Notice of change of interests of substantial holder

To Company Name/Scheme: Genesis Minerals Limited (“Genesis”)
ACN/ARSN: 124 772 041

1. Details of substantial holder¹)
Name: Alkane Resources Limited (“Alkane”)
ACN/ARSN: 000 689 216

There was a change in the interests of the substantial holder on 04/09/2019.
The previous notice was given to the company on 06/08/2019.
The previous notice was dated 06/08/2019.

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

<table>
<thead>
<tr>
<th>Class of securities (4)</th>
<th>Previous notice</th>
<th>Present notice</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Person’s votes</td>
<td>Voting power (5)</td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>65,984,343</td>
<td>5.82%</td>
</tr>
</tbody>
</table>

3. Changes in relevant interests
Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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:

<table>
<thead>
<tr>
<th>Date of Change</th>
<th>Person whose relevant interest changed</th>
<th>Nature of Change (6)</th>
<th>Consideration given in relation to change (7)</th>
<th>Class and number of securities affected</th>
<th>Person’s votes affected</th>
</tr>
</thead>
<tbody>
<tr>
<td>04/09/19</td>
<td>Alkane Resources Ltd</td>
<td>Acceptance of rights pursuant to Genesis entitlements offer</td>
<td>$351,917</td>
<td>10,997,391 Ordinary Shares</td>
<td>Alkane Resources Ltd</td>
</tr>
<tr>
<td>04/09/19</td>
<td>Alkane Resources Ltd</td>
<td>Issue of shortfall shares under an underwriting agreement between Genesis and Alkane dated 01/08/19 to the underwriter (Alkane) of the Genesis entitlements offer</td>
<td>$3,697,154</td>
<td>115,536,074 Ordinary Shares</td>
<td>Alkane Resources Ltd</td>
</tr>
</tbody>
</table>

¹) References to a person’s interest in securities in a company or scheme include an interest held by an associate of that person.

(2) An associate of a person means a corporation which, directly or indirectly through one or more intermediaries, is owned or controlled by that person

(3) Relevant interest means an interest in a corporation or scheme to which a notice has to be given under the Corporations Act 2001

(4) Class of securities means the class of shares or other securities of a corporation or scheme

(5) Voting power means the percentage of the total voting power of all the voting securities in a corporation or scheme

(6) Nature of change means any change in the nature of any relevant interest of the substantial holder

(7) Consideration means all consideration, whether in money or kind, given in relation to the change

(8) Person whose relevant interest changed means the person whose relevant interest changed

(9) Class and number of securities affected means the class of securities and the number of securities affected by the change

(10) Person’s votes affected means the number of votes attached to the securities affected by the change
4. Present relevant interests
Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

<table>
<thead>
<tr>
<th>Holders relevant interest</th>
<th>Registered holder of securities</th>
<th>Person entitled to be registered as holder (8)</th>
<th>Nature of relevant interest (6)</th>
<th>Class and number of securities</th>
<th>Person's votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alkane Resources Limited</td>
<td>Alkane Resources Limited</td>
<td>Alkane Resources Limited</td>
<td>Registered holder with relevant interest under section 608(1)(a) of the Corporations Act</td>
<td>192,517,808 Ordinary Shares</td>
<td>192,517,808</td>
</tr>
</tbody>
</table>

5. Changes in association
The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

<table>
<thead>
<tr>
<th>Name and ACN/ARSN (if applicable)</th>
<th>Nature of association</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alkane Resources Limited</td>
<td>Ground Floor, 89-91 Burswood Road, Burswood, WA 6100</td>
</tr>
</tbody>
</table>

Signature
Print Name: Dennis Wilkins
Capacity: Company Secretary
Sign Here
Date: 06 / 09 / 2019

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) 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.

(7) 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.

(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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.