



ABN 48 116 296 541

ASX RELEASE

MINEMAKERS EXTENDS UNCONDITIONAL OFFER TO FRIDAY 24 JULY 2009 AND COMMENCES COMPULSORY ACQUISITION OF OUTSTANDING BONAPARTE SHARES

13 July 2009

Minemakers Limited ("Minemakers" - ASX code: MAK) now has a relevant interest in more than 90% of the ordinary share capital of Bonaparte Diamond Mines NL ("Bonaparte" - ASX code: BON) under its off-market takeover offer ("Offer").

Minemakers will now proceed to compulsory acquisition of all the remaining Bonaparte shares.

Minemakers has today dispatched the attached letter and formal compulsory acquisition notice to all remaining Bonaparte shareholders.

Minemakers has also today extended its Offer to close at 5pm (Perth time) on Friday 24 July 2009. It will not be extended beyond that date.

Bonaparte shareholders who validly accept the Offer will have their new Minemakers shares (issued on the basis of 1 Minemakers share for every 9 Bonaparte shares) dispatched within 5 business days of Minemakers' receipt of a valid acceptance.

Bonaparte shareholders who do not accept the Offer before it closes will have their shares compulsorily acquired. In accordance with the time periods specified under the Corporations Act, compulsory acquisition will involve a delay in issue of new Minemakers shares to Bonaparte shareholders of approximately 6 weeks.

Minemakers encourages all Bonaparte shareholders that have not yet done so to accept the Offer immediately to avoid compulsory acquisition and delayed issue of new Minemakers shares.

George Savell
Chairman

MINEMAKERS LIMITED

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Website: www.minemakers.com.au

CONTACTS

Mr John Ribbons
Company Secretary
Minemakers Limited
Mr Dean Richardson
Investor Relations Manager
Minemakers Limited



13 July 2009

Dear Bonaparte Shareholder

Compulsory Acquisition of your Bonaparte Shares

Minemakers Limited ("Minemakers") has made an unconditional offer ("Offer") to acquire all your shares in Bonaparte Diamond Mines NL ("Bonaparte") on the basis of 1 Minemakers share for every 9 of your Bonaparte shares.

Minemakers now has a relevant interest in approximately 94.32% of Bonaparte shares and has received sufficient acceptances of the Offer to entitle it to proceed to compulsory acquisition of all the shares in Bonaparte for which it has not received valid acceptances.

The formal notice (Form 6021: Notice of Compulsory Acquisition Following a Takeover Bid), which Minemakers is required to give you under the Corporations Act, is attached to this letter.

Under the compulsory acquisition procedure, you will be entitled to receive 1 Minemakers fully paid ordinary share as consideration for every 9 Bonaparte shares you hold. Minemakers is required to issue the total number of Minemakers shares, under the compulsory acquisition procedure, to Bonaparte approximately 6 weeks after the date of this letter (or later in some circumstances). As soon as practicable after receiving these new Minemakers shares, Bonaparte is then required to send you a letter seeking your instructions on how to deal with the Minemakers shares issuable to you. In the meantime, Bonaparte is required to hold the new Minemakers shares on trust for you.

Minemakers has today extended its Offer period so that it will now close at 5pm (Perth time) on Friday 24 July 2009. A copy of the Notice of Variation of Offer – Extension of Offer Period is also attached to this letter. Any Bonaparte shareholder who validly accepts the Offer before it closes will be sent their new Minemakers shares within 5 business days of receipt of their acceptance. So, Bonaparte shareholders still have the opportunity to accept the Offer and avoid the compulsory acquisition process.

If you have accepted the Offer or you do so before 5pm (Perth time) on 24 July 2009 then you will be sent your new Minemakers shares directly and you may disregard this letter.

However, if you do not validly accept the Offer before it closes, your Bonaparte shares will be acquired under the compulsory acquisition procedures set out in this letter and the accompanying Form 6021. You do not need to sign or return this Form 6021. In due course, Bonaparte will send you a letter which will set out the details for issue to you of the Minemakers shares issuable upon compulsory acquisition of your Bonaparte shares.

I urge you to ACCEPT the Offer without delay to ensure that your acceptance is processed before commencement of the compulsory acquisition process. This will ensure your receipt of Minemakers shares will not be delayed.

If you have any questions or require assistance please call Dean Richardson, Investor Relations Manager, at Minemakers on telephone +61 8 9 264 7000.

Yours sincerely

George Savell
Chairman



ABN 48 1 16 296 541

NOTICE OF VARIATION OF OFFER – EXTENSION OF OFFER PERIOD

TO: Bonaparte Diamond Mines NL ACN 078 606 434 (**Bonaparte**)

AND TO: Each person to whom an offer was made (**Offer**) pursuant to the bidder's statement dated 11 March 2009 as varied by supplementary bidder's statements respectively dated 3 and 21 April 2009 (collectively **Bidder's Statement**) issued by Minemakers Limited ACN 116 296 541 (**Minemakers**), subject to section 650D(2) of the Corporations Act (Cth)

AND TO: ASX Limited

AND TO: Australian Securities & Investments Commission

In relation to the Offer, Minemakers hereby gives notice pursuant to section 650D(1) of the Corporations Act (Cth) that the Offer period is hereby extended by 11 days from the date of this Notice to **5pm (Perth time) Friday 24 July 2009**.

Dated: 13 July 2009

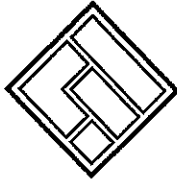
Signed for and on behalf of Minemakers Limited by:

George Savell
Chairman

Richard O'Shannassy
Director

ASIC registered agent number 21479
 lodging party or agent name DENNIS WILKINS
 office, level, building name or PO Box no. 23 ALTONA STREET
 street number and name
 suburb / city WEST PERTH state/territory WA postcode 6005
 telephone (08) 9389 2111
 facsimile (08) 9389 2199
 DX number _____ suburb / city _____

ASS.	<input type="checkbox"/>	REQ-A	<input type="checkbox"/>
CASH.	<input type="checkbox"/>	REQ-P	<input type="checkbox"/>
PROC.	<input type="checkbox"/>		<input type="checkbox"/>



Australian Securities & Investments Commission

Notice of
**compulsory acquisition
 following takeover bid**

form **6021**
 Corporations Act 2001
 661B(1)(a)

- To _____ (1)
- Securities of BONAPARTE DIAMOND MINES NL (2) ("the Company")
1. Under an *Off Market Bid/Market Bid offers were made by MINEMAKERS LIMITED (3) in respect of the acquisition of ORDINARY SHARES (4) in the Company. The offers *closed/are scheduled to close on 24 JULY 2009 (5).
2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become pursuant to subsection *661A(1)/661A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.
4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
5. ~~(6) You are entitled, within one month after being given this notice, or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities (7).~~
- If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be _____ (8).
6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
7. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before *this notice was given/the end of the offer period.
8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.

Signature

print name JOHN RIBBONS capacity COMPANY SECRETARY

sign here [Signature] date 13 / 7 / 2009

DIRECTIONS

- * Delete whichever does not apply.
- (1) Name and address of holder.
 - (2) Name of target company or body.
 - (3) Name of bidder.
 - (4) Insert description of class of securities to which the bid related.
 - (5) Insert date offers closed or are scheduled to close.
 - (6) Insert paragraph 5 only where alternative terms are included in the offer.
 - (7) Insert details of alternative terms.
 - (8) Set out the terms that will apply.