



ASX ANNOUNCEMENT

10 December 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 2014.

Mindax is also the greenfields discoverer of a new uranium province near Mukinbudin, Western Australia.

Mindax also has exploration projects based in Western Australia which involve Gold and Copper.

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. Projects will be moved to production including via strategic partnerships.

Key Projects

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

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ISSUE OF UNLISTED SHARE OPTIONS

Mindax Limited (**the Company**) refers to the announcement dated 30 November 2012 summarising the results of the Annual General Meeting of shareholders, particularly with reference to the approval for the issue of related party share options to the Company's non-executive directors (**Options**).

The Company advises that two million five hundred thousand (2,500,000) Options have been issued pursuant to the shareholder approval, summarised as follows:

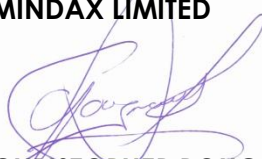
- (i) 1,000,000 Options to a party nominated by Mr Gilbert George, being the Gilbert George Superannuation Fund;
- (ii) 500,000 Options to a party nominated by Mr Benjamin Chow, being Sydney Subdivision Pty Ltd Pension Fund;
- (iii) 500,000 Options to Mr Andrew Tsang; and
- (iv) 500,000 Options to Mr Loh Kgai Mun.

For the purposes of Listing Rule 3.10.3 the Company advises that the exercise price for the Options has been set at \$0.11 (eleven cents) per Option.

Following is the relevant Appendix 3B confirming the current issued capital of the Company after taking the issue of the Options into account.

For and on behalf of the Board

MINDAX LIMITED



CHRISTOPHER PUGNAULT

Company Secretary

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Mindax Limited

ABN

28 106 866 442

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Unlisted Options (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Two Million Five Hundred Thousand (2,500,000) Options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Two Million Five Hundred Thousand (2,500,000) Options are exercisable at eleven cents (\$0.11) each, expiring 10 December 2015.

All Options will vest after 1 year from the date of issue. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The Options will form a new class of unlisted securities with any ordinary shares issued as a result of the exercise of any Options to then rank equally with existing ordinary shares.
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Options issued to the non-executive directors of the Company pursuant to an approval of Shareholders at the Company's Annual General Meeting held on 30 November 2012.
6a	Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2012
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/a.	
6f	Number of securities issued under an exception in rule 7.2	N/a.	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/a.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/a.	
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	LR 7.1 is: 34,620,534 Shares <u>LR7.1A is: 23,080,356 Shares</u> Total: 57,700,890 Shares	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	10 December 2012	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number 230,803,566	+Class Fully Paid Ordinary Shares.

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	1,750,000	Employee options with an exercise price of \$0.45 per option, expiring 30 September 2013 (MDX7748).
	1,750,000	Employee options with an exercise price of \$0.60 per option, expiring 30 September 2014 (MDX7749).
	2,325	Options with an exercise price of \$0.35 per option, expiring 31 May 2015 (MDX7751).
	4,000,000	Employee (MD) options with an exercise price of \$0.108 per option, expiring 9 November 2015 (MDX7752).
	2,500,000	Director options with an exercise price of \$0.11 per option, expiring 10 December 2015 (MDX7753).
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a.	

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the ⁺ securities will be offered | |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | |
| 15 | ⁺ Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | <p>Names of countries in which the entity has ⁺security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|---|--|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders | |
| 25 | If the issue is contingent on ⁺ security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | ⁺ Despatch date | |

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

- 42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in clause 38)

Number	⁺ Class

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 10 December 2012
Company secretary

Print name: Christopher Pournault

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for⁺eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital																																		
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated																																		
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	171,114,576																																	
Add the following: - Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid ordinary securities that became fully paid in that 12 month period Note: - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	<table><thead><tr><th>Date</th><th>Details</th><th>No of Shares</th></tr></thead><tbody><tr><td>1/05/2012</td><td>Exercise of listed options (MDXOA) @ \$0.30</td><td>2,000</td></tr><tr><td>8/05/2012</td><td>Exercise of options (MDXOA) @ \$0.30</td><td>330</td></tr><tr><td>1/06/2012</td><td>Exercise of 5 unlisted options (MDX7751) @ \$0.35</td><td>5</td></tr><tr><td colspan="2">TOTAL</td><td>2,335</td></tr></tbody></table> <table><thead><tr><th>Date</th><th>Details</th><th>No of Shares</th></tr></thead><tbody><tr><td>28/02/2012</td><td>Placement under LR 7.1 to Sophisticated Investors @ \$0.10 - approved by shareholders 1/11/12</td><td>17,500,000</td></tr><tr><td>6/09/2012</td><td>Placement under LR 7.1 to Sophisticated Investors @ \$0.085 - approved by shareholders 1/11/12</td><td>8,000,000</td></tr><tr><td>30/11/2012</td><td>LR 7.1 & 7.3 Approval for placement of shares – approved at AGM on 30/11/12</td><td>29,492,537</td></tr><tr><td>30/11/2012</td><td>LR 7.1, 7.3 & 10.11 Approval for issue of shares upon conversion of ConNote – approved at AGM on 30/11/12</td><td>4,694,118</td></tr><tr><td colspan="2">TOTAL</td><td>59,686,655</td></tr></tbody></table> Nil	Date	Details	No of Shares	1/05/2012	Exercise of listed options (MDXOA) @ \$0.30	2,000	8/05/2012	Exercise of options (MDXOA) @ \$0.30	330	1/06/2012	Exercise of 5 unlisted options (MDX7751) @ \$0.35	5	TOTAL		2,335	Date	Details	No of Shares	28/02/2012	Placement under LR 7.1 to Sophisticated Investors @ \$0.10 - approved by shareholders 1/11/12	17,500,000	6/09/2012	Placement under LR 7.1 to Sophisticated Investors @ \$0.085 - approved by shareholders 1/11/12	8,000,000	30/11/2012	LR 7.1 & 7.3 Approval for placement of shares – approved at AGM on 30/11/12	29,492,537	30/11/2012	LR 7.1, 7.3 & 10.11 Approval for issue of shares upon conversion of ConNote – approved at AGM on 30/11/12	4,694,118	TOTAL		59,686,655
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TOTAL		59,686,655																																
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil																																	
“A”	230,803,566																																	

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	34,620,534
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	34,620,534
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	34,620,534 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	230,803,566
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	23,080,356
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	Nil
“E”	Nil

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	23,080,356
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	23,080,356 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.