



EMR CAPITAL INVESTMENT (NO. 6B) PTE LTD
20 BENDEMEER ROAD, #03-12 SINGAPORE 339914

2 July 2021

29Metals Limited
Level 2, 150 Collins Street
Melbourne VIC 2000
Australia

Attention: Mr Clifford Tuck, Company Secretary

Dear Mr Tuck

Please find enclosed a **Form 603: Initial substantial holders notice** for immediate release (accompanied by this covering letter) to the Australian Securities Exchange (**ASX**).

EMR Capital Investment (No.6B) Pte. Ltd. and its associated entities set out in Annexure A (together, **EMR Capital**) confirm that EMR Capital's voting power in 29Metals Limited (ASX Code: 29M) (**Company**) is, at the date of this letter, 100%.

As described in the prospectus lodged with the Australian Securities Investments Committee (**ASIC**) on 7 June 2021 and the replacement prospectus lodged with ASIC on 21 June 2021 in relation to the Company's initial public offering (**Offer**), EMR Capital will ultimately have a retained interest of 45% in the Company, following the completion of the proposed restructure and the issue and transfer of shares in the Company pursuant to the Offer on Monday 5 July 2021 (**Change of Interest**).

A Form 604: Notice of change of interests of substantial holder will be released to the ASX next Tuesday 6 July 2021 to reflect this Change of Interest.

Yours faithfully

Jason Chang
Director

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **29Metals Limited ("29Metals")**

ACN/ARSN **ACN 650 096 094**

1. Details of substantial holder (1)

Name **EMR Capital Investment (No.6B) Pte. Ltd. ("EMR Capital 6B")**
each of its associated entities as set out in Annexure A ("EMR Associate")

ACN/ARSN (if applicable) **N/A**

The holder became a substantial holder on 7 / 06 / 2021

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 fully paid shares	107,199,053	107,199,053	100.0%

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
EMR Capital 6B	Holder of relevant interest under section 608(1) of the Corporations Act as the registered holder of the securities.	107,199,053 ordinary fully paid shares
EMR Capital Investment (No. 6B) Cayman Ltd	Holder of relevant interest under section 608(3)(b) of the Corporations Act through its control of EMR Capital 6B.	107,199,053 ordinary fully paid shares
EMR Capital RF1 LLP	Holder of relevant interest under section 608(3)(b) of the Corporations Act through its control of EMR Capital Investment (No. 6B) Cayman Ltd and is therefore deemed to have the same relevant interests as EMR Capital Investment (No. 6B) Cayman Ltd.	107,199,053 ordinary fully paid shares
EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP	Holder of relevant interest under section 608(3)(b) of the Corporations Act through its control of EMR Capital RF1 LLP is therefore deemed to have the same relevant interests as EMR Capital RF1 LLP.	107,199,053 ordinary fully paid shares
EMR Capital Holdings Limited	Holder of relevant interest under section 608(3)(b) of the Corporations Act through its control of EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP and is therefore deemed to have the same relevant interests as EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP.	107,199,053 ordinary fully paid shares
EMR Capital Global Limited	Holder of relevant interest under section 608(3)(b) of the Corporations Act through its control of EMR Capital Holdings Limited and is therefore deemed to have the same relevant interests as EMR Capital Holdings Limited.	107,199,053 ordinary fully paid shares
EMR Capital Group Limited	Holder of relevant interest under section 608(3)(b) of the Corporations Act through its control of EMR Capital Global Limited and is therefore deemed to have the same relevant interests as EMR Capital Global Limited.	107,199,053 ordinary fully paid shares

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
EMR Capital 6B	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares
EMR Capital Investment (No. 6B) Cayman Ltd	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares
EMR Capital RF1 LLP	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares
EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares
EMR Capital Holdings Limited	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares
EMR Capital Global Limited	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares
EMR Capital Group Limited	EMR Capital 6B	EMR Capital 6B	107,199,053 ordinary fully paid shares

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	
EMR Capital 6B	07/06/2021	N/A	Consideration for the sale of shares in Capricorn Copper Holdings Pty Ltd and Lighthouse Minerals Pty Ltd	107,199,052 ordinary fully paid shares
EMR Capital 6B	07/06/2021	N/A	Consideration for the redemption of the redeemable preference share held by EMR Capital 6B	1 ordinary fully paid share
EMR Capital Investment (No. 6B) Cayman Ltd	07/06/2021	N/A	N/A	107,199,053 ordinary fully paid shares
EMR Capital RF1 LLP	07/06/2021	N/A	N/A	107,199,053 ordinary fully paid shares
EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP	07/06/2021	N/A	N/A	107,199,053 ordinary fully paid shares
EMR Capital Holdings Limited	07/06/2021	N/A	N/A	107,199,053 ordinary fully paid shares
EMR Capital Global Limited	07/06/2021	N/A	N/A	107,199,053 ordinary fully paid shares
EMR Capital Group Limited	07/06/2021	N/A	N/A	107,199,053 ordinary fully paid shares

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
Each EMR Associate	Each EMR Associate is an associate of EMR Capital 6B under section 12(2)(a) of the Corporations Act

7. Addresses

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

Name	Address
29Metals Limited	Level 2, 150 Collins Street, Melbourne VIC 3000
EMR Capital Investment (No.6B) Pte. Ltd	20 Bendemeer Road #03-12 Singapore 339914
EMR Capital Investment (No. 6B) Cayman Ltd	18 Forum Lane, Third Floor, Suite 5307, Camana Bay, Grand Cayman, Cayman Islands KY1-9007
EMR Capital RF1 LLP	Suite 1, 3rd Floor 11-12 St. James's Square, London, United Kingdom, SW1Y 4LB
EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP	18 Forum Lane, Third Floor, Suite 5307, Camana Bay, Grand Cayman, Cayman Islands KY1-9007
EMR Capital Holdings Limited	18 Forum Lane, Third Floor, Suite 5307, Camana Bay, Grand Cayman, Cayman Islands KY1-9007
EMR Capital Global Limited	18 Forum Lane, Third Floor, Suite 5307, Camana Bay, Grand Cayman, Cayman Islands KY1-9007
EMR Capital Group Limited	18 Forum Lane, Third Floor, Suite 5307, Camana Bay, Grand Cayman, Cayman Islands KY1-9007

Signature

print name Jason Chien Min CHANG

capacity Director

sign here



date 02 / 07 / 2021

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, 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 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.


29Metals Limited (ACN 650 096 094)

Annexure A – Associated Entities

This is Annexure A of 1 page, referred to in Form 603 – Notice of initial substantial holder

EMR Capital Investment (No. 6B) Cayman Ltd
EMR Capital RF1 LLP
EMR Capital GP 1 Limited as general partner of EMR Capital Resources Fund 1, LP
EMR Capital Holdings Limited
EMR Capital Global Limited
EMR Capital Group Limited

Signature

print name	Jason Chien Min CHANG	capacity	Director
sign here		date	02 / 07 / 2021
