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ABN: 72 124 772 041

3 August 2018

The Manager
Company Announcements Office
Australian Securities Exchange Limited

SUBSTANTIAL HOLDER NOTICES

Attached is a Form 605 Notice of Ceasing to be a Substantial Holder lodged by KSA Mining Pty Ltd (**KSA**) for Genesis Minerals Limited (**Company** or **Genesis**) (ASX: GMD).

KSA is a wholly-owned subsidiary of SMS Rental (WA) Pty Ltd (**SMS**). KSA have informed the Company that as a result of internal corporate restructuring, they have transferred the shareholding in Genesis to the current shareholders of SMS.

Attached are the Form 603 Notice of Initial Substantial Holder notices for the shareholders of SMS who now hold a greater than 5% relevant interest in Genesis as a result of the share transfer.

For further enquiries, please contact:

Geoff James

Company Secretary

Genesis Minerals Limited

T: +61 9322 6178

E: info@genesisminerals.com.au

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Genesis Minerals LimitedACN/ARSN 124 772 041**1. Details of substantial holder (1)**Name KSA Mining Pty LtdACN/ARSN (if applicable) 604 415 563The holder ceased to be a substantial holder on 06/07/2018The previous notice was given to the company on 20/04/2018The previous notice was dated 20/04/2018**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
06/07/2018	KSA Mining Pty Ltd	Transfer	4,542,067.08	113,551,677	113,551,677

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See item 1 on Annexure A	

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See item 3 on Annexure A	

Signatureprint name David Izzard capacity Company Secretarysign here  date 06/07/2018

DIRECTIONS

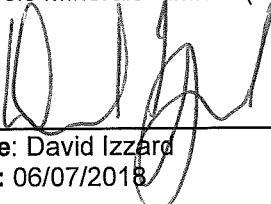
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A

This is Annexure A of 2 pages referred to in Form 605 Notice of change of interests of substantial holder in relation to Genesis Minerals Limited (ACN 124 772 041) (**Notice**).



Name: David Izzard
Date: 06/07/2018

1. Changes in Association

Holder of relevant interest	Nature of relevant interest	Class and number of securities
KSA Mining Pty Ltd	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act 2001 (Cth)</i> (Corporations Act) as the holder of the securities.	0 fully paid ordinary shares
SMS Innovative Mining Pty Ltd	Relevant interest in the securities held by KSA Mining pursuant to section 608(3)(a) and (b) of the Corporations Act because SMS Innovative Mining Pty Ltd holds a voting power of greater than 20% in, and controls, KSA Mining.	0 fully paid ordinary shares
SMS Rental (WA) Pty Ltd	Relevant interest in the securities held by KSA Mining pursuant to section 608(3)(b) of the Corporations Act because SMS Rental (WA) Pty Ltd controls SMS Innovative Mining Pty Ltd, which in turn holds a voting power of greater than 20% in, and controls, KSA Mining.	0 fully paid ordinary shares

2. Associates

Name and ACN/ARSN (if applicable)	Nature of association
SMS Innovative Mining Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(ii) of the Corporations Act because SMS Innovative Mining Pty Ltd controls KSA Mining.
SMS Rental (WA) Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Rental (WA) Pty Ltd controls SMS Innovative Mining Pty Ltd, which in turn controls KSA Mining.
SMSJV Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMSJV Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.
SMS Innovative Mining Solutions Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Innovative Mining Solutions Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.
SMS Innovative Labour Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Innovative Labour Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.
SMS Innovation Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Innovation Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.

3. Addresses

Name	Address
KSA Mining Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovative Mining Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Rental (WA) Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMSJV Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovative Mining Solutions Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovative Labour Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovation Pty Ltd	96 Ewing Street, Welshpool WA 6106.

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Genesis Minerals Limited

ACN/ARSN 124 772 041

1. Details of substantial holder (1)

Name Trevor Hanks

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 06/07/2018

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	47,900,222	47,900,222	5.26%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Hanks Holdings Pty Ltd <The Hanks Super Fund A/C>	Power to exercise voting rights pursuant to position held as director and shareholder	4,687,500 ordinary shares
Thanks Holdings Pty Ltd <Hanks Investment A/C>	Power to exercise voting rights pursuant to position held as director and shareholder	43,212,722 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Hanks Holdings Pty Ltd <The Hanks Super Fund A/C>	Hanks Holdings Pty Ltd <The Hanks Super Fund A/C>	Hanks Holdings Pty Ltd <The Hanks Super Fund A/C>	4,687,500 ordinary shares
Thanks Holdings Pty Ltd <Hanks Investment A/C>	Thanks Holdings Pty Ltd <Hanks Investment A/C>	Thanks Holdings Pty Ltd <Hanks Investment A/C>	43,212,722 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Hanks Holdings Pty Ltd <The Hanks Super	20/04/2018	\$150,000	N/A	4,687,500 ordinary shares

Fund A/C>				
Thanks Holdings Pty Ltd <Hanks Investment A/C>	06/07/2018	N/A	\$1,728,509	43,212,722 ordinary shares transferred from KSA Mining Pty Ltd

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Hanks Holdings Pty Ltd <The Hanks Super Fund A/C>	Substantial shareholder is a director and shareholder of the holder
Thanks Holdings Pty Ltd <Hanks Investment A/C>	Substantial shareholder is a director and shareholder of the holder

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Hanks Holdings Pty Ltd <The Hanks Super Fund A/C>	PO Box 903 Claremont WA 6910
Thanks Holdings Pty Ltd <Hanks Investment A/C>	PO Box 903 Claremont WA 6910

Signature

print name Trevor Hanks capacity Director

sign here  date 06/07/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write

"unknown".

- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Genesis Minerals LimitedACN/ARSN 124 772 041**1. Details of substantial holder (1)**Name Stefead Investments Pty LtdACN/ARSN (if applicable) 106 934 310The holder became a substantial holder on 06/07/2018**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	48,366,432	48,366,432	5.31%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Stefead Investments Pty Ltd <Sweeney Family A/C>	Direct interest being the registered holder of the shares	48,366,432 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Stefead Investments Pty Ltd <Sweeney Family A/C>	Stefead Investments Pty Ltd <Sweeney Family A/C>	Stefead Investments Pty Ltd <Sweeney Family A/C>	48,366,432 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Stefead Investments Pty Ltd <Sweeney Family A/C>	20/04/2018	\$100,000	N/A	3,125,000 ordinary shares
Stefead Investments Pty Ltd <Sweeney Family A/C>	06/07/2018	N/A	\$1,728,509	43,212,722 ordinary shares transferred

Family A/C>				from KSA Mining Pty Ltd
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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Stefead Investments Pty Ltd <Sweeney Family A/C>	4 Meranda Ct Hillarys WA 6025

Signature

print name Daniel Sweeney capacity Director
 sign here  date 06/07/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
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- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
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