

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Elemental Minerals LimitedACN/ARSN 108 066 422**1. Details of substantial holder(1)**Name Genesis Asset Managers, LLP.

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

31/7/13

The previous notice was given to the company on

21/12/12

The previous notice was dated

21/12/12**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	14,504,904	5.03%	17,966,933	6.23%

**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 (5)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
*					

**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 (5)	Nature of relevant interest (5)	Class and number of securities	Person's votes
*					

\* See attached.

**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
Genesis Asset Managers LLP.	Heritage Hall, Le Marchant Street, St Peter Port, Guernsey, GY1 4HY.

**Signature**

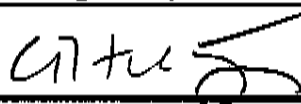
print name

C ELLIOTT

capacity

M. Director

sign here



date

1/8/13

**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 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.
- (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.

Elemental Minerals Ltd:ACN 108 065422-Form 504

Section 3: Changes in relevant interests

Ordinary Shares

Person whose relevant interest changed	Date of Change	Nature of change	Consideration given in relation to change (AUD)	Class and number of securities affected	Person's votes affected
Genesis Asset Managers, LLP	22/07/2013	Purchase	23,430.09	47,707	47,707
Genesis Asset Managers, LLP	22/07/2013	Purchase	20,771.14	42,293	42,293
Genesis Asset Managers, LLP	23/07/2013	Purchase	105,516.31	212,033	212,033
Genesis Asset Managers, LLP	23/07/2013	Purchase	93,540.09	187,967	187,967
Genesis Asset Managers, LLP	24/07/2013	Purchase	52,545.84	106,017	106,017
Genesis Asset Managers, LLP	24/07/2013	Purchase	46,582.35	93,985	93,985
Genesis Asset Managers, LLP	25/07/2013	Purchase	124,930.38	249,138	249,138
Genesis Asset Managers, LLP	25/07/2013	Purchase	110,751.36	220,862	220,862
Genesis Asset Managers, LLP	26/07/2013	Purchase	108,613.06	214,539	214,539
Genesis Asset Managers, LLP	26/07/2013	Purchase	96,285.56	190,189	190,189
Genesis Asset Managers, LLP	29/07/2013	Purchase	9,317.52	18,697	18,697
Genesis Asset Managers, LLP	29/07/2013	Purchase	8,260.03	16,575	16,575
Genesis Asset Managers, LLP	30/07/2013	Purchase	294,783.65	593,438	593,438
Genesis Asset Managers, LLP	30/07/2013	Purchase	261,326.31	526,084	526,084
Genesis Asset Managers, LLP	31/07/2013	Purchase	195,292.62	446,597	446,597
Genesis Asset Managers, LLP	31/07/2013	Purchase	129,397.76	295,908	295,908

Section 4: Present relevant interests

Ordinary Shares

Holder of relevant interest	Registered/holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	47,707	47,707
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	42,293	42,293
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	212,033	212,033
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	187,967	187,967
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	106,017	106,017
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	93,985	93,985
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	249,138	249,138
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	220,862	220,862
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	214,539	214,539
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	190,189	190,189
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	18,697	18,697
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	16,575	16,575
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	593,438	593,438
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	526,084	526,084
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	446,597	446,597
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Ltd		Purchase	295,908	295,908

Sign

Date

1/8/13