

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme St Barbara Limited

ACN/ARSN 009 165 066

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

29/08/2016

The previous notice was given to the company on

25/07/2016

The previous notice was dated

21/07/2016

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	62,975,838	12.72%	68,766,387	13.83%

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 Gold Miners ETF	VanEck Vectors Gold Miners ETF (GDX)	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	Ordinary shares 24,758,818	4.98%

VEAC	Bank of New York Mellon as custodian for VanEck Vectors Junior Gold Miners ETF	VanEck Vectors Junior Gold Miners ETF (GDXJ)	Same as above.	Ordinary shares 43,210,311	8.69%
VEAC	Bank of New York Mellon as custodian for VanEck Vectors Gold Miners UCITS ETF	VanEck Vectors Gold Miners UCITS ETF (UCTGDX)	Same as above.	Ordinary shares 344,306	0.07%
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 452,952	0.09%

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 Andrew Tilzer

capacity Assistant Vice President

sign here

date 31/08/2016

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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

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	<p>(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.</p> <p>(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.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (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	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 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 A.C.N 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: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. <p>The annexure must be signed by the same person(s) who signed the form.</p>

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 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
GDX	04/29/2016	B	-	In-Kind	541,077
GDX	05/03/2016	B	-	In-Kind	193,556
GDX	05/04/2016	B	-	In-Kind	17,596
GDX	05/05/2016	B	-	In-Kind	373,915
GDX	05/06/2016	B	-	In-Kind	233,147
GDX	05/09/2016	B	-	In-Kind	536,678
GDX	05/11/2016	B	-	In-Kind	439,800
GDX	05/12/2016	B	-	In-Kind	21,990
GDX	05/18/2016	B	-	In-Kind	21,995
GDX	05/23/2016	B	-	In-Kind	21,995
GDX	05/26/2016	B	-	In-Kind	351,840
GDX	06/06/2016	B	-	In-Kind	483,780
GDX	06/07/2016	B	-	In-Kind	35,184
GDX	06/08/2016	B	-	In-Kind	206,706
GDX	06/09/2016	B	-	In-Kind	26,388
GDX	06/10/2016	B	-	In-Kind	518,964
GDX	06/13/2016	B	-	In-Kind	70,368
GDX	06/14/2016	B	-	In-Kind	540,954
GDX	06/15/2016	B	-	In-Kind	492,688
GDX	06/16/2016	S	-	In-Kind	21,995
GDX	06/17/2016	S	22,502,476.08	-	7,840,584
GDX	06/20/2016	B	-	In-Kind	236,952
GDX	06/20/2016	B	81,623.34	-	28,104
GDX	06/21/2016	B	-	In-Kind	197,400
GDX	06/23/2016	B	-	In-Kind	39,492
GDX	06/24/2016	B	-	In-Kind	263,280
GDX	06/27/2016	B	-	In-Kind	19,746
GDX	06/30/2016	S	-	In-Kind	325,809
GDX	07/06/2016	S	-	In-Kind	26,328
GDX	07/08/2016	B	-	In-Kind	329,100
GDX	07/11/2016	B	-	In-Kind	69,111
GDX	07/12/2016	B	-	In-Kind	6,582
GDX	07/13/2016	S	-	In-Kind	329,100
GDX	07/14/2016	B	-	In-Kind	19,746
GDX	07/19/2016	B	-	In-Kind	9,870
GDX	07/20/2016	B	-	In-Kind	19,746
GDX	07/21/2016	B	-	In-Kind	9,870
GDX	07/25/2016	S	-	In-Kind	65,800
GDX	07/28/2016	B	-	In-Kind	16,450
GDX	07/29/2016	B	-	In-Kind	39,480
GDX	08/01/2016	B	-	In-Kind	6,580
GDX	08/03/2016	B	-	In-Kind	9,870
GDX	08/05/2016	S	-	In-Kind	26,320

This is Annexure A of 2 pages 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
GDX	08/08/2016	S	-	In-Kind	72,380
GDX	08/09/2016	B	-	In-Kind	184,240
GDX	08/16/2016	B	-	In-Kind	207,207
GDX	08/17/2016	B	-	In-Kind	243,386
GDX	08/18/2016	B	-	In-Kind	299,299
GDX	08/19/2016	B	-	In-Kind	98,670
GDX	08/22/2016	S	-	In-Kind	6,578
GDX	08/29/2016	B	-	In-Kind	674,655
GDXJ	06/16/2016	B	3,204,024.72	-	1,033,000
GDXJ	06/17/2016	B	96,705,783.65	-	33,695,395
GDXJ	06/20/2016	B	-	In-Kind	327,270
GDXJ	06/20/2016	B	767,511.26	-	262,348
GDXJ	06/22/2016	B	-	In-Kind	719,829
GDXJ	06/24/2016	B	-	In-Kind	567,138
GDXJ	06/28/2016	B	-	In-Kind	261,684
GDXJ	07/05/2016	B	-	In-Kind	479,710
GDXJ	07/06/2016	B	-	In-Kind	500,871
GDXJ	07/07/2016	B	-	In-Kind	217,770
GDXJ	07/08/2016	B	-	In-Kind	392,004
GDXJ	07/11/2016	B	-	In-Kind	21,777
GDXJ	07/12/2016	B	-	In-Kind	65,328
GDXJ	07/18/2016	B	-	In-Kind	152,439
GDXJ	07/19/2016	B	-	In-Kind	348,416
GDXJ	07/21/2016	B	-	In-Kind	239,393
GDXJ	07/29/2016	B	-	In-Kind	304,682
GDXJ	08/02/2016	B	-	In-Kind	435,320
GDXJ	08/08/2016	B	-	In-Kind	326,505
GDXJ	08/08/2016	S	724,003.33	-	231,473
GDXJ	08/10/2016	B	-	In-Kind	1,257,904
GDXJ	08/17/2016	B	-	In-Kind	433,640
GDXJ	08/18/2016	B	-	In-Kind	303,562
GDXJ	08/19/2016	B	-	In-Kind	65,052
GDXJ	08/23/2016	S	821,711.16	-	262,485
GDXJ	08/24/2016	B	-	In-Kind	754,355
GDXJ	08/25/2016	B	-	In-Kind	21,557
GDXJ	08/26/2016	B	-	In-Kind	517,320
MVEAU	06/17/2016	B	30,215.64	-	10,520
MVEAU	06/22/2016	S	250.60	-	88
MVEAU	06/30/2016	S	1,311.74	-	445
MVEAU	07/25/2016	S	30,436.90	-	9,987
UCTGDX	06/17/2016	S	330,827.77	-	115,271
UCTGDX	06/20/2016	B	1,428.83	-	492
UCTGDX	08/08/2016	B	10,690.17	-	3,413

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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
UCTGDX	08/25/2016	S	1,440.55	-	492
UCTGDXJ	06/17/2016	B	908,222.98	-	316,454
UCTGDXJ	06/20/2016	B	3,868.90	-	1,329
UCTGDXJ	06/22/2016	B	50,360.53	-	17,658
UCTGDXJ	06/28/2016	B	212,044.33	-	70,632
UCTGDXJ	06/29/2016	B	162,734.80	-	52,971
UCTGDXJ	07/20/2016	S	4,068.45	-	1,230
UCTGDXJ	08/08/2016	S	4,619.77	-	1,477
UCTGDXJ	08/23/2016	S	10,587.63	-	3,385
In-Kind transactions result from UCTGDXJ receiving a basket of securities (including ST BARBARA LTD) in exchange for securities in UCTGDXJ.					

