

**GENESIS MINERALS LIMITED**

ACN 124 772 041

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**AND**

**PROXY FORM**

**Date of Meeting**

24 November 2011

**Time of Meeting**

4:00pm (WST)

**Place of Meeting**

The Celtic Club  
48 Ord Street  
West Perth WA

*The 2011 Annual Report may be viewed on the Company's website at*

[www.genesisminerals.com.au](http://www.genesisminerals.com.au)

**GENESIS MINERALS LIMITED**  
**ACN 124 772 041**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Genesis Minerals Limited (**Company**) will be held at the Celtic Club, 48 Ord Street, West Perth WA, on 24 November 2011 at 4:00pm (WST) for the purpose of transacting the following business.

**ORDINARY BUSINESS**

**2011 Financial Statements**

To receive the financial statements of the Company for the year ended 30 June 2011, consisting of the Annual Financial Report, the Directors' Report and the Auditor's Report.

**Resolution 1 – Re-election of Graeme Smith as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Graeme Smith, having retired as a Director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected a Director of the Company."*

**Short Explanation:** Pursuant to the Company's Constitution, one-third of the Directors of the Company (other than the Managing Director) must retire at each AGM and, being eligible, may offer themselves for re-election.

**Resolution 2 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the Remuneration Report forming part of the Company's 2011 Annual Report to be adopted."*

**Short Explanation:** Section 250R of the Corporations Act requires a listed company to put to Shareholders at each AGM a resolution adopting the report on the remuneration of the Company's Directors, executives and senior managers included in the Company's Annual Report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory and does not bind the Company's Directors.

A reasonable opportunity will be provided to Shareholders for discussion of the Remuneration Report at the Annual General Meeting.

**Resolution 3 – Ratification of Allotment and Issue of Shares**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the Company approves and ratifies the allotment and issue of 510,000 Shares issued on terms and conditions set out in the Explanatory Memorandum accompanying this Notice to persons who are not related parties of the Company."*

**Voting Exclusion Statement**

The Company will, in accordance with the Listing Rules, disregard any votes cast on Resolution 3 by any person who participated in the issue and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A proxy form is attached.

## GENESIS MINERALS LIMITED

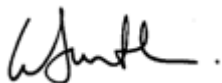
Notice of Annual General Meeting - 24 November 2011

---

To be valid, properly completed proxy forms must be received by the Company no later than 4:00pm (WST) on 22 November 2011:

- by post at PO Box 1153 West Perth 6872;
- by facsimile on +61 8 9389 2199; or
- by email: proxy@dwcorporate.com

By order of the Board



---

Graeme Smith  
Company Secretary  
Date: 19 October 2011

### PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a proxy form is enclosed.

### ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary Shares at 4:00pm (WST) on 22 November 2011 will be entitled to attend and vote at the AGM.

### CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the Shareholders of Genesis Minerals Limited ACN 124 772 041 (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at the Celtic Club, 48 Ord Street West Perth WA, on 24 November 2011 commencing at 4:00pm (WST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider the following Resolutions:

- re-electing Mr Graeme Smith as a Director, who retires by rotation in accordance with the Company's Constitution;
- adopting the Remuneration Report; and
- ratifying the Allotment and Issue of 510,000 Shares.

The Resolutions are ordinary resolutions requiring them to be passed by a simple majority of votes cast by the Shareholders entitled to vote on them.

### **Financial and Other Reports**

As required by section 317 of the Corporations Act, the financial statements for the year ended 30 June 2011 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the Shareholders will have an opportunity to ask questions about the reports at the AGM.

### **Resolution 1 – Re-election of Graeme Smith as a Director**

#### **1.1 Introduction**

Mr Graeme Smith was appointed as a Non-Executive Director on 24 May 2007.

In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Graeme Smith retires by rotation and, being eligible, offers himself for re-election.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

#### **1.2 Director's Biography**

Graeme Smith is a finance professional with over 20 years' experience in accounting and company administration. He graduated from Macquarie University with a Bachelor of Economics degree and has since received a Master of Business Administration and a Master of Commercial Law. He is a Fellow of both the Australian Society of Certified Practising Accountants and the Chartered Institute of Secretaries and Administrators.

Mr Smith holds CFO and Company Secretary positions with other Australian mining and mining service companies.

#### **1.3 Directors' Recommendation**

All the Directors except Mr Smith, who has an interest in the outcome of this Resolution, recommend that Shareholders vote in favour of Resolution 1.

## **Resolution 2 – Adoption of Remuneration Report**

### **2.1 Introduction**

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the 2011 Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the 2011 Annual Report are available by contacting the Company's share registrar or by downloading a copy from the Company's web site, [www.genesisminerals.com.au](http://www.genesisminerals.com.au).

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution that a further meeting is held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

### **2.2 Voting on the Remuneration Report**

In accordance with section 250R(4) of the Corporations Act, a vote on the Remuneration Report Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on the Resolution if:

- (c) the person does so as a proxy appointed in writing that directs how the proxy is to vote on the Remuneration Report Resolution; and
- (d) the vote is not cast on behalf of the person described in paragraphs (a) or (b) above.

In respect of Resolution 2, Shareholders are advised that their votes will not be counted if the Chairman is appointed to vote on their behalf with an undirected proxy form. As a result, if Shareholders wish to appoint the Chairman to vote on their behalf, they should ensure that they have specified the way that the Chairman must vote on Resolution 2.

## **Resolution 3 – Ratification of Allotment and Issue of Shares**

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval in accordance with Listing Rule 7.1.

Resolution 3 is required to be approved in accordance with ASX Listing Rule 7.4 to ratify previous issues of securities.

The Company confirms that the allotment and issue of the securities the subject of this Resolution did not breach ASX Listing Rule 7.1.

Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of obtaining approval under Listing Rule 7.4 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) 510,000 Shares were issued by the Company on 3 October 2011 to Roberto Alarcón Bittner, who is not a related party of the Company;
- (b) the deemed issue price for the 510,000 Shares was 12.5 cents per share;

## GENESIS MINERALS LIMITED

Notice of Annual General Meeting - 24 November 2011

---

- (c) no funds were raised from this placement as the Shares were allotted as part of the consideration for an option payment to acquire the Cerro Verde Project in Chile;
- (d) the Shares rank equally with the existing Shares on issue; and
- (e) a voting exclusion statement is included in the Notice.

### GLOSSARY

In the Notice and Explanatory Memorandum, the following terms have the following meanings unless the context otherwise requires:

<b>AGM</b>	means an Annual General Meeting.
<b>ASX</b>	means ASX Ltd ACN 124 772 041 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Closely Related Party</b>	has the same meaning as defined in Section 9 of the Corporations Act.
<b>Company</b>	means Genesis Minerals Limited ACN 124 772 041.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice or Notice of Meeting</b>	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
<b>Remuneration Report</b>	means the remuneration report in the Directors' Report section of the Company's Annual Report.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a share.
<b>WST</b>	means Western Standard Time.

The Company Secretary  
 Genesis Minerals Limited  
 C/- DWCorporate Pty Ltd  
 PO Box 1153  
 WEST PERTH WA 6872

**Facsimile: +618 9389 2199**  
**Email: proxy@dwcorporate.com**

**Shareholder Details**

Name: .....  
 Address: .....  
 Contact Telephone No: .....  
 Contact Name (if different from above): .....

**Appointment of Proxy**

I/We being a shareholder/s of Genesis Minerals Limited and entitled to attend and vote hereby appoint

The Chairman  
of the meeting

**OR**

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

(mark with an 'X')

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Genesis Minerals Limited to be held on 24 November 2011 and at any adjournment of the meeting.

**IMPORTANT**

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.

***You must direct the proxy how to vote on Resolution 2 (Remuneration Report) in order for your vote to be cast.***

If you do not wish to direct your proxy how to vote on all resolutions other than Resolution 2, please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy for all resolutions other than Resolution 2 even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of the resolutions.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.




**Voting directions to your proxy – please mark  to indicate your directions**

**Ordinary Business**

		For	Against	Abstain*
Resolution 1.	Re-election of Graeme Smith as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of a second proxy (see instructions overleaf).

 %

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form.

**PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented**

Individual or Shareholder 1

Sole Director and  
 Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies **must be received by the Company by 4:00pm on 22 November 2011** by post, facsimile or email to the respective addresses stipulated in this proxy form.
6. In respect of the remuneration report resolution (Resolution 2), Shareholders are advised that their votes will not be counted if the Chairman is appointed to vote on their behalf with an undirected proxy form. As a result, if Shareholders wish to appoint the Chairman to vote on their behalf, they should ensure that they have specified the way that the Chairman must vote on that resolution.
7. If the proxy form specifies a way in which the proxy is to vote on any of the Resolutions stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is the Chairman, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
8. If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.