

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Resolute Mining Limited

ACN/ARSN 097 088 689

### 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

16/09/2016

The previous notice was given to the company on

19/09/2016

The previous notice was dated

16/09/2016

### 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	50,241,799	7.62%	103,336,772	15.68%

### 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 36,321,150	5.51%

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 65,772,094	9.98%
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 470,204	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 773,324	0.12%

#### 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 20/09/2016

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.
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# 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.**

<b>Signature</b>	This form must be signed by either a director or a secretary of the substantial holder.
<b>Lodging period</b>	Nil
<b>Lodging Fee</b>	Nil
<b>Other forms to be completed</b>	Nil
<b>Additional information</b>	<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"> <li>(i) within 2 business days after they become aware of the information; or</li> <li>(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"> <li>(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and</li> <li>(B) the person becomes aware of the information during the bid period.</li> </ul> </li> </ul>
<b>Annexures</b>	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> <li>1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides</li> <li>2 show the corporation name and A.C.N or ARBN</li> <li>3 number the pages consecutively</li> <li>4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied</li> <li>5 identify the annexure with a mark such as A, B, C, etc</li> <li>6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i></li> <li>7 sign and date the annexure.</li> </ol> <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 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
GDX	09/16/2016	B	77,396,396.39	-	36,321,150
GDXJ	05/16/2016	B	-	In-Kind	74,829
GDXJ	05/17/2016	B	-	In-Kind	99,800
GDXJ	05/18/2016	B	-	In-Kind	74,835
GDXJ	05/19/2016	B	-	In-Kind	448,920
GDXJ	05/24/2016	S	-	In-Kind	399,104
GDXJ	05/27/2016	S	-	In-Kind	698,572
GDXJ	06/06/2016	B	-	In-Kind	498,980
GDXJ	06/07/2016	B	-	In-Kind	224,487
GDXJ	06/08/2016	B	-	In-Kind	149,628
GDXJ	06/09/2016	B	-	In-Kind	49,876
GDXJ	06/10/2016	B	-	In-Kind	523,698
GDXJ	06/13/2016	B	-	In-Kind	473,651
GDXJ	06/14/2016	B	-	In-Kind	24,930
GDXJ	06/15/2016	B	-	In-Kind	199,456
GDXJ	06/16/2016	B	-	In-Kind	224,397
GDXJ	06/17/2016	B	-	In-Kind	199,456
GDXJ	06/17/2016	S	6,067,053.78	-	5,141,571
GDXJ	06/20/2016	B	-	In-Kind	329,145
GDXJ	06/20/2016	B	78,298.34	-	64,398
GDXJ	06/22/2016	B	-	In-Kind	723,954
GDXJ	06/24/2016	B	-	In-Kind	570,414
GDXJ	06/28/2016	B	-	In-Kind	263,184
GDXJ	07/05/2016	B	-	In-Kind	482,460
GDXJ	07/06/2016	B	-	In-Kind	503,746
GDXJ	07/07/2016	B	-	In-Kind	219,020
GDXJ	07/08/2016	B	-	In-Kind	394,254
GDXJ	07/11/2016	B	-	In-Kind	21,902
GDXJ	07/12/2016	B	-	In-Kind	65,703
GDXJ	07/18/2016	B	-	In-Kind	153,314
GDXJ	07/19/2016	B	-	In-Kind	350,416
GDXJ	07/21/2016	B	-	In-Kind	240,768
GDXJ	07/29/2016	B	-	In-Kind	306,432
GDXJ	08/02/2016	B	-	In-Kind	437,820
GDXJ	08/08/2016	B	-	In-Kind	328,380
GDXJ	08/08/2016	S	438,530.24	-	232,805
GDXJ	08/10/2016	B	-	In-Kind	1,265,096
GDXJ	08/17/2016	B	-	In-Kind	436,140
GDXJ	08/18/2016	B	-	In-Kind	305,298
GDXJ	08/19/2016	B	-	In-Kind	65,424
GDXJ	08/23/2016	S	515,028.94	-	263,964
GDXJ	08/24/2016	B	-	In-Kind	758,695
GDXJ	08/25/2016	B	-	In-Kind	21,681

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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
GDXJ	08/26/2016	B	-	In-Kind	520,296
GDXJ	09/06/2016	B	-	In-Kind	780,336
GDXJ	09/07/2016	B	-	In-Kind	216,720
GDXJ	09/08/2016	B	-	In-Kind	108,370
GDXJ	09/12/2016	S	-	In-Kind	324,765
GDXJ	09/14/2016	B	-	In-Kind	5,477,450
GDXJ	09/16/2016	B	-	In-Kind	129,930
GDXJ	09/16/2016	B	33,921,632.37	-	15,925,649
MVEAU	05/16/2016	S	-	In-Kind	41,982
MVEAU	06/17/2016	S	9,279.45	-	7,870
MVEAU	06/22/2016	S	111.91	-	100
MVEAU	06/30/2016	S	649.70	-	506
MVEAU	07/25/2016	S	16,670.18	-	11,349
UCTGDX	09/16/2016	B	1,002,235.59	-	470,204
UCTGDXJ	06/08/2016	B	70,310.38	-	60,570
UCTGDXJ	06/17/2016	S	52,924.18	-	44,851
UCTGDXJ	06/20/2016	B	1,610.08	-	1,337
UCTGDXJ	06/22/2016	B	19,904.00	-	17,759
UCTGDXJ	06/28/2016	B	86,013.73	-	71,036
UCTGDXJ	06/29/2016	B	69,841.73	-	53,277
UCTGDXJ	07/20/2016	S	1,823.30	-	1,237
UCTGDXJ	08/08/2016	S	2,799.15	-	1,486
UCTGDXJ	08/23/2016	S	6,601.08	-	3,405
UCTGDXJ	09/08/2016	B	70,857.97	-	34,710
UCTGDXJ	09/14/2016	B	77,102.33	-	35,022
UCTGDXJ	09/16/2016	B	528,695.03	-	248,040
In-Kind transactions result from UCTGDXJ receiving a basket of securities (including RESOLUTE MINING) in exchange for securities in UCTGDXJ.					

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