

Code for Dealing in Securities

1. Introduction

This Code for Dealing in Securities (“**Code**”) sets out the requirements for Directors, employees, consultants and contractors of Genesis Minerals Limited (collectively “**Genesis Personnel**”) dealing in Genesis securities. In order to ensure that Genesis Personnel do not inadvertently breach the insider trading provisions of the Australian Corporations Act, Genesis Personnel are only permitted to deal in Genesis securities in limited circumstances determined by this Code. These limited circumstances are called “**trading windows**” and are determined by the provisions of this Code.

Even during trading windows, a securities dealing written request must be submitted to and approved by the Managing Director or his delegate prior to any dealing in Genesis securities.

Subject to the overriding restriction that persons may not deal in any securities when they are in possession of inside information, Genesis Personnel may not deal in Genesis securities during certain periods as set out in this Code.

2. Prohibited Conduct Under Insider Trading Provisions

2.1 The Company

- a. As a matter of law, all Genesis Personnel must not deal (meaning any change whatsoever including, but not limited to, any sale, purchase, exercise of options (even if due to expire), discharge of any right or obligation, or transfer) in Genesis securities where:
 - they possess information which is not generally available;
 - that information may have a material effect on the price or value of Genesis securities; and
 - they know or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of Genesis securities, as such information constitutes inside information.
- b. Genesis Personnel with inside information must comply with Genesis’s Policy in relation to insider trading which has been approved by the Board.

2.2 Other Companies

The laws regarding insider trading extend to dealings in securities of any companies about which a person possesses material price sensitive information which is not generally available including for example, companies in a joint venture with Genesis.

3. Policy For Dealing In Securities

Subject to the restriction that no Genesis Personnel must deal in any securities when they are in possession of inside information, the following restrictions also apply (**Closed Periods**):

- a. No Genesis Personnel are permitted to deal in Genesis securities in the following periods:-
 - one week before the release of Genesis’s quarterly reports;
 - one week before the release of Genesis’s annual results;
 - one week before the release of Genesis’s half yearly report;
 - prior to an announcement to the ASX.

- b. No Genesis Personnel are permitted to deal in Genesis securities during a trading window when there exists any matter which constitutes inside information in relation to Genesis securities (whether or not such person has knowledge of such matter) and the proposed dealing would (if permitted) take place before the time when it has become reasonably probable that an announcement will be required in relation to that matter. This is a measure for the benefit and protection of Genesis Personnel and Genesis to ensure dealing in Genesis securities by Genesis Personnel is, at all times, transparent and free of any potential controversy.

Company options for ordinary shares may only be exercised in accordance with the terms and conditions of those options and in accordance with the requirements governing their issue, and, further, in accordance with this Code. In addition, any dealing of Genesis securities acquired upon exercise of options must only occur in accordance with this Code.

Where options are held by any Genesis Personnel and the expiry date of those options is imminent, special permission for exercise may need to be obtained from the relevant stock exchanges on which the Company is listed if the application of this Code would otherwise prevent exercise of those options.

4. Clearance Request

All Genesis Personnel wishing to deal in Genesis securities within a trading window must request approval in writing. The Managing Director will determine such request (except in the case of his own securities, in which case the Chairman must approve the proposed dealing).

5. Trading During a Prohibited Period

Genesis Personnel are not permitted, as a general rule, from trading in the Company's securities during a prohibited period. A prohibited period is either a Closed Period, or other periods when Genesis Personnel are prohibited from trading, which are imposed by the Company from time to time, when the Company is considering matters which are subject to Listing Rule 3.1A.

In exceptional circumstance (as determined by the Company), Genesis Personnel may be permitted to trade during a prohibited period.

All Genesis Personnel wishing to deal in Genesis securities within a prohibited period must request approval in writing. The Managing Director will determine such request (except in the case of his own securities, in which case the Chairman must approve the proposed dealing).

6. Exclusions

The following dealings are excluded from this Policy:

- (a) Dealings in the Company's securities which do not result in a change to the beneficial interest of the securities;
- (b) Acceptance of a takeover offer;
- (c) Trading under an offer made to all or most shareholders

7. General Observations

If any Genesis person possesses inside information that is not generally available, such person is prohibited from procuring any other person to deal in those securities and from directly or indirectly communicating the information to another person who the Genesis person believes is likely to deal in, or procure another person to deal in, those securities.

It is important that any Genesis person who possesses inside information that is not generally available does not recommend or otherwise suggest to any person or associates (including a spouse, relative, friend or any trustee of a trust or family company) to deal in Genesis securities.

Accordingly, this Code applies equally to persons acting for Genesis Personnel or with whom it may appear Genesis Personnel may communicate the inside information – that is, the spouse, children, family trusts, family companies of Genesis Personnel or other associates of Genesis Personnel must not deal in Genesis securities otherwise than in accordance with this Code.

Genesis Personnel should also ensure that before any external body of which they are a member, director, representative or trustee (for example, personal or family superannuation funds) undertakes any transaction regarding Genesis securities, that any dealing in Genesis securities complies with this Code.

This Code will be administered by the Company Secretary with input from the Managing Director. The Company Secretary will be available to answer any questions you may have in relation to it. However, neither Genesis nor the Company Secretary is to be held responsible for any answers or any act or omission by you in reliance on those answers. It is your responsibility to comply with the law so if you are in any doubt you should obtain your own legal advice.

This Code is subject to regular review by the Board and will be amended as and when appropriate.