

12 August 2019

Company Announcements Platform  
Australian Securities Exchange  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir/Madam

**NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001**

This notice is given by Genesis Minerals Limited (ACN 124 772 041) (ASX: GMD) (**Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**). References in this notice of the Corporations Act are references to the Corporations Act as modified or amended by Instrument 2016/84.

The Company has announced its intention to undertake an equity raising of approximately \$6,046,363 via a partially underwritten non-renounceable entitlement offer. The raising comprises a non-renounceable pro-rata entitlement offer of fully paid ordinary shares (**Shares**), on the basis of 1 new Share for every 6 Shares held as at 5:00pm (WST) on 15 August 2019 (**Record Date**) to eligible shareholders with a registered address in Australia or New Zealand (**Entitlement Offer**).

Based on the current capital structure (and assuming no options to acquire Shares (**Options**) are exercised into Shares prior to the Record Date), a total of an additional 188,948,857 Shares will be issued pursuant to the Entitlement Offer.

As at the date of this announcement the Company currently has 33,200,000 unquoted Options on issue. 23,400,000 of these currently issued Options are able to participate in the Entitlement Offer if exercised prior to the Record Date.

The Entitlement Offer is partially underwritten by Alkane Resources Limited (ACN 000 689 216) (**Alkane**) to the value of \$4,229,613 (**Underwritten Amount**). The Company has agreed to pay Alkane an underwriting fee of 3% (exclusive of GST) of the underwritten amount. The Company will also pay Alkane its reasonable costs and out of pocket expenses incurred by Alkane in respect of the Offer.

Any shortfall under the Entitlement Offer will be subscribed for and allocated to Alkane up to the Underwritten Amount. Any shortfall above the Underwritten Amount will be dealt with by the Company at its discretion and allocated to other applicants who wish to take up Shares above their entitlement.

The Company will ensure that that no person or existing Shareholder will, by reason of the allocation of any Shortfall Shares:

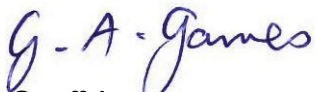
- (a) acquire voting power in the Company of more than 4.99%; or
- (b) increase (at all) their voting power in the Company from an amount that was (prior to the allocation of any Shortfall Shares) equal to more than 4.99%.

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The Company hereby confirms that in respect of the Entitlement Offer (as per the requirements of paragraph 708AA(2)(f) of the Corporations Act):

- (a) the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Corporations Act;
- (c) as at the date of this notice the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act as it applies to the Company;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (e) the potential effect that the issue of the new Shares pursuant to the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. If all shareholders subscribe for their entitlements, then all shareholders will retain their percentage ownership in the Company, and the issue of Shares under the Entitlement Offer is not expected to have any material effect on the control of the Company.

Yours faithfully



**Geoff James**  
Company Secretary  
Genesis Minerals Limited