

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial 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 as referred to in paragraph 6).

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 22/06/2017

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	52,555,999	52,555,999	5.09%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Van Eck Associates Corporation (VEAC)	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.	52,555,999

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners ETF	VanEck Vectors Junior Gold Miners ETF (GDXJ)	Ordinary shares 51,784,290
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners UCITS ETF	VanEck Vectors Junior Gold Miners UCITS ETF (UCTGDXJ)	Ordinary shares 771,709

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
VEAC	See Annexure A			

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
VEAC	Associate under section 12(2) of the Corporations Act.
Van Eck Securities Corporation	Associate under section 12(2) of the Corporations Act.
Van Eck Absolute Return Advisers, Inc.	Associate under section 12(2) of the Corporations Act.
VanEck Australia Pty Ltd	Associate under section 12(2) of the Corporations Act.
VanEck Investments Limited	Associate under section 12(2) of the Corporations Act.

## 7. 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 Andrew Tilzer

capacity AVO

sign here

date 26/06/2017

### 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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 of 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.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.**

## Signature

This form must be signed by either a director or a secretary of the substantial holder.

## Lodging period

Nil

## Lodging Fee

Nil

## Other forms to be completed

Nil

## Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

## Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.

**Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.**



This is Annexure A of 2 pages referred to in Form 603 - Notice of initial substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
GDXJ	02/22/2017	B	-	In-Kind	1,103,676
GDXJ	02/23/2017	B	-	In-Kind	5,521,635
GDXJ	02/27/2017	S	-	In-Kind	2,839,374
GDXJ	02/28/2017	S	-	In-Kind	105,454
GDXJ	03/01/2017	B	-	In-Kind	1,370,642
GDXJ	03/02/2017	S	-	In-Kind	632,532
GDXJ	03/03/2017	S	-	In-Kind	316,932
GDXJ	03/06/2017	S	-	In-Kind	2,374,740
GDXJ	03/10/2017	B	-	In-Kind	1,959,224
GDXJ	03/13/2017	B	-	In-Kind	740,656
GDXJ	03/14/2017	B	-	In-Kind	105,700
GDXJ	03/15/2017	B	-	In-Kind	6,084,075
GDXJ	03/16/2017	B	-	In-Kind	950,238
GDXJ	03/17/2017	S	-	In-Kind	475,020
GDXJ	03/17/2017	S	6,110,408.04	-	17,212,417
GDXJ	03/20/2017	B	-	In-Kind	267,090
GDXJ	03/21/2017	B	-	In-Kind	844,816
GDXJ	03/23/2017	S	-	In-Kind	1,112,250
GDXJ	03/28/2017	S	-	In-Kind	1,201,284
GDXJ	04/10/2017	S	-	In-Kind	222,115
GDXJ	04/12/2017	S	-	In-Kind	976,470
GDXJ	04/13/2017	S	-	In-Kind	266,070
GDXJ	04/17/2017	S	-	In-Kind	2,616,591
GDXJ	04/19/2017	S	-	In-Kind	2,435,290
GDXJ	04/25/2017	S	-	In-Kind	7,798,208
GDXJ	04/26/2017	S	558,145.78	-	1,820,524
GDXJ	04/27/2017	S	294,021.02	-	958,082
GDXJ	04/28/2017	S	571,668.36	-	1,966,548
GDXJ	05/01/2017	S	-	In-Kind	2,079,468
GDXJ	05/01/2017	S	103,702.93	-	354,062
GDXJ	05/02/2017	B	346,548.08	-	1,244,361
GDXJ	05/03/2017	S	-	In-Kind	708,208
GDXJ	05/03/2017	B	192,140.47	-	667,615
GDXJ	05/04/2017	S	-	In-Kind	1,992,375
GDXJ	05/04/2017	B	370,453.59	-	1,320,708
GDXJ	05/05/2017	B	214,918.86	-	755,695
GDXJ	05/08/2017	S	-	In-Kind	664,065
GDXJ	05/08/2017	B	146,859.63	-	516,386
GDXJ	05/09/2017	S	-	In-Kind	1,460,547
GDXJ	05/10/2017	S	-	In-Kind	442,890
GDXJ	05/11/2017	S	28,118.37	-	102,544
GDXJ	05/22/2017	B	623,611.73	-	2,002,492
GDXJ	05/23/2017	S	-	In-Kind	3,931,295

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This is Annexure A of 2 pages referred to in Form 603 - Notice of initial substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
GDXJ	05/24/2017	S	156,062.78	-	537,043
GDXJ	05/30/2017	S	-	In-Kind	718,830
GDXJ	06/01/2017	S	-	In-Kind	766,784
GDXJ	06/02/2017	S	-	In-Kind	47,764
GDXJ	06/05/2017	S	-	In-Kind	2,913,482
GDXJ	06/07/2017	S	-	In-Kind	2,676,184
GDXJ	06/08/2017	S	-	In-Kind	573,708
GDXJ	06/13/2017	S	1,829,025.04	-	5,693,021
GDXJ	06/14/2017	S	-	In-Kind	3,440,736
GDXJ	06/14/2017	S	3,248,747.30	-	10,086,947
GDXJ	06/16/2017	B	-	In-Kind	1,909,640
GDXJ	06/16/2017	S	12,160,867.52	-	38,002,711
GDXJ	06/19/2017	S	394,737.23	-	1,268,282
GDXJ	06/21/2017	B	-	In-Kind	2,076,624
GDXJ	06/22/2017	B	-	In-Kind	1,128,500
UCTGDXJ	02/24/2017	S	5,546.95	-	15,419
UCTGDXJ	03/01/2017	B	14,577.30	-	48,557
UCTGDXJ	03/09/2017	B	15,562.57	-	48,599
UCTGDXJ	03/17/2017	B	14,458.09	-	40,727
UCTGDXJ	03/20/2017	B	9,380.60	-	26,039
UCTGDXJ	03/27/2017	B	14,925.00	-	46,608
UCTGDXJ	04/10/2017	S	600.18	-	1,716
UCTGDXJ	06/01/2017	S	2,533.41	-	8,742
UCTGDXJ	06/16/2017	S	403,051.84	-	1,259,537
UCTGDXJ	06/19/2017	S	4,299.35	-	13,378
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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