

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Perseus Mining Limited

ACN/ARSN 106 808 986

### 1. Details of substantial holder (1)

Name Van Eck Associates Corporation (and its associates referred to in paragraph 6).  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 27/09/2017

The previous notice was given to the company on 27/06/2017

The previous notice was dated 26/06/2017

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	52,555,999	5.09%	63,011,285	6.10%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Van Eck Associates Corporation (VEAC)	See Annexure A			

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners ETF	VanEck Vectors Junior Gold Miners ETF (GDJ)	VEAC holds its relevant interest by having the power to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates in the ordinary course of investment management business.	Ordinary shares 62,037,752	6.00%

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VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners UCITS ETF	VanEck Vectors Junior Gold Miners UCITS ETF (UCTGDXJ)	Same as above.	Ordinary shares 973,533	0.09%
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#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
VEAC	666 Third Avenue, New York, NY 10017
Van Eck Securities Corporation	666 Third Avenue, New York, NY 10017
Van Eck Absolute Return Advisers, Inc.	666 Third Avenue, New York, NY 10017
VanEck Australia Pty Ltd	Level 4 Aurora Place, 88 Phillip Street, Sydney NSW 2000
VanEck Investments Limited	Level 4 Aurora Place, 88 Phillip Street, Sydney NSW 2000

### Signature

print name Russell Brennan

capacity AVP

sign here

*Russell Brennan*

date 29/09/2017

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 1 page referred to in Form 604 - Notice of change of interests of substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
GDXJ	06/22/2017	B	-	In-Kind	1,128,500
GDXJ	06/26/2017	B	-	In-Kind	451,340
GDXJ	06/30/2017	B	-	In-Kind	677,130
GDXJ	08/01/2017	B	-	In-Kind	451,360
GDXJ	08/08/2017	S	-	In-Kind	406,224
GDXJ	08/25/2017	S	31,289.09	-	107,969
GDXJ	09/06/2017	B	-	In-Kind	178,680
GDXJ	09/13/2017	B	-	In-Kind	357,680
GDXJ	09/15/2017	B	-	In-Kind	335,430
GDXJ	09/15/2017	B	1,918,150.04	-	5,555,966
GDXJ	09/19/2017	B	-	In-Kind	248,710
GDXJ	09/22/2017	B	-	In-Kind	248,660
GDXJ	09/25/2017	B	-	In-Kind	174,265
GDXJ	09/26/2017	B	-	In-Kind	1,441,996
GDXJ	09/27/2017	B	-	In-Kind	646,438
UCTGDXJ	06/27/2017	B	5,654.76	-	18,836
UCTGDXJ	07/14/2017	B	5,465.68	-	18,834
UCTGDXJ	07/21/2017	B	5,653.85	-	18,833
UCTGDXJ	07/26/2017	B	5,653.55	-	18,832
UCTGDXJ	07/28/2017	B	5,747.48	-	18,831
UCTGDXJ	08/10/2017	S	659.84	-	2,130
UCTGDXJ	08/25/2017	S	2,347.07	-	8,099
UCTGDXJ	09/07/2017	B	6,519.78	-	18,627
UCTGDXJ	09/15/2017	B	34,268.67	-	99,260
In-Kind transactions result from UCTGDXJ receiving a basket of securities (including PERSEUS MINING LTD) in exchange for securities in UCTGDXJ.					

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