

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Genmin Limited (Genmin)

ACN/ARSN 141 425 292

1. Details of substantial holder (1)

Name Ndovu Capital I B.V. (Ndovu), Tembo Capital Mining Fund II LP and Tembo Capital Mining Co-Investment II LP (together, Tembo), and each of the entities listed in Annexure 'A' (Tembo Group Entities)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 14/10/2024

The previous notice was given to the company on 27/03/2024

The previous notice was dated 26/03/2024

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	330,971,009	48.30% (based on 685,229,436 ordinary shares on issue)	330,971,009	38.65% (based on 856,236,102 ordinary shares on issue)

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
26/08/2024	Ndovu, Tembo and Tembo Group Entities	Dilution of relevant interest pursuant to issue of shares upon exercise of unquoted options	N/A	330,971,009 ordinary shares	330,971,009
14/10/2024	Ndovu, Tembo and Tembo Group Entities	Dilution of relevant interest pursuant to issue of shares under tranche 1 of the placement announced by Genmin on 4 October 2024	N/A	330,971,009 ordinary shares	330,971,009

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
Ndovu	Ndovu	Ndovu	Registered holder under s.608(1)(a) of the <i>Corporations Act 2001</i> (Cth)	282,750,715 ordinary shares	282,750,715
Tembo	Tembo	Tembo	Registered holder under s.608(1)(a) of the <i>Corporations Act 2001</i> (Cth)	48,220,294 ordinary shares	48,220,294
Tembo Group Entities	Ndovu	Ndovu	Relevant interest under s.608(3)(a) and/or s.608(3)(b) of the <i>Corporations Act 2001</i> (Cth) being a relevant interest held through a body corporate (Ndovu) that it controls	282,750,715 ordinary shares	282,750,715

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
N/A	N/A

6. Addresses


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

Name	Address
Ndovu	Hoogoorddreef 15, 1101 BA Amsterdam, Netherlands
Tembo	Fourth Floor, Plaza House, Admiral Park, St Peter Port, Guernsey, GY1 2HU
Tembo Group Entities	See Annexure 'A'

Signature

Print name: Sharon Wrench

Capacity: Corporate Secretary

Sign here: 

Date: 16/10/2024

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)

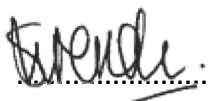
Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a 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.

Annexure “A” – Tembo Group Entities

This is Annexure “A” of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder), signed by us and dated 16/10/2024.


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Sharon Wrench

Tembo Group Entities

Entity	ACN/ARSN	Address
Tembo Capital Mining Fund LP	N/A	Fourth Floor, Plaza House, Admiral Park, St Peter Port, Guernsey, GY1 2HU
Tembo Capital Mining Co-Investment LP	N/A	Fourth Floor, Plaza House, Admiral Park, St Peter Port, Guernsey, GY1 2HU
Tembo Capital (Guernsey) Ltd	N/A	Fourth Floor, Plaza House, Admiral Park, St Peter Port, Guernsey, GY1 2HU
Tembo Capital UK Ltd	N/A	First Floor, 7-9 Swallow Street, London, W1B 4DE, United Kingdom