

Genesis Minerals Limited

ABN 72 124 772 041

Notice of General Meeting

The General Meeting of Genesis Minerals Limited will be held at 35 Richardson Street, West Perth, WA on 29 April 2014 at 10:00am (WST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 8 9322 6178 or info@genesisminerals.com.au if you wish to discuss any matter concerning the Meeting.

Genesis Minerals Limited
ABN 72 124 772 041

Notice of General Meeting

Notice is hereby given that the general meeting of the Shareholders of Genesis Minerals Limited will be held at 35 Richardson Street, West Perth, WA on 29 April 2014 at 10:00am (Western Standard Time) (Meeting).

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.

Proxy Forms must be received by no later than 10:00am on 27 April 2014.

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

Agenda

1 RESOLUTION 1 - RATIFICATION OF PRIOR SECURITIES ISSUE

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 24,848,649 fully paid ordinary shares on the terms set out in the Explanatory Memorandum."

A voting exclusion statement is set out below.

2 RESOLUTION 2 - ISSUE OF SECURITIES TO INVESTORS

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 53,510,182 fully paid ordinary shares at an issue price of \$0.017 per share on the terms set out in the Explanatory Memorandum."

A voting exclusion statement is set out below.

3 RESOLUTION 3 - ISSUE OF SECURITIES TO TECK RESOURCES LIMITED

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of US\$250,000 worth of fully paid ordinary shares at an issue price of AUD\$0.017 per share to Teck Resources Limited on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

4 VOTING PROHIBITION AND EXCLUSION STATEMENTS

Listing Rule 14.11

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution	Persons excluded from voting
Resolution 1 - Ratification of Prior Securities Issue	Persons who participated in the issue and persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if this Resolution is passed and any associate of those persons.
Resolutions 2 and 3 - Issue of Securities	Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolutions are passed, and an associate of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

Damian Delaney
Company Secretary
28 March 2014

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

2.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry, www.computershare.com.au.

2.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 4.00pm (WST) on 27 April 2014.

3 INTRODUCTION

On 21 March 2014 the Company announced a raising of \$1.6 million through the placement of 78.4 million Shares to institutional and sophisticated investors and US\$250,000 worth of Shares to Teck Resources Limited (Teck) at an issue price of \$0.017.

Funds raised under the placement will allow Genesis to advance exploration at its Las Opeñas precious and base-metal epithermal project (Las Opeñas) located in the pre-cordillera of San Juan Province, Argentina and Genesis' Viking Project near the historical gold centre of Norseman, Western Australia.

Genesis is proposing to complete a minimum of 2,400m of drilling at Las Opeñas, which will target a large, well mineralised breccia system discovered by Genesis drilling during 2012.

Genesis will commence a systematic test of a series of high-grade vein targets and surface gold anomalies that have been outlined to date at the 7km x 7km Beaker Prospect at the Viking Project.

The placement is undertaken in three tranches:

- (a) Tranche one of 24,848,649 Shares was completed on 27 March 2014 and raised \$422,427 (Tranche One).
- (b) Tranche two of 53,510,182 Shares is subject to Shareholders passing Resolution 2, and is expected to complete shortly after Shareholder approval is obtained (Tranche Two). \$909,673 will be raised.

- (c) A placement to Teck of US\$250,000 of Shares is subject to Shareholders passing Resolution 3, and will complete with Tranche two. The number of Shares issued will depend upon the prevailing currency exchange rate at the time of issue. A formula is set out in section 6.2(a).

The issue price of \$0.017 represents:

- (a) 27% discount to the 5 day VWAP on the ASX of \$0.023 per Share for the period ending 17 March 2014; and
- (b) 32% discount to the closing price on the ASX of 2.5 cents on 17 March 2014.

The purpose of the Shareholder Meeting is to approve the ratification and approve the Share issue, as required by the ASX Listing Rules.

4 RESOLUTION 1 - RATIFICATION OF PRIOR SECURITIES ISSUE

4.1 Introduction

Listing Rule 7.1 limits the number of securities a company can issue in a 12 month period to 15% of its issued share capital, except for certain issues, including where first approved by Shareholders.

Shares issued under Tranche One were issued within the Company's 15% capacity and without Shareholder approval. The effect of Shareholders passing Resolution 1 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 24,848,649 Shares.
- (b) The price at which the securities were issued was \$0.017.
- (c) Securities issued were fully paid ordinary shares in the capital of the Company on the same terms and conditions of the Company's existing Shares.
- (d) The securities were issued to institutional and sophisticated investors.
- (e) The use of funds raised under the issue is set out in section 3 above.
- (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 1. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval.

5 RESOLUTION 2 - ISSUE OF SECURITIES TO INVESTORS

5.1 Introduction

Resolution 2 seeks Shareholder approval to issue 53,510,182 Shares.

The effect of passing Resolution 2 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

5.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue:

- (a) The maximum number of securities to be issued is 53,510,182 Shares.
- (b) The securities will be issued on one day (the issue date) no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the securities is \$0.017.
- (d) The securities will be issued to institutional and sophisticated investors.
- (e) The securities to be issued are fully paid ordinary shares in the capital of the Company on the same terms and conditions of the Company's existing Shares.
- (f) The use of funds raised under the issue is set out in section 3 above.
- (g) A voting exclusion statement is included in the Notice.

5.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

6 RESOLUTION 3 - ISSUE OF SECURITIES TO TECK RESOURCES LIMITED

6.1 Introduction

Resolution 3 seeks Shareholder approval to issue US\$250,000 of Shares to Teck Resources Limited at an issue price of AUD\$0.017 per Share. The number of Shares to be issued will depend upon the prevailing US\$/AUD\$ exchange rate.

The effect of passing Resolution 3 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

6.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue:

- (a) The number of Shares to be issued will be equal to:
$$\frac{\text{US\$250,000} \times \text{prevailing US\$/AUD\$ exchange rate at the date of issue}}{\text{AUD\$0.017}}$$
- (b) The securities will be issued on one day (the issue date) no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the securities is \$0.017 per Share.
- (d) The securities will be issued to Teck Resources Limited.
- (e) The securities to be issued are fully paid ordinary shares in the capital of the Company on the same terms and conditions of the Company's existing Shares.
- (f) The use of funds raised under the issue is set out in section 3 above.
- (g) A voting exclusion statement is included in the Notice.

6.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

1 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the Chairman of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to be issued a Share.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Teck	has the meaning given in section 3.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
Tranche One	has the meaning given in section 3.
Tranche Two	has the meaning given in section 3.
VWAP	means volume weighted average price.
WST	means Western Standard Time.

Name and Address

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an 'X' and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 4:00pm (WST), 27 April 2014

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an 'Appointment of Corporate Representative' prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting (10:00am (WST) on 27 April 2014). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using:

BY MAIL - PO Box 437 West Perth 6872

BY EMAIL - info@genesisminerals.com.au

IN PERSON - Unit 6, 1 Clive Street, West Perth

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Shareholder Details

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

STEP 1 - Appointment of Proxy

I/We being a member/s of [Company name] and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR** If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the General Meeting of Genesis Minerals Limited to be held at 35 Richardson Street, West Perth on 29 April 2014 at 10:00am (WST) and at any adjournment of that meeting, to act 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.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

STEP 2 - Voting directions to your Proxy - please mark to indicate your directions

Ordinary Business		For	Against	Abstain
Resolution 1	Ratification of prior securities issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of securities to investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of securities to Teck Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 - Please sign here

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone.....

Date / / 2014