



*Facsimile from*  
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TO: <u>The Australian Stock Exchange</u>		DATE: 10 July 2013
ATTENTION: <u>The Company Announcements Office</u>		
FAX NUMBER: 0061 2 9778 0999	TOTAL NO. OF PAGES: (Including cover) 7	FROM: Christiaan Smith
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Please find our filing for:

**Gryphon Minerals Limited**

The originals are in the post.

Should you have any questions please contact me on the below.

With kind regards,

**Christiaan Smith**

**Genesis Investment Management, LLP**

Tel: 020 7201 7200

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**Form 604**

Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme GRYPHON MINERALS LIMITED

ACN/ARSN 107 690 657

**1. Details of substantial holder(1)**

Name GENESIS ASSET MANAGERS, LLP

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 09/07/13

The previous notice was given to the company on 09/05/13

The previous notice was dated 09/06/13

**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)
<u>ORDINARY</u>	<u>23,079,256</u>	<u>7.01%</u>	<u>34,079,256</u>	<u>8.51%</u>

**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

**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 (6)	Nature of relevant interest (6)	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 (3) 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

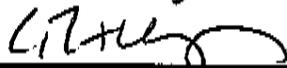
**6. Addresses**

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 CHRIS ELLYATT capacity M. DIRECTOR

sign here  date 10/07/2013

**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 5 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.

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3. Changes in relevant interests

Ordinary shares

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
09/07/2013	Genesis Asset Managers, LLP	Purchase	406,012.50	3,000,000.00	3,000,000.00
09/07/2013	Genesis Asset Managers, LLP	Purchase	406,012.50	3,000,000.00	3,000,000.00

4. Present relevant interests

Ordinary shares

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as	Nature of relevant interest	Class and number of securities	Person's votes
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Limited		Voting shares	21,281,416.00	21,281,416.00
Genesis Asset Managers, LLP	HSBC Custody Nominees (Aust) Limited		Voting shares	12,797,840.00	12,797,840.00



Signed:

Date: 10/07/2013

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme GRYPHON MINERALS LIMITED.ACN/ARSN 107 690 657**1. Details of substantial holder (1)**Name GENESIS EMERGING MARKETS OPPORTUNITIES FUND LIMITED. (GEMOF)  
ACN/ARSN (if applicable) N/AThe holder became a substantial holder on 09/07/13**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)
<u>ORDINARY</u>	<u>21,281,416</u>	<u>21,281,416</u>	<u>5.31%</u>

**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
<u>GEMOF</u>	<u>VOTING SHARES</u>	<u>21,281,416</u>

**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
<u>GEMOF</u>	<u>HSBC CUSTODY NOMINEES (AUST) LTD</u>		<u>21,281,416</u>

**5. Consideration ~~to~~**

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	

\* SEE ATTACHED

**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

**7. Addresses**

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

Name	Address
GEMOF	LANDMARK SQUARE, WEST BAY ROAD, PO BOX 795 GRAND CAYMAN KYT-9006, CAYMAN ISLANDS

**Signature**

print name

CHRIS ELLYATE

capacity

M. DIRECTOR (GEM)

sign here



date

10 '07' 2013

**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.

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5. Consideration Ordinary shares

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
GEMOF	12/03/2013	96,378.81		278,743.00
GEMOF	13/03/2013	29,698.56		85,893.00
GEMOF	14/03/2013	27,046.11		78,199.00
GEMOF	15/03/2013	12,695.92		36,708.00
GEMOF	07/05/2013	1,313,602.08		6,896,454.00
GEMOF	09/07/2013	406,012.50		3,000,000.00

Signed: 

Date: 10/07/2013