
GENESIS MINERALS LIMITED

ACN 124 772 041

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: 17 September 2019

PLACE: London House Conference Room, Ground Floor, 216 St Georges Terrace, Perth, Western Australia

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 6178.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am on 15 September 2019.

BUSINESS OF THE MEETING

AGENDA

1. **RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – OPTIONS ISSUED TO MR TOMMY McKEITH PRIOR TO APPOINTMENT AS NON-EXECUTIVE CHAIRMAN**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,800,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. **RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – TRANCHE 1 SHARES ISSUED FOR DECEMBER 2018 CAPITAL RAISE**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 87,491,978 Shares (**Tranche 1 Shares**) on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. **RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – TRANCHE 2 SHARES ISSUED FOR DECEMBER 2018 CAPITAL RAISE**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 91,079,451 Shares (**Tranche 2 Shares**) on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – INITIAL PLACEMENT TO ALKANE RESOURCES LIMITED**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 44,327,199 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. **RESOLUTION 5 – PLACEMENT – CONDITIONAL CAPITAL RAISE PLACEMENT TO ALKANE RESOURCES LIMITED**

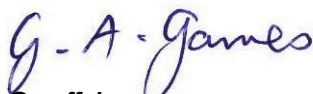
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 132,175,411 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 16 August 2019

By order of the Board



Geoff James
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 6178.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – OPTIONS ISSUED TO MR TOMMY McKEITH PRIOR TO APPOINTMENT AS NON-EXECUTIVE CHAIRMAN

1.1 General

On 29 November 2018, the Company announced the appointment of Mr Tommy McKeith as the Non-Executive Chairman of the Company.

On 28 November 2018, prior to the appointment of Mr Tommy McKeith as Non-Executive Chairman, the Company issued 4,800,000 Options to Mr Tommy McKeith.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 4,800,000 unlisted Options were issued comprised of the following classes:
 - (i) 1,800,000 unlisted Options exercisable at \$0.049 per Option, fully vested in the holder and expiring on 29 November 2020 (**Class A Options**);
 - (ii) 1,500,000 unlisted Options exercisable at \$0.053 per Option, vesting in the holder on 29 November 2019 and expiring on 29 November 2021 (**Class B Options**); and
 - (iii) 1,500,000 unlisted Options exercisable at \$0.056 per Option, vesting in the holder on 29 November 2020 and expiring on 29 November 2022 (**Class C Options**);
- (b) the Options were issued for nil cash consideration prior to the appointment of Mr Tommy McKeith as Non-Executive Chairman of the Company;
- (c) the Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Options were issued to Mr Tommy McKeith, the Non-Executive Chairman of the Company, who was not a related party of the Company at the time; and
- (e) no funds were raised from this issue as the Options were issued for nil cash consideration prior to the appointment of Mr Tommy McKeith as Non-Executive Chairman of the Company.

Board Recommendation

The Board believes that the ratification of the issue of the Options the subject of Resolution 1 is in the best interests of the Company as it provides the Company with flexibility to issue further shares up to 15% of the Company's share capital during the next 12 months without the need for Shareholder approval.

2. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUE – TRANCHE 1 AND TRANCHE 2 SHARES ISSUED FOR DECEMBER 2018 CAPITAL RAISE

2.1 General

On 14 December 2018, the Company issued 178,571,429 Shares at an issue price of \$0.028 per Share to raise \$5,000,000.

The shares were issued under the ASX Listing Rules as follows:

- 87,491,978 shares were issued under Listing Rule 7.1 (**Tranche 1 Shares**) and are the subject of Resolution 2; and
- 91,079,451 shares were issued under Listing Rule 7.1A (**Tranche 2 Shares**) and are the subject of Resolution 3.

Resolutions 2 and 3 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution at the company's annual general meeting, to issue equity securities up to an additional 10% of its issued capital by placements over a 12 month period after the annual general meeting (**10% Placement Capacity**).

Approval for the 10% Placement Capacity may only be obtained at the company's annual general meeting. The Company previously received Shareholder approval for the 10% Placement Capacity at the annual general meeting held on 23 November 2018.

A summary of ASX Listing Rule 7.4 is set out in section 1.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval and retain the right to place up to a further 10% of its issued capital under Listing Rule 7.1A.

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratifications for Resolutions 2 and 3:

- (a) 178,571,429 Shares were issued consisting of:
 - (i) 87,491,978 Tranche 1 Shares the subject of Resolution 2; and
 - (ii) 91,079,451 Tranche 2 Shares the subject of Resolution 3;
- (b) the issue price of:
 - (i) the Tranche 1 Shares the subject of Resolution 2 was \$0.028 per Tranche 1 Share; and
 - (ii) the Tranche 2 Shares the subject of Resolution 3 was \$0.028 per Tranche 2 Share;
- (c) the Tranche 1 Shares and Tranche 2 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Tranche 1 Shares and Tranche 2 Shares were issued to institutional and sophisticated investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from the issue of the Tranche 1 Shares and Tranche 2 Shares were used to fund ongoing resource definition and exploration drilling programs and feasibility study work at the Ulysses Gold Project.

Board Recommendation

The Board believes that the ratification of the issue of the Tranche 1 Shares and Tranche 2 Shares, the subject of Resolutions 2 and 3 respectively, are in the best interests of the Company as it provides the Company with flexibility to issue further shares up to 15% of the Company's share capital during the next 12 months without the need for Shareholder approval and retain the right to place up to a further 10% of its issued capital under Listing Rule 7.1A.

3. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – INITIAL PLACEMENT TO ALKANE RESOURCES LIMITED

3.1 Background

On 2 August 2019, the Company announced a three part capital raising (**Capital Raising**) to issue, in aggregate, up to 365,451,467 fully paid ordinary shares (subject to rounding) at an issue price of \$0.032 per Share to raise, in total, up to \$11,694,447 (before costs).

As part of the Capital Raising, Australian gold producer Alkane Resources Limited (ACN 000 689 216) (**Alkane**) (ASX: ALK) has agreed to invest up to a maximum of \$6,000,000 by subscribing for shares under an initial placement, participating in and partially underwriting an entitlement offer and potentially subscribing for additional shares in a conditional placement.

Following the completion of the Capital Raising, Alkane will become the largest shareholder in the Company. A technical committee with members from Genesis and Alkane will be formed to allow Genesis to leverage Alkane's operational expertise as required. Subject to certain conditions, Alkane will have the right to appoint a Director to the Genesis Board, and have anti-dilution rights to participate in future equity raisings (subject to the Company obtaining the requisite ASX waiver).

The first part of the Capital Raising was the placement issued on 5 August 2019 of 44,327,199 Shares at an issue price of \$0.032 per Share (**Initial Placement**) to Alkane, to raise \$1,418,470 (before transaction costs). The Initial Placement was conducted within the Company's available 15% placement capacity.

Approval Sought

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 1.1 above.

The Company is requesting that Shareholders ratify the Initial Placement of 44,327,199 Shares to Alkane for the purposes of Listing Rule 7.4 so that the Company will retain the flexibility to issue equity securities in the future up to its 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 44,327,199 Shares were issued;
- (b) the issue price was \$0.032 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Shares were issued to Alkane. Alkane is not a related party of the Company; and
- (e) as announced on the Company's ASX platform on 2 August 2019, the Company intends to apply the funds raised from the Initial Placement on the following:
 - (i) exploration work on the Ulysses and Barimaia projects;
 - (ii) feasibility study work on the Ulysses project;
 - (iii) provision of funding for the Company to assess strategic acquisition and growth opportunities in the Leonora region, as they arise; and
 - (iv) to fund general corporate and capital raising costs and general working capital.

Board Recommendation

The Board believes that the ratification of the issue of the Shares the subject of Resolution 4 is in the best interests of the Company as it provides the Company with flexibility to issue further shares up to 15% of the Company's share capital during the next 12 months without the need for Shareholder approval.

4. RESOLUTION 5 – PLACEMENT – CONDITIONAL CAPITAL RAISE PLACEMENT TO ALKANE RESOURCES LIMITED

4.1 Background

The second part of the Capital Raising was the \$6,046,363 pro-rata non-renounceable entitlement issue for one (1) Share for every six (6) Shares held by eligible shareholders at an issue price of \$0.032 per Share (**Entitlement Offer**) which is intended to close on 29 August 2019.

Pursuant to a partial underwriting agreement between the Company and Alkane dated 1 August 2019 (**Underwriting Agreement**), Alkane has agreed to partially underwrite the Entitlement Offer up to an amount of \$4,229,613. Under the Entitlement Offer and pursuant to the terms and conditions of the Underwriting Agreement, Alkane will be allocated any shortfall (that is, those remaining Shares comprising Shareholder entitlements that the Company's shareholders elect not to take up) up to the maximum underwriting commitment of \$4,229,613, and the Company will have the right (at its sole discretion) to allocate any further shortfall to Shareholders that apply to take up more than their entitlements under the Entitlement Offer.

4.2 Conditional Capital Raise

The third and final part of the Capital Raising, as announced on ASX on 2 August 2019, is the proposed issue to Alkane of up to 132,175,411 Shares (subject to rounding) at an issue price of \$0.032 per Share to raise up to \$4,229,613 (**Conditional Placement**).

The issue of Shares to Alkane under the Conditional Placement is subject to Shareholder approval for the reasons set out below.

If, through the Initial Placement and Alkane's participation and underwriting of the Entitlement Offer, Alkane has not invested \$6,000,000 and Alkane's shareholding in the Company is less than 15% of the total issued capital in the Company, then the Company will place new Shares under the Conditional Placement and Alkane will subscribe for that number of Shares that will increase Alkane's investment in the Company to a maximum of 15% of the total issued capital in the Company (subject to a maximum overall investment of \$6,000,000).

Resolution 5 seeks Shareholder approval for the issue of up to 132,175,411 Shares at an issue price of \$0.032 per Share to raise up to \$4,229,613.

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Conditional Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Conditional Placement:

- (a) the maximum number of Shares to be issued is 132,175,411;
- (b) the Shares will be issued 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 ASX Listing Rules) and it is intended that the issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.032 per Share;
- (d) the Shares will be issued to Alkane. Alkane is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) as announced on the Company's ASX platform on 2 August 2019, the Company intends to apply the funds raised from the Conditional Placement on the following:
 - (i) exploration work on the Ulysses and Barimaia projects;
 - (ii) feasibility study work on the Ulysses project;
 - (iii) provision of funding for the Company to assess strategic acquisition and growth opportunities in the Leonora region, as they arise; and
 - (iv) to fund general corporate and capital raising costs and general working capital.

Board Recommendation

The Board believes that, subject to no superior competing proposal emerging, the issue of the Shares the subject of Resolution 5 is in the best interests of Shareholders as it secures a strategic partnership with a prominent and well-regarded Australian gold miner in Alkane, and therefore recommends that Shareholders vote in favour of Resolution 5. Each Director that holds Shares in the Company also intends to vote their Shares in favour of Resolution 5. The issue of the Shares the subject of Resolution 5, as part of the broader Capital Raising, will de-risk the Company's balance sheet and provides flexibility to pursue an aggressive exploration, development and growth strategy.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 1

The terms of issue of the Options are as follows:

- (a) Each Option entitles the holder to acquire one Share upon exercise of that Option.
- (b) The amounts payable on exercise of the Options, the vesting and expiry dates are as follows:

Option Class	Number of Options	Exercise Price ¹	Vesting Date	Expiry Date
1	1,800,000	\$0.049	Vest on issue date	29 November 2020
2	1,500,000	\$0.053	29 November 2019	29 November 2021
3	1,500,000	\$0.056	29 November 2020	29 November 2022
Total	4,800,000			

¹ Exercise price equal to 40% (Tranche 1), 50% (Tranche 2) and 60% (Tranche 3) premiums to the 30 Trading Day VWAP of Genesis Minerals Limited Shares on ASX of \$0.035 per share.

- (c) On the occurrence of a change of control event in relation to the Company, all Options which have not yet vested will vest immediately. These events are defined as an unconditional takeover offer being made for Shares in the Company, any merger transaction or scheme of arrangement recommended by the Board for the Shares in the Company or a person, or a group of associated persons becoming entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board; or gaining the ability to control more than 50% of the voting power (as defined in the Corporations Act) in the Company.
- (d) Options may be issued to a permitted nominee of a Director. A permitted nominee is a third party nominated by the Director and approved by the Board in its absolute discretion.
- (e) Options that have vested may be exercised at any time prior to expiry by completing an Option exercise form and delivering it, together with the payment of the corresponding exercise price for the number of Shares for which the Options are exercised, to the registered office of the Company.
- (f) The Company shall as soon as practicable, and no later than within 15 Business Days of the exercise of the Options, allot the resultant Shares and take steps so that any offer of those Shares for sale within 12 months of their issue will not require disclosure under section 707(3) of the Corporations Act.
- (g) If an Optionholder (or if the Options are issued to a permitted nominee, the person who nominated that permitted nominee) ceases to be a Director or an employee after an Option has vested and become exercisable, the Options may be exercised at any time prior to expiry.
- (h) All unvested Options immediately lapse if an Optionholder (or if the Options are issued to a nominee, the person who nominated that nominee) ceases to be a Director or an employee, unless otherwise determined by the Board.
- (i) All Shares issued upon exercise of the Options will, from the date they are issued, rank pari passu in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Options.
- (j) The Optionholder will be entitled to participate in any new issue of securities to existing holders of Shares in the Company provided the Optionholder has exercised their Options prior to the record date for determining entitlements.

- (k) The Options do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Options.
- (l) Subject to paragraph (m), if the Company makes a bonus share issue, a rights issue or any other similar issue of rights or entitlements, there will be no adjustment to the exercise price, the number of Shares per Option or any other terms of those Options.
- (m) On a reorganisation of the Company's capital, the rights of Optionholders (including the number of Options and the exercise price) will be changed to the extent necessary to comply with the Listing Rules.
- (n) Subject to the Corporations Act, the Listing Rules and the Company's Constitution, the Options are transferable subject to the prior written approval of the Board in its absolute discretion. The Options will not be listed for quotation on the ASX.

GLOSSARY

\$ means Australian dollars.

Alkane means ASX listed company Alkane Resources Limited (ACN 000 689 216) (ASX Code: ALK).

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company or **Genesis** means Genesis Minerals Limited (ACN 124 772 041).

Conditional Placement means the issue of up to 132,175,411 Shares at an issue price of \$0.032 per Share to raise up to \$4,229,613, the subject of Resolution 5.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Initial Placement means the issue of 44,327,199 Shares at an issue price of \$0.032 per Share to raise up to \$1,418,470, the subject of Resolution 4.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.


Share means a fully paid ordinary share in the capital of the Company.


Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) Sunday, 15 September 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 133323

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Genesis Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Genesis Minerals Limited to be held at London House Conference Room, Ground Floor, 216 St Georges Terrace, Perth, Western Australia on Tuesday, 17 September 2019 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of prior issue - Options issued to Mr Tommy McKeith prior to appointment as Non-Executive Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue - Tranche 1 Shares issued for December 2018 Capital Raise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue - Tranche 2 Shares issued for December 2018 Capital Raise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue - initial placement to Alkane Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Placement - conditional Capital Raise placement to Alkane Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

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

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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