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Our Ref SSE:HLW:20-6818439

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Subject Notice of change of interests of substantial holder

Please find attached a notice of change of interests of substantial holder in relation to shares in St Barbara Limited from Van Eck Associates Corporation.

Regards

MINTER ELLISON

If you do not receive all pages please telephone +61 2 9921 8535

IMPORTANT - The contents of this facsimile may be privileged and confidential. Any unauthorised use of the contents is expressly prohibited. If you have received the document in error, please advise us by telephone (reverse charges) immediately and then shred the document. Thank you.

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme St Barbara Limited

ACN/ARSN 009 165 056

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

12/02/2014

The previous notice was given to the company on

25/09/2013

The previous notice was dated

24/09/2013

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	27,099,922	5.55%	32,154,486	6.59%

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 Market Vectors Trust - Junior Gold Miners ETF	Market Vectors Trust - Junior Gold Miners ETF (GDXJ)	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 to which the relevant interest relates in the ordinary course of investment management business.	Ordinary shares 32,144,121	6.566%

VEAC	Bank of New York Mellon as custodian for Market Vectors Trust, Market Vectors Australian Emerging Resources ETF	Market Vectors Trust Market Vectors Australian Emerging Resources ETF (MVE.AU)	Same as above,	Ordinary shares 10,375	0.002%
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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 applicable	ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
VEAC	335 Madison Avenue, New York, NY 10017
Van Eck Securities Corporation	335 Madison Avenue, New York, NY 10017
Van Eck Absolute Return Advisers, Inc.	335 Madison Avenue, New York, NY 10017

Signature

print name Russell Brennan

capacity Assistant VP

sign here

Russell Brennan

date 14/02/2014

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	(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. (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. (c) The person must give a copy of this notice: (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: (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	To make any annexure conform to the regulations, you must 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. The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

ME_111520581_1 (W2003x)

**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/Disposal	B/S	Consideration Cash	Consideration Non-cash	Number of Securities
GDXJ	10/10/2013	S	\$ -	In-Kind	37,435
GDXJ	10/11/2013	S	\$ -	In-Kind	187,175
MVEAU	10/14/2013	B	\$ -	In-Kind	38,226
GDXJ	10/14/2013	S	\$ -	In-Kind	37,453
MVEAU	10/14/2013	S	\$ -	In-Kind	38,226
MVEAU	10/14/2013	S	\$ -	In-Kind	38,226
GDXJ	10/22/2013	B	\$ -	In-Kind	37,412
GDXJ	10/23/2013	B	\$ -	In-Kind	261,828
GDXJ	10/25/2013	B	\$ -	In-Kind	149,660
GDXJ	10/28/2013	B	\$ -	In-Kind	149,644
GDXJ	10/29/2013	B	\$ -	In-Kind	37,411
GDXJ	10/31/2013	S	\$ -	In-Kind	112,233
GDXJ	11/1/2013	S	\$ -	In-Kind	149,640
GDXJ	11/7/2013	B	\$ -	In-Kind	37,384
GDXJ	11/11/2013	B	\$ -	In-Kind	37,376
GDXJ	11/15/2013	B	\$ -	In-Kind	37,362
GDXJ	11/18/2013	B	\$ -	In-Kind	224,202
MVEAU	11/18/2013	S	\$ -	In-Kind	19,458
GDXJ	11/19/2013	B	\$ -	In-Kind	37,372
GDXJ	11/21/2013	B	\$ -	In-Kind	149,456
GDXJ	11/22/2013	B	\$ -	In-Kind	112,074
GDXJ	11/26/2013	S	\$ -	In-Kind	37,360
GDXJ	11/27/2013	B	\$ -	In-Kind	149,452
MVEAU	12/3/2013	B	\$ 5	\$ -	18
MVEAU	12/3/2013	B	\$ 5	\$ -	18
GDXJ	12/3/2013	S	\$ -	In-Kind	37,370
MVEAU	12/3/2013	S	\$ 5	\$ -	18
GDXJ	12/6/2013	S	\$ -	In-Kind	37,382
MVEAU	12/9/2013	S	\$ -	In-Kind	6,563
GDXJ	12/9/2013	S	\$ -	In-Kind	186,900
GDXJ	12/10/2013	B	\$ -	In-Kind	74,754
GDXJ	12/11/2013	B	\$ -	In-Kind	411,147
GDXJ	12/13/2013	B	\$ -	In-Kind	37,368
GDXJ	12/18/2013	B	\$ -	In-Kind	37,366
GDXJ	12/19/2013	B	\$ -	In-Kind	37,362
GDXJ	12/20/2013	S	\$ 307,171	\$ -	1,159,135
MVEAU	12/20/2013	S	\$ 550	\$ -	2,076
MVEAU	12/20/2013	S	\$ 550	\$ -	2,076
MVEAU	12/28/2013	B	\$ 73	\$ -	275
GDXJ	1/3/2014	B	\$ -	In-Kind	143,356
GDXJ	1/6/2014	B	\$ -	In-Kind	35,837
MVEAU	1/9/2014	S	\$ 4	\$ -	11
GDXJ	1/13/2014	B	\$ -	In-Kind	358,360
GDXJ	1/14/2014	B	\$ -	In-Kind	71,648
GDXJ	1/15/2014	B	\$ -	In-Kind	71,620
GDXJ	1/16/2014	B	\$ -	In-Kind	429,684
GDXJ	1/17/2014	B	\$ -	In-Kind	35,802
GDXJ	1/21/2014	B	\$ -	In-Kind	787,534

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Holder of relevant Interest	Date of Acquisition/Disposal	B/S	Consideration Cash	Consideration Non-cash	Number of Securities
GDXJ	1/22/2014	B	\$ -	In-Kind	214,728
GDXJ	1/24/2014	B	\$ -	In-Kind	715,680
GDXJ	1/27/2014	B	\$ -	In-Kind	250,488
GDXJ	1/28/2014	S	\$ -	In-Kind	35,786
GDXJ	1/30/2014	B	\$ -	In-Kind	143,116
GDXJ	2/4/2014	B	\$ -	In-Kind	35,786
GDXJ	2/5/2014	B	\$ -	In-Kind	894,475
GDXJ	2/6/2014	B	\$ -	In-Kind	71,560
GDXJ	2/7/2014	B	\$ -	In-Kind	35,781
GDXJ	2/10/2014	B	\$ -	In-Kind	751,296
GDXJ	2/11/2014	B	\$ -	In-Kind	178,840
GDXJ	2/12/2014	B	\$ -	In-Kind	751,086

In-Kind transactions result from the ETF receiving a basket of securities (including St Barbara Ltd) in exchange for securities in the ETF.

In-Kind transactions refers to how market makers of exchange traded funds (ETF) can reconcile the differences between net asset value (NAV) and market values when shares of the ETFs are bought and sold. The market maker can arbitrage the ETF shares with the shares that make up the underlying portfolio, by creating or redeeming lots of the ETF shares. This structure causes ETFs to be treated as "in kind" transactions where investors only pay capital gains like with stocks, as opposed to other fees associated with mutual funds.

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