

GENESIS MINERALS LIMITED

ACN 124 772 041

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

28 November 2013

Time of Meeting

10:00am (WST)

Place of Meeting

35 Richardson St,
West Perth WA

The 2013 Annual Report may be viewed on the Company's website at

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 35 Richardson St, West Perth WA, on 28 November 2013 at 10:00am (WST) for the purpose of transacting the following business.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

ORDINARY BUSINESS

2013 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2013, consisting of the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1 – RE-ELECTION OF RICHARD HILL AS A DIRECTOR

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

"That Richard Hill, having been appointed since the previous AGM of the Company, retires as a Director of the Company in accordance with Listing Rule 14.4 and the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."

Short Explanation: Pursuant to Listing Rule 14.4 and the Company's Constitution, any Director of the Company must retire at the first AGM following their appointment and being eligible may offer themselves for re-election.

RESOLUTION 2 – RE-ELECTION OF DAMIAN DELANEY AS A DIRECTOR

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

"That Damian Delaney, who retires by rotation in accordance with the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected as 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 3 – NON BINDING RESOLUTION TO ADOPT 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 2013 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.

Voting Exclusion

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of 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 this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 500,000 SHARES

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue 500,000 Shares to Teck Argentina Ltd on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue, and any associate of those persons. However, the Company will not disregard any votes cast on Resolution 4 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting 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 reasonable opportunity will be provided to Shareholders for discussion of the Remuneration Report at the Annual General Meeting.

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 10:00am (WST) on 26 November 2013:

- by post at PO Box 437 West Perth 6872;
- by email: info@genesisminerals.com.au; or
- by hand at Unit 6, 1 Clive Street, West Perth.

By order of the Board



Damian Delaney
Company Secretary
Date: 21 October 2013

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 4:00 pm (WST) on 26 November 2013 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 35 Richardson St, West Perth WA, on 28 November 2013 commencing at 10:00am (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 Messrs Richard Hill and Damian Delaney as Directors, who retire in accordance with the Company's Constitution;
- adopting the Remuneration Report; and
- the ratification of a previous share issue.

Financial and Other Reports

As required by section 317 of the Corporations Act, the financial statements for the year ended 30 June 2013 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:

- (a) ask questions about the reports at the AGM; and
- (b) ask questions about or make comment on the management of the Company.

The Chairman of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (e) the content of the auditor's report to be considered at the Meeting; and
- (f) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the company secretary at the Company's registered office.

RESOLUTION 1 – RE-ELECTION OF RICHARD HILL AS A DIRECTOR

1.1 Introduction

Mr Richard Hill was appointed as the Non-Executive Chairman on 12 February 2013.

Listing Rule 14.4 and the Company's Constitution requires that any director must retire at the next AGM of the Company following their appointment and therefore Mr Richard Hill retires 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

Richard Hill is a qualified solicitor and geologist with over 22 years' experience in the Resource Industry. During this period Mr Hill has performed roles as legal counsel, geologist and commercial manager for several major and mid cap Australian mining companies and more recently as founding director for a series of successful ASX-listed companies and Westoria Capital, a corporate advisory and investment group. During his time in the resource industry Mr Hill has gained a diversity of practical geological experience as a mine based and exploration geologist in a range of commodities and rock types. In his commercial and legal roles, he has been involved in project generation and evaluation, acquisition and joint venture negotiation, company secretarial functions, mining law and land access issues as well as local and overseas marketing and fund raising.

Mr Hill is the Commercial Director for Westoria Capital and a non-executive director for Centaurus Metals Limited.

1.3 Directors' Recommendation

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

RESOLUTION 2 – RE_ELECTION OF DAMIAN DELANEY AS A DIRECTOR

2.1 Introduction

Mr Delaney was appointed as a Non-Executive Director on 21 March 2012.

The Company's Constitution requires that one third of the Company's Directors must retire by rotation. Therefore Mr Delaney retires and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's Biography

Details of Mr Delaney's qualifications and experience are set out in the Company's 2013 Annual Report.

2.3 Directors' Recommendation

All the Directors except Mr Delaney, who has an interest in the outcome of this Resolution, recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – REMUNERATION REPORT

3.1 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 2013 Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the 2013 Annual Report are available by contacting the Company's share register or by downloading a copy from the Company's web site, 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 go up for re-election.

3.2 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 this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 500,000 SHARES

4.1 Introduction

On 3 April 2013 the Company issued 500,000 Shares to Teck Argentina Ltd, a wholly owned subsidiary of Teck Resources Limited as part of the agreement to acquire 100% of Teck's right and interest in the Las Opeñas epithermal gold project in San Juan Province, Argentina.

These securities were issued to unrelated parties of the Company and within the 15% annual limit permitted by Listing Rule 7.1; and therefore without the need for Shareholder approval. The effect of Shareholders passing Resolution 4 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

4.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the issue:

- (a) The number of securities issued by the Company was 500,000.
- (b) The deemed issue price of the Shares was \$0.048.
- (c) The terms of the securities issued are fully paid ordinary Shares in the Company, issued on the same terms and conditions as the Company's existing Shares.
- (d) The securities were issued to Teck Argentina Ltd.
- (e) The Shares were issued as part consideration for the acquisition of the Las Opeñas Project so no funds were raised from the issue.
- (f) A voting exclusion statement is included in the Notice.

4.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval.

SCHEDULE 1 – GLOSSARY

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

AGM	means an Annual General Meeting.
Annual Report	means the annual report of the Company for the year ended 30 June 2013.
ASX	means ASX Ltd ACN 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Chairman	means the chair of the Meeting.
Closely Related Party	has the same meaning as defined in Section 9 of the Corporations Act.
Company	means Genesis Minerals Limited ACN 124 772 041.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Key Management Personnel	has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Listing Rules	means the listing rules of ASX.
Meeting or Annual General Meeting	means the annual general meeting of Shareholders convened for the purposes of considering the Resolutions.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Proxy Form	means the proxy form attached to this Notice.
Option	means an option to be issued a Share.
Remuneration Report	means the remuneration report in the Directors' Report section of the Company's Annual Report.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time.

The Company Secretary
 Genesis Minerals Limited
 PO Box 437
 WEST PERTH WA 6872

Email: info@genesisminerals.com.au

Shareholder Details

Name:

.....

Address:

.....

Contact Telephone No:

.....

Contact Name (if different from above):

.....

Appointment of Proxy

I/We being a shareholder/s 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 28 November 2013 and at any adjournment of the meeting.

IMPORTANT

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in this box. By marking this box, you expressly authorise the Chairman to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company, which may include the Chairman.



The Chairman intends to vote any such undirected proxies in favour of all 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 Resolution 3 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 3.

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

Ordinary Business

		For	Against	Abstain*
Resolution 1.	Re- election of Richard Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re- election of Damian Delaney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Ratification of prior issue of 500,000 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

Shareholder 2

Shareholder 3

Director

Director/Company Secretary

Sole Director and
 Sole 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 10:00am on 26 November 2013** by post or email to the respective addresses stipulated in this Notice of Meeting.
6. In respect of the remuneration report resolution (Resolution 3), 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.