Equity Raising
Investor Presentation
11 April 2018

**Ulysses:**
Genesis of a significant new underground gold mine near Leonora, WA
Forward-Looking Statements

Some statements in this report regarding estimates or future events are forward looking statements. They include indications of, and guidance on, future earnings, cash flow, costs and financial performance. Forward looking statements include, but are not limited to, statements preceded by words such as “planned”, “expected”, “projected”, “estimated”, “may”, “scheduled”, “intends”, “anticipates”, “believes”, “potential”, “could”, “nominal”, “conceptual” and similar expressions. Forward looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. Forward looking statements may be affected by a range of variables that could cause actual results to differ from estimated results, and may cause the Company’s actual performance and financial results in future periods to materially differ from any projections of future performance or results expressed or implied by such forward looking statements. These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licenses, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for among other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rate, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions, the demand for and availability of transportation services, the ability to secure adequate financing and management’s ability to anticipate and manage the foregoing factors and risks. There can be no assurance that forward looking statements will prove to be correct.

This announcement has been prepared in compliance with the JORC Code (2012) and the current ASX Listing Rules.

Competent Person’s Statement

The information in this report that relates to Exploration Results is based on information compiled by Mr. Michael Fowler who is a full-time employee of the Company, a shareholder of Genesis Minerals Limited and is a member of the Australasian Institute of Mining and Metallurgy. Mr. Fowler has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’. Mr. Fowler consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The Information in this report that relates to Mineral Resources is based on information compiled by Mr Paul Payne, a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Payne is a full-time employee of Payne Geological Services and is a shareholder of Genesis Minerals Limited. Mr Payne has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Payne consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Scoping Study

The Scoping Study referred to in this presentation is based on a low level of technical and economic assessment that is insufficient to support estimation of Ore Reserves or to provide assurance of an economic development case at this stage, or to provide certainty that the conclusions of the Scoping Study will be realised.
Equity Raising Overview
Genesis Minerals Limited ("Genesis" or the "Company") (ASX: GMD) is pleased to announce an Equity Raising comprising a Single Tranche Placement ("Placement") to raise up to $4.0 million, with the ability to take oversubscriptions to raise up to an additional $1.0 million.

- The Placement will consist of 125 million New Shares issued pursuant to the Company’s 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A.

**Offer Price**
- Offer price of $0.032 per new share, which, as at the last closing price of Tuesday, 10 April 2018 represents a:
  - 13.5% discount to the last closing price of $0.037;
  - 16.3% discount to the 5 day VWAP of $0.0382; and
  - 20.5% discount to the 30 day VWAP of $0.0402.

**Use of Funds**
- Funds raised pursuant to the Equity Raising will be applied towards ongoing drilling programs and feasibility studies at Ulysses and to meet ongoing working capital requirements.

**Underwriting**
- The Placement is not underwritten.

**Ranking**
- New Shares issued under the Equity Raising will rank equally with existing Genesis shares.

**Lead Manager**
- Argonaut Securities Pty Ltd.
### Equity Raising Timetable

<table>
<thead>
<tr>
<th>Key Event</th>
<th>Time / Date³ (AWST)</th>
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<tbody>
<tr>
<td>Announcement of Equity Raising to ASX</td>
<td>Wednesday, 11 April 2018</td>
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<tr>
<td>Bookbuild opens</td>
<td>8:00am, Wednesday, 11 April 2018</td>
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<tr>
<td>Bookbuild closes</td>
<td>4:00pm, Wednesday, 11 April 2018</td>
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<tr>
<td>Announcement of the Results of the Placement &amp; Trading Halt Lifted</td>
<td>Pre-Open, Friday, 13 April 2018</td>
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<tr>
<td>Settlement of New Shares Issued Under the Placement</td>
<td>Thursday, 19 April 2018</td>
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<tr>
<td>Allotment and Trading of New Shares Issued Under the Placement</td>
<td>Friday, 20 April 2018</td>
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</table>

1. The above timetable is indicative only and subject to change. Genesis, in conjunction with the Lead Manager, reserves the right to amend any or all of these events, dates and times subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. All times and dates are in reference to Australian Western Standard Time.
Company Overview
Corporate Overview

Capital Structure

<table>
<thead>
<tr>
<th>Share Price</th>
<th>3.2c</th>
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<tr>
<td>Pre-Raising Shares on Issue</td>
<td>754 million</td>
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<td>Pro-Forma Shares on Issue(^1)</td>
<td>880 million</td>
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<tr>
<td>Options on Issue(^2)</td>
<td>17 million</td>
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<tr>
<td>Pro-Forma Market Capitalisation (@ $0.032)</td>
<td>~$28 million</td>
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<td>Top 40 shareholders</td>
<td>68%</td>
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<td>Cash(^3)</td>
<td>~$6.3 million</td>
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</table>

1. Assuming no oversubscriptions
2. Various exercise prices from $0.039 to $0.045
3. Before Offer Costs

Board and Management

Richard Hill | Chairman
---|---
Geologist & Solicitor
25 years experience, involved at all levels including project acquisition, development and funding

Michael Fowler | Managing Director
---|---
Geologist with over 27 years experience
Extensive exploration, mining and corporate experience

Darren Gordon | Non-executive Director
---|---
Chartered Accountant
Experienced Mining Executive

Craig Bradshaw | Non-executive Director
---|---
Mining Engineer - CEO Adaman Resources
COO for Saracen Mineral Holdings from 2013 to 2017

Gerry Kaczmarek | Non-executive Director
---|---
CFO for Troy Resources 1998 to 2008 and 2017 to current
CFO for Saracen Mineral Holdings from 2012 to 2016

Strategic Investor

SMS ~15% - Mining Group
Fast-Growing WA Gold Company Focused on Tier-1 Districts

- Exciting exploration breakthrough at **Ulysses Gold Project near Leonora**
- Drilling over past six months has clearly established the potential for a significant **long-term underground mining operation**
- Mineral Resource\(^1\) upgraded by **55% to 321,000oz (3Mt at 3.0g/t Au)** following recent +10,000m drilling campaign
- Includes Underground Mineral Resource of **1.22Mt at 5.5g/t Au for 215,000oz**
- **Drilling is ongoing targeting extensions** of all three key gold lodes
- Potential **fourth (new) high-grade shoot** identified
- **Significant discovery potential** at recently acquired Barimaia Project, near the 6Moz Mt Magnet gold mine
- **Strategic alliances** with SMS Mining Pty Ltd and Adaman Resources – access to project funding and mining capability

\(^1\) See GMD ASX Release dated 21st February 2018
Key Projects: Focused on WA's Premier Gold Districts

Ulysses: Emerging underground gold project

Ulysses, Barimaia, Viking: Discovery potential
Ulysses - Project Summary

- Exceptional location just 30km from Leonora in a world-class mining district
- Successful open pit/toll-treatment mining campaigns completed in past 12 months
- Positive Scoping Study\(^2\) demonstrated viability of a long-term underground mine assuming a toll-treatment scenario
- Exceptional results from +10,000m RC and diamond drilling program completed last year
- Upgraded Resource: 3.3Mt at 3.0g/t Au for 321,000oz with a high-grade component of 215,000oz @ 5.5g/t Au – open at depth
- Large staged drilling program ongoing to target the establishment of a large standalone mining operation
- Outstanding exploration upside – drilling continuing at depth and along strike
- New high-grade gold shoot identified

\(^2\) See GMD ASX Release dated 22\(^{nd}\) September 2017
Ulysses - Significant Depth Potential Revealed

• All three gold shoots drilled to date have significant plunge extents and are completely open

Refer to the ASX Announcements dated 4 December 2017, 25 January 2018 and 9 April 2018 for further details of the exploration results for Ulysses

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Significant drill intercepts:
- 5m @ 20.9g/t gold from 281m
- 4.62m @ 20.36g/t gold from 166.6m
- 4.40m @ 15.7g/t gold from 119.0m
- 5.23m @ 5.34g/t gold from 141.3m
- 5.20m @ 5.06g/t gold from 159.8m
- 3m @ 13.86g/t gold from 238m
- 14m @ 5.93g/t gold from 120m
- 10m @ 6.4g/t gold from 121m
- 8m @ 5.16g/t gold from 109m

Consistent Grade and Widths

Typical mineralised intervals consist of biotite-albite-carbonate-pyrite-pyrrhotite lode-style alteration, with 1-20% quartz-sulphide veining.
Ulysses - A System with Significant Growth Potential

**Ulysses is much bigger with significantly better grade than previously understood**

- February 2018 Mineral Resource
  3.3Mt @ 3.0 g/t Au for 0.32Moz
  - 55% increase in ounces
  - 31% increase in grade

- Importantly high-grade shoots estimated to contain
  1.22Mt @ 5.5g/t Au for 0.21Moz
  - All remain untested and open at depth

- Significant high-grade below Ulysses West pit – resource grade ~8.5g/t gold

- Shallow Mineral Resource with average depth <200m below surface
  - 1,750 oz per vertical metre (ovm) endowment for the 150m interval from base of pits to base of resource

- Resource increase at <$10/oz 👍
Ulysses - Near-Mine Exploration and Growth Potential

- Over 3km of strike to systematically drill test along Ulysses shear
- Only limited deep drilling
  - New geological understanding highlights significant potential for high-grade gold
- Three new high priority, high-grade gold shoot targets identified
- Potential fourth shoot identified
Ulysses - Regional Exploration and Growth Potential

- Ulysses exploration potential has been overlooked for 15 years
- Wide spaced aircore drilling completed in 2017
- Numerous targets identified
- Follow up programs in H1 2018

Refer to the ASX Announcements dated 12 April 2017 and 6 September 2017 for further details of the regional exploration results for Ulysses
Barimaia Gold Project - Overview

- Located in the world-class Murchison Gold District of WA
- 10km south-east of Ramelius’ Mt Magnet Gold Mine
- Genesis acquired 100% of Metallo Resources Pty Ltd in September 2017
- Potential for large, low strip ratio, low cost porphyry-hosted gold deposits
- Low-risk opportunity to assess a highly prospective ground package in close proximity to a major producing gold mine
- Early discovery of shallow mineralisation across a significant area – open in all directions

Genesis focused on defining shallow gold resources capable of being rapidly and efficiently developed
Barimaia Gold Project - Project Summary

• Located immediately south-east of a suite of porphyry-hosted gold deposits being targeted by Ramelius’ current exploration
  - Geology and mineralisation has strong similarities (including geochemical signature being anomalous in Au-Bi-Te-Pb-W-Ag) with the nearby porphyry-hosted gold deposits

• Genesis holds the right to earn an 80% interest ($1.75m Expenditure)

• Gold processing facilities in the region provide a potential low-cost pathway to production

• Significant area to drill test
Barimaia Gold Project - McNabs Prospects

Refer to the ASX Announcements dated 20 July, 21 August 2017 and 1 March 2018 for further details of the exploration results for Barimaia.

Section 6,891,800mN showing Genesis' RC drill holes 17BARC001 and 002 and 009. Note the change in orientation of the western (left hand side) contact between porphyry and ultramafic units.
Viking Gold Project - Overview

- 100%-owned highly prospective gold exploration project (227km²)
- Located in world-class Albany-Fraser Orogen - significant discovery potential
  *Tropicana gold deposit, Nova-Bollinger nickel deposit*
- Under-explored area
- Focused on Beaker Prospect
- Access to processing infrastructure
Viking Gold Project - Beaker 2 Prospect

- Significant wide zone of near-surface oxide mineralisation intersected
  - +100m wide sub-horizontal blanket
  - +1.5km long aircore defined gold anomaly to be drill tested
- Next step – resource delineation drilling in parallel with further aircore drilling

Potential to define a large oxide gold zone associated with a high-grade vein system

Refer to the ASX Announcement dated 18 May 2017 for further details of the exploration results for Viking
Catalysts For Transformational Growth in 2018

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<th>Mar</th>
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<td>Barimaia – RC Drilling</td>
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Summary - A Fast-Growing Australian Gold Company

**Ulysses Gold Project**
- Major resource upgrade to 321,000oz just completed with further strong growth potential
- Targeting long-life standalone underground mining and processing operation
- Drilling underway again targeting further extensions of all three gold shoots
- Excellent drill results from initial 2018 drilling
- Potential new high-grade shoot identified

**Barimaia Gold Project**
- New discovery and exploration opportunity secured in prime location near 6Moz Mt Magnet gold mine
- Highly successful first drill programs

**Viking Gold Project**
- Outstanding greenfields gold exploration opportunity

**Strategic Alliance/Investor**
- Access to Mining and Project funding capabilities

Well placed to deliver transformational growth in 2018
Appendix - Ulysses Geology

- The Ulysses gold deposit is developed within a WNW-striking, 35° NNE-dipping shear zone (Ulysses Shear) that cuts at low angle through the entirely mafic stratigraphy, which is slightly more NW-striking, and dips 30° to the NE.
- The most distinctive features of the stratigraphy are a pair of Fe-rich quartz dolerite sills - magnetic.
- The Ulysses Shear has a highly predictable geometry and is mineralised throughout the deposit area.
- Typical mineralised intervals consist of biotite-albite-carbonate-pyrite-pyrrhotite lode-style alteration, with 1-20% quartz-sulphide veining. Highest-grade intervals are associated with intense albite-sulphide replacement of the shear fabric.
- Ulysses West and East shoots controlled by intersection of the Ulysses Shear and the Fe-rich quartz dolerite sills.
- Ulysses Central controlled by the intersection of the Ulysses Shear with a hangingwall splay shear.
Appendix - Ulysses Gold Deposit - February 2018 Mineral Resource

Full details of the Mineral Resource estimate are provided in the Company’s ASX announcement dated 21 February 2018

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<td>Au Cut</td>
<td>Tonnes</td>
<td>Au Cut</td>
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<td>g/t</td>
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<td>Total</td>
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Key Risks & International Offer Restrictions
Appendix: Key Risks

1.1 Introduction
There are a number of factors, both specific to the Company and of a general nature, which may, either individually or in combination, affect the future operation, exploration, development and financial performance and/or financial position of the Company, its prospects, and/or the value of the Shares. Many of the circumstances giving rise to these risks are beyond the control of the Company, the Directors or its management.

Set out below are the areas the Directors regard as the major risks associated with an investment in the Company. However, the following is not an exhaustive list or explanation of all risks that prospective investors may face when making an investment in the Company and should be used as guidance only. These risks and uncertainties are not the only ones facing the Company. The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, of the potential significance of the risks or of the scope of any potential harm to the Company’s business operations, prospects, financial condition and operational results. Additional risks and uncertainties relating to the Company that are not currently known to the Company, or that the Company currently deems immaterial, may individually or cumulatively also have a material adverse effect on the Company’s business operations, prospects, financial condition and operational results. If any such risks should occur, the price of the Shares may decline and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances.

There may also be additional risks (including financial and taxation risks) that you should consider in light of your own personal circumstances.

a) Investment Speculative
The Offer of New Shares carries no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for new share offered under the Offer.

1.2 Company specific risk factors
The Directors consider that there are number of risk factors specific to the Company and its circumstances that should be taken into account before a potential investor decides to invest in the Company.

a) Commodity prices
The value of the Company’s assets may be affected by fluctuations in commodity prices and exchange rates, such as the Gold Price. These prices can fluctuate, and are affected by numerous factors beyond the control of the Company. These factors include forward selling by producers, expectations regarding inflation, the financial impact of movements in interest rates, gold price forward curves, global economic trends, confidence and conditions, and domestic and international fiscal, monetary and regulatory policy settings. Future production from the Company’s mineral properties will be dependent upon the Gold prices being sufficient to make these properties economic.

If the Company achieves development success which leads to viable mining production, its financial performance will be highly dependent on the prevailing commodity prices. These factors can affect the value of the Company’s assets and the supply and demand characteristics of gold prices, and may have an adverse effect on the viability of the Company’s development and production activities, its ability to fund those activities and the value of its assets.

b) The Company may be adversely affected by fluctuations in foreign exchange rates
The Company operates in Australia where the Company’s capital expenditure and ongoing expenditure and sales contracts are denominated in Australian Dollars. The Company currently does not engage in any hedging or derivative transactions to manage foreign exchange risk. As the Company’s operations change, its directors will review this policy periodically going forward. There can be no assurance that fluctuations in foreign exchange rates will not have a material adverse effect upon the Company’s financial performance and results of operations.

c) The Company has no history of earnings and no production revenues
The Company has no recent history of earnings and has not commenced commercial production on any of its properties. The Company has experienced losses from exploration operations and expects to continue to incur losses until production commences and reaches the required level. There can be no assurance that the Company will be profitable in the future. The Company’s operating expenses and capital expenditures are likely to increase in future years as needed consultants, personnel and equipment associated with construction and commercial production of its mines, are added. The amounts and timing of expenditures will depend on the progress of construction activities and production ramp up.

The Company expects to continue to incur losses until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations.

d) The Company has limited operating history
The Company has limited operating history on which it can base an evaluation of its prospects. Despite this, members of the Company’s Board of Directors and management team have considerable experience in developing and mining of gold projects both globally and in Australia.
Appendix: Key Risks

e) Title to Properties
There are no assurances that the property title for the project is free from defects. There is no assurance that such rights and title interests will not be revoked or significantly altered to the detriment of the Company. There can be no assurances that the Company's rights and title interests will not be challenged or impugned by third parties. Defects in title could limit the Company's ability to recover gold from these properties or result in significant unanticipated costs.

f) The Company’s mineral resources are estimates and may be recalculated and reduced
The Company’s mineral resources are estimates. Such estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Mineral resource estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate. For most new mine developments the actual quantity and characteristics of mineral deposits cannot be known until mining takes place, and will almost always differ from the assumptions used to develop resources.

g) Mining Risks
When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. Each mineral deposit is unique. The occurrence and quality of the deposit, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, quality and overall yield of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire orebody.

h) Operational risk
The Company's development and mining activities will be subject to numerous operational risks, many of which are beyond the Company’s control. The Company’s operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions, mechanical difficulties, shortages in or increases in the costs of consumables, spare parts, plant and equipment, external services failure (such including energy and water supply), industrial disputes and action, difficulties in commissioning and operating plant and equipment, IT system failures, mechanical failure or plant breakdown, and compliance with governmental requirements. Hazards incidental to the development and mining of mineral properties such as unusual or unexpected geological formations may be encountered by the Company. Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations. The Company will endeavour to take appropriate action to mitigate these operational risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on the Company’s performance and the value of its assets.

i) Environment
The operations and proposed activities of the Company are subject to State and Federal laws, regulations and permits concerning the environment. If such laws are breached or modified, the Company could be required to cease its operations and/or incur significant liabilities including penalties, due to past or future activities. As with most mining operations, the Company’s activities are expected to have an impact on the environment. It is the Company’s intention to conduct its activities to an appropriate standard of environmental obligation, including in compliance in all material respects with relevant environmental laws. Nevertheless, there are certain risks inherent in the Company’s activities which could subject the Company to extensive liability. The cost and complexity in complying with the applicable environmental laws and regulations may affect the viability of potential developments of the Company's projects, and consequently the value of those projects, and the value of the Company's assets.

j) Competition
The mineral resource industry is competitive in all of its phases. The Company competes with other companies, including major gold mining companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for sales contracts, the recruitment and retention of qualified employees, gold leases and new business opportunities. If the Company cannot compete effectively with these other companies, it may have a material adverse effect on the Company’s performance.

k) Foreign Operations and Government Regulation Risks
The Company’s projects are located in Australia and, as such, the operations are exposed to various levels of political, economic and other risks and uncertainties. Changes in mining or investment policies or shifts in political attitude in the Australia may adversely affect the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The mining, processing and development activities of the projects are subject to various laws in the Australia governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, indigenous land claims, and other matters. Furthermore, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining or more stringent implementation thereof could have a substantial adverse impact on the Company. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or challenging of its interests.

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Appendix: Key Risks

i) The Company relies on key personnel
The Company is dependent on a number of key management personnel, including the services of certain key employees and consultants. The Company's ability to manage its development and mining activities will depend in large part on the ability to retain current personnel and attract and retain new personnel, including management, technical and a skilled workforce. The loss of the services of one or more key management personnel could have a material adverse effect on the Company's ability to manage and expand the business. It may be difficult for the Company to attract and retain suitably qualified and experienced people, given the modest size of the Company compared with other industry participants. If the Company cannot do so, this could have a material adverse effect on the Company's ability to manage and expand the business.

m) The Company has uninsured risks
The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

n) The Company's partners, contractors and agents may become insolvent
The Directors are unable to predict the risk of financial failure or default by a participant in any venture to which the Company is, or may become a party; or insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or insolvency or managerial failure by any of the other service providers used by the Company for any activity.

o) Litigation risks
Legal proceedings may arise from time to time in the course of the Company’s activities. There have been a number of cases where the rights and privileges of mining and exploration companies have been the subject of litigation. The Directors cannot preclude that such litigation may be brought against the Company or a member of the Company in the future from time to time.

p) Exploration and development
The Company intends to continue with an intensive exploration program on its Tenements. In the event that the planned drilling programs produce poorer than expected results, the value of the Company’s assets and the viability of the Company’s future operations may be significantly diminished. The Tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high risk enterprises that only occasionally provide high rewards. Even a combination of experience, knowledge and careful evaluation may not be able to overcome the inherent risk associated with exploring prospective tenements. There can be no assurance that exploration of the Tenements (or any other tenements that may be acquired in the future), will result in the development of an economically viable deposit of gold or other minerals. In addition to the high average costs of discovery of an economic deposit, factors such as demand for commodities, fluctuating gold prices and exchange rates, limitations on activities due to weather, difficulties encountered with geological structures and technical issues, labour disruptions, problems obtaining project finance, share price movements that affect access to new capital, counterparty risks on contacts, proximity to infrastructure (given the size of the area covered by the Tenements), changing government regulation (including with regard to taxes, royalties, the export of minerals, employment and environmental protection), native title issues and equipment shortages can all affect the ability of a company to profit from any development opportunity.

If a viable mineral deposit(s) is to be developed, the Company will need to apply for a range of environmental and development authorisations which may or may not be granted on satisfactory terms. Even if an apparently viable mineral deposit is identified, there is no guarantee that it can be profitably mined. The discovery of mineral deposits is dependent on a number of factors, including the technical skill of the exploration personnel involved and the success of the adopted exploration plan. In addition, there can be a time lag between the commencement of drilling and, if a viable mineral deposit(s) is discovered, the commencement of commercial operations. Reasons for this include the need to build and finance significant infrastructure.

The exploration and development costs of the Company are based on certain assumptions with respect to the method and timing of exploration and development. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company’s viability. Although the “Use of Funds” detailed on slide 4 sets out the Company’s current intentions for the use of the Equity Raising proceeds, the actual expenditure and exploration work undertaken will depend on the results generated. As such, actual expenditure may differ from the budgeted expenditure presented.

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1.3 General risk factors
The Directors also consider that potential investors should be aware of the following general risk factors.

a) Economic conditions
Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company and the value of its assets. Factors which contribute to that general economic climate include:

i. contractions in the world economy or increases in rates of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);

ii. international currency fluctuations and changes in interest rates;

iii. changes in investor attitudes towards particular market sectors;

iv. the demand for and supply of capital and finance;

v. changes in government legislation and regulatory policy, including with regard to rates and types of taxation; and

vi. domestic and international economic and political conditions,

b) Market conditions
There are a number of risks associated with any stock market investment. Factors affecting the price at which the Shares are traded on the ASX may be unrelated to the Company’s operating and financial performance and beyond the control of the Directors. As such, Shares offered under the Equity Raising may trade at prices above or below the Offer Price or the net asset value of the Company per Share.

c) Insurance
The Company intends to ensure that insurance is maintained to address insurable risks within ranges of coverage the Company believes to be consistent with industry practice, having regard to the nature of the Company’s activities. However, no assurance can be given that the Company will be able to obtain insurance cover for all risks faced by the Company at reasonable rates or that the insurance cover it arranges will be adequate and available to cover all possible claims. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

d) Liquidity and realisation risk
There can be no guarantee that an active market in the Shares will develop or continue, or that the market price of the Shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares, as there may be relative few, if any, potential buyers or sellers of the Shares on ASX at any time. Volatility in the market price for Shares may result in Shareholders receiving a price for their Shares that is less or more than the Offer Price.

e) Changes in law, government policy and accounting standards
The Company’s activities may be impacted by regulatory or other changes implemented by the Commonwealth or Western Australian Governments. A change in laws that impact on the Company’s operations, such as land access, Native Title, environmental protection, carbon emissions, labour, mining, taxation and royalties, could have an adverse impact on the Company’s operations. Mining industry activities are subject to discretionary regulations and approvals, the exercise of which cannot always be predicted. Changes in accounting standards or the interpretation of those accounting standards which occur after the date of this presentation may impact adversely on the Company’s reported financial performance.

f) Other general risks
The future viability of and profitability of the Company is also dependent on a number of other factors which affect the performance of all industries, and not just mineral exploration and mining. These include, but are not limited to:

i. default by a party to any contract to which the Company is, or may become, a party;

ii. insolvency or other managerial failure by any of the contractors used by the Company in its activities;

iii. industrial disputation by the Company’s workforce or that of its contractors;

iv. litigation;

v. natural disasters and extreme weather conditions; and

vi. acts of war and terrorism or the outbreak or escalation of international hostilities and tensions.

g) Future funding risk
In the ordinary course of operations and development, Genesis is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments, to secure statutory and environmental performance undertakings and commercial arrangements. Genesis’ ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position. Subject to successful completion of the Capital Raising, it is expected that Genesis will have sufficient funding to support its operations. However, Genesis will require additional funding to progress its projects beyond the planned development and other work programs outlined to date. There is no assurance that Genesis will be able to access future funding on favourable terms or at all.
Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" [each as defined in NI 45-106], (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against Genesis if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Genesis. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be entitled to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against Genesis, provided that (a) Genesis will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, Genesis is not liable for all or any portion of the damages that Genesis proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as any discussion of taxation related matters in this memorandum is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu’il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d’achat ou tout avis) soient rédigés en anglais seulement.

This document does not constitute an offer of new ordinary shares ("New Shares") of Genesis in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country except to the extent permitted below.

Australia

The information in this document has been prepared on the basis that all offers of New Shares will be made to Australian resident investors to whom an offer of shares for issue may lawfully be made without disclosure under Part 6D.2 of the Corporations Act 2001 (Cth). This document is not a prospectus, product disclosure statement or any other form of disclosure document regulated by the Corporations Act 2001 (Cth) and has not been and will not be lodged with ASIC. Neither ASIC nor ASX take any responsibility for the contents of this document. Accordingly, this document may not contain all information which a prospective investor may require to make a decision whether to subscribe for New Shares and it does not contain all of the information which would otherwise be required by Australian law to be disclosed in a prospectus, product disclosure statement or any other form of disclosure document regulated by the Corporations Act 2001 (Cth). This document does not take into account the investment objectives, financial situation or needs of any particular person. Accordingly, before making any investment decision in relation to the offer of New Shares or any other transaction in relation to Genesis shares, you should assess whether that transaction is appropriate in light of your own financial circumstances or seek professional advice.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and accepted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

Genesis as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon Genesis or its directors or officers. All or a substantial portion of the assets of Genesis and such persons may be located outside Canada and, as a result, it may not be possible to secure a judgment against Genesis or such persons in Canada or to enforce a judgment obtained in Canadian courts against Genesis or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

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International Offer Restrictions

European Economic Area - Luxembourg
This document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

• to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
• to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
• to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
• to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

Hong Kong
WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand
This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

• is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
• meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
• is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
• is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
• is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore
This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision [4] Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of Genesis’s shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

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International Offer Restrictions

Switzerland
The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Kingdom
Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Genesis.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

United States
This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.