Momentum Minerals means Momentum Minerals Pty Ltd (ACN 149 441 716).

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Requisitioning Shareholders means the shareholders of the Company listed in Schedule 1 of the Notice.

Section 249D Notice means the notice pursuant to Section 249D of the Corporations Act received by the Company on 12 April 2012 from the Requisitioning Shareholders.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

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

SCHEDULE 1 – LIST OF REQUISITIONING SHAREHOLDERS

Barblett PJ
Burgess J & E <John Burgess Super Fund A/C>
Chaney MA
Coleman WA & Kehoe AF <W S Coleman S/F A/C>
Coleman WS
Dineen RM
Doudle RL
Ferguson HS
Ferguson LE
George KK
George RN & NH <RN & NH George S/F A/C>
Howard LE & DE
Jaguar Resources Pty Ltd <Investment Company A/C>
Lame LJ
Lamond GA
Lamond TR
Lane SA
Lyall CJ & KA
Malvern Pty Ltd <Inglis Super Fund Account>
Marshall TR
Mech MM
Medeiros JMDR
Momentum Minerals Pty Ltd <Momentum Minerals Pty Ltd A/C>
Osborne Properties Pty Ltd
Parravicini EF & P
Partridge NJ
Saleeba GR
Samson EM
Tara Management Pty Ltd
Tuite MJ & HE <Tuite Super Fund A/C>
Turner GJ & BA
Vinar JM
Williamson TP & Jancey JM <The Wiljan Super Fund A/C>
Zentac Pty Ltd <The Howlett Family No 2 A/C>

SCHEDULE 2 – STATEMENT FROM MR ANDREW TSANG

Dear Shareholder,

I write to you as Mindax's largest investor, holding a 22.84% relevant interest in the Company. I have been an investor since 2008 and have invested around 10 million into Mindax, including during the very difficult market circumstances of 2008 to 2010. In recognition of the importance of my investment, I have served on the Board since 2008 as a non-executive director.

Shareholders collectively representing barely over 5% of the Company now seek my removal, following a disagreement as to the future direction of the company. I am calling for all shareholders to **vote AGAINST** this ill considered motion on the included proxy form.

My support for Mindax is significant, and I wish to see the Company succeed in becoming the iron ore producer I believe it can be.

A disagreement has recently arisen as to the strategic direction the Company should pursue. As I have previously stated I do not agree with the Sumitomo deal in its current form because I don't believe it delivers value for shareholders.

As you will be aware, the Mt Forrest Project comprises direct shipping iron ore (DSO) and magnetite. The Sumitomo deal is a bad deal for Mindax because it involves a farm-in by Sumitomo not just with respect to Company's DSO at the Mt Forrest Project but also the Company's substantial magnetite resource as an additional bonus. The terms of the proposed farm-in do not recognize any of the significant value represented by the magnetite resource.

In addition, the Heads of Agreement was entered into with no proper evaluation of the proposal undertaken either by management or by external consultants. An evaluation was subsequently undertaken at the direction of Messrs George, Bromley and Pettit which initially did not include the magnetite resource. When this was sought to be corrected the party undertaking the evaluation attributed a zero value to the magnetite resource which I do not accept.

Such was my concern over the direction of the Sumitomo deal that I determined to ask the entire Mindax shareholder base to pass judgement on key members of the board, whilst proposing a new director for the board with development experience. This was done with the full knowledge of all shareholders that it would involve a change in the strategy of the company over that pursued by Messrs George, Bromley and Pettit. Some of their supporters now seek to dismiss me.

Ultimately, the Board is elected to collectively look after the interests of all shareholders and to see that management best implements the defined strategy of the Company, as expected by the wider shareholder base. To seek to deny the major shareholder representation to oversee this process is without merit.

The potential for production and the value it can create is why I invested in the Company and I believe it will ultimately deliver returns not just on my investment, but for the entire shareholder base. Ensuring the company can be best guided to achieve this potential is part of why I serve on the Board.

The new focus I seek for Mindax is one of development of the Mt Forrest iron ore deposits, and in due course production, over a pursuit of exploration for explorations sake. This will require a change in culture, overseen by the Board and I believe a new management team. It is my intention to seek the appointment of a new CEO who has a record of

delivering projects through to production, supported by a Technical Director with a background in geology and development.

Shareholders who agree with this new focus, or who wish to see the management continually challenged to take us towards production, should support my retention on the Board.

Being the major shareholder of Mindax, I am of course not regarded as an Independent Director. This is as it should be, and the Board contains a number of independent directors to ensure a full spectrum of views is represented. Although not classified as an independent director, as the major shareholder and a successful businessman in my own right, I believe I can materially contribute with my skills and expertise to the Board.

I have successfully established and run construction, engineering and property development businesses both in China and Australia as well as establishing successful import agencies for Australian manufactured goods into China.

I am a naturalised Australian citizen and have lived in this country for 10 years. My home is in Australia and I wish to see Australian companies like Mindax succeed in the development goals. I believe I have the skills, expertise and demonstrated commitment to support the Company to see this happen.

In summary, I would like to call on your continued support for my position on the board both as the major shareholder of the Company and to bring my business experience to bear for the benefit of all investors in the Company. To deliver this support **vote AGAINST** all the resolutions in the attached proxy form

If you would like to discuss my call to be retained as a director, please feel free to call my office on (02) 9221 5868.

A Chinese language version of this statement is available at Suite 1907 Level 19, 109 Pitt Street Sydney NSW 2000, Phone: 02 92215868, email: xrong@bigpond.net.au

Regards

Mr Andrew Tsang

SCHEDULE 3 – STATEMENT FROM MR BENJAMIN CHOW

Benjamin M T Chow AO

19 April 2012

Dear fellow shareholders

I joined the Board in October 2009 as an Independent Director to bring my skills and expertise to the collective Board. Since that time I believe I have diligently applied my experience and knowledge for the benefit of all shareholders in my conduct as a member of the Mindax Board.

I have a background in large scale property development in Sydney, Queensland and Tasmania. I have particular expertise in dealing with government authorities and in the critical areas of obtaining land rezoning and development approvals. Over a forty-year period I have managed the development of some 20,000 residential lots and land parcels for other purposes. I am experienced in negotiating with stakeholder groups including Aboriginal Land Councils, Environmental Groups and Resident Action Groups.

My first involvement with Mindax was in speedily securing a number of Section 18 permits at Mt Forrest, to allow exploration drilling to commence. After I joined the Board it was also my idea to establish the Yilgarn Iron Producers Association to unite the companies of the Yilgarn Region to more effectively advocate their position and deal with the authorities with one voice.

I am very committed to the cause of good governance and believe I have served the shareholders of Mindax effectively as an independent representative for shareholders. On the Board I have also contributed as a member of the Audit, Remuneration and Nomination Committees.

I have wide board experience serving on ASX companies and other organisations. I joined the Board of InvoCare Limited in 2007. Since I joined that board I have seen its annual revenue increased from \$223M to \$321M, its operating EBITDA increased from \$58M to \$81M and its share price increased from around \$5 to \$8.

I served on the Council of Bond University from 2005 to 2011. During those six years Bond University's annual revenue increased from \$81M to \$186M, its EBITDA increased from \$9.5M to \$38.6M and its annual profit went from \$3.5M to \$14.7M.

In addition I have served on the Council of National Museum of Australia for six years from 2003 to 2009. I served on the Federal Government Council for Multicultural Australia from 2000 to 2006 and was Chairman of that advisory body for four years. Last year I was appointed by the Premier of NSW to be Deputy Chairman of NSW Multicultural Business Panel. I also hold a number of leadership positions in the not-for-profit sector including President of Sydney University Nerve Research Foundation and President of Sydney Executive Business Lions.

It was a great honour to be awarded an Officer of the Order of Australia in 2007, for service to the community through inter-cultural activities to promote economic and employment opportunities and social interaction, including the establishment of Harmony Day.

I intend to continue to bring to bear my skills in these areas, as the Company continues the very important and critical tasks of engaging with the Western Australian State Government, alongside the Esperance Port Authority as we seek access to expanded port capacity at Esperance.

Shareholders will be well aware of the discord at the Board level over the Sumitomo arrangement. My concerns centre around the lack of proper process and the seemingly extreme urgency by our Perth based directors in signing the Heads of Agreement with Sumitomo. This discord reached such a level that my fellow director and major shareholder Mr Andrew Tsang felt compelled to call a general meeting to ask all shareholders to restructure the Board.

The first time I was alerted to the Sumitomo arrangement was an email on 16 February. The draft Memorandum of Understanding attached differs greatly from the framework agreed by the Board in August 2011. I then received a notice of meeting for Sunday February 26 to approve the "Heads of Agreement" which was based on the MoU. I only received a copy of the HoA after 4 pm on Friday 24 February. The HoA was signed on 28 February.

Before that Board Meeting I did not receive any comprehensive "business paper" analyzing and supporting the HoA. There were a few scattered emails during the several days before the meeting but were disorganized and confusing. No independent assessment reports were presented. In my view Mt Forrest represents over 90% of Mindax's value and should therefore not be dealt with in haste.

I still believe the Sumitomo deal as it stands will give Mindax some short term gain but Mindax shareholders will never realize the true value of Mt Forrest. If Mindax owns the whole of Australia the Sumitomo deal is like Sumitomo will help us to develop a mine in Tasmania but will get 70% of that mine as well as 70% of the Australia continent.

My view was and remains that if the magnetite resource at Mt Forrest is truly worth nothing it should not be difficult for management to negotiate with Sumitomo to exclude our magnetite resource out of the signed Heads of Agreement

I am all for ongoing discussions with Sumitomo and any other strategic partners looking to advance our Mt Forrest Iron Ore Project. Indeed a number of other parties had expressed an interest in the project before the Perth based directors rushed into signing an EXCLUSIVE Heads of Agreement with Sumitomo.

I strongly believe that that rushed manner excluded any opportunity for Mindax to hold discussions with other parties and attempt to secure a more favourable deal for Mindax shareholders.

As a result of the disagreement over the Sumitomo deal I am now asked to defend my position on the Board to shareholders. As outlined I believe I have been an effective and valued contributor to the Board, diligently applying my experience and wisdom to the betterment of all shareholders.

I ask to be allowed to continue to make this contribution and urge you to vote AGAINST my removal as a director.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'B. Chow', with a stylized flourish at the end.

Benjamin Chow AO

PROXY FORM

APPOINTMENT OF PROXY MINDAX LIMITED ACN 106 866 442 GENERAL MEETING

I/We

of

being a member of Mindax Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at 10:00am (WST) on Friday 8 June 2012 at President's Room, The Celtic Club, 48 Ord Street, West Perth, WA 6005, and at any adjournment thereof.

If no directions are given, the Chair will vote in his discretion on the Resolutions.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Removal of Mr Andrew Tsang as a Director	☐	☐	☐
Resolution 2 – Removal of Mr Benjamin Chow as a Director	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

Mindax Limited
ACN 106 866 442

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at a General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Mindax Limited, PO Box 92, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number (+61 8) 9485 2500; or
 - (c) email to the Company at info@mindax.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.