

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Genmin Limited

ACN/ARSN 141 425 292

1. Details of substantial holder (1)

Name Ndovu Capital I B.V. (Ndovu) and each of the entities listed in Annexure 'A' (Tembo Group Entities)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 10/03/2021

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)
Fully paid ordinary shares	248,228,257	248,228,257	61.97%

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
Ndovu	Registered holder under s 608(1)(a) of the Corporations Act 2001 (Cth)	248,228,257 fully paid ordinary shares
Tembo Group Entities	Relevant interest under s 608(3)(a) and/or s 608(3)(b) of the Corporations Act 2001 (Cth), being a relevant interest held through a body corporate (Ndovu) in which the voting power of the relevant Tembo Group Entity is more than 20% or which the relevant Tembo Group Entity controls	248,228,257 fully paid ordinary 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
Ndovu	Ndovu	Ndovu	248,228,257 fully paid ordinary shares
Tembo Group Entities	Ndovu	Ndovu	248,228,257 fully paid ordinary 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	
Ndovu	8 March 2021		Non-cash – Fully paid ordinary shares issued to Ndovu under the prospectus dated 9 February 2021 issued by Genmin Limited (Prospectus) at the offer price of \$0.34 in satisfaction of all amounts owing under the convertible note deed dated 1 May 2020 between Ndovu and Genmin Limited. See section 6.8 of the Prospectus for further details.	12,253,105 fully paid ordinary 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
Ndovu and each Tembo Group Entity	These entities are all associates of each other by virtue of s 12(2)(a) of the <i>Corporations Act 2001</i> (Cth) as the Tembo Group Entities control Ndovu.

7. Addresses

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

Name	Address
Genmin Limited	Outram Centre, Suite 7, 1297 Hay Street, Perth WA 6000
Ndovu	Hoogoorddreef 15, 101 BA, Amsterdam, Netherlands
Tembo Group Entities	See Annexure 'A'

Signature


print name IQ EQ Management (Netherlands) B.V. & Tom Mahon capacity Authorised signatory
sign here date 10/03/2021

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, 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.

ANNEXURE A

This is Annexure 'A' of 1 page referred to in Form 603 (Notice of initial substantial holder).

Signed:



IQ EQ Management (Netherlands) B.V. & Tom Mahon

Dated: 10 March 2021

TEMBO GROUP ENTITIES

Entity	ACN/ARSN (if applicable)	Address
Tembo Capital Mining Co-Investment LP		Cambridge House, Le Truchot, St Peter Port, Guernsey GY1 4BF
Tembo Capital Mining Fund LP	N/A	Cambridge House, Le Truchot, St Peter Port, Guernsey GY1 4BF
Tembo Capital (Guernsey) Ltd	N/A	Cambridge House, Le Truchot, St Peter Port, Guernsey GY1 4BF
Tembo Capital UK Ltd	N/A	4th Floor, 180 Piccadilly, London, W1J 9ER, England