

25 June 2020

Dear Shareholder

## ENTITLEMENT OFFER – NOTICE TO INELIGIBLE SHAREHOLDERS

I am writing to you as the registered holder of shares with a registered address outside of Australia, New Zealand, Malaysia or Canada (Ontario province) in Genesis Minerals Limited (**Genesis** or the **Company**).

On Wednesday, 24 June 2020, the Company announced a non-renounceable pro rata entitlement offer on the basis of one new fully paid ordinary share (**New Share**) for every six fully paid ordinary shares in the Company (**Share**) held by eligible shareholders at an issue price of A\$0.042 per New Share to raise approximately A\$9.5 million (before costs) (**Entitlement Offer**). This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. You should read this letter carefully to understand what this means for you.

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter.**

### The Entitlement Offer

The Entitlement Offer is being made by way of an offer document in accordance with section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus needs to be prepared (**Offer Document**).

The Entitlement Offer is being made to Eligible Shareholders (as defined below) on the basis of one New Share for every six Shares held at 5.00pm (WST) on Monday, 29 June 2020 (**Record Date**), at an offer price of A\$0.042 per New Share.

The Entitlement Offer is fully underwritten by Argonaut Capital Limited. Argonaut will be paid an underwriting fee of 2% of the Entitlement Offer.

The Company will use the proceeds raised from the Entitlement Offer (after costs) to fund the acquisition of the Kookynie Gold Project, for exploration and feasibility study activities on the Company's projects and for general working capital purposes.

Documents relating to the Entitlement Offer were lodged with the ASX on Wednesday, 24 June 2020 and are expected to be despatched to Eligible Shareholders on Thursday, 2 July 2020.

### Eligibility to participate in the Entitlement Offer

An Eligible Shareholder is a holder of ordinary shares who:

- (a) was a registered holder of ordinary shares in the Company as at 5.00pm (WST) on the Record Date;
- (b) has a registered address in Australia, New Zealand, Malaysia or Canada (Ontario province);
- (c) is not in the United States and is not acting for the account or benefit of any person in the United States; and
- (d) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

ABN: 72 124 772 041  
Unit 6, 1 Clive St  
West Perth, WA, Australia, 6005

ASX Code: GMD  
[www.genesisminerals.com.au](http://www.genesisminerals.com.au)  
T: +61 8 9322 6178

The restrictions upon eligibility under the Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia, New Zealand, Malaysia and Canada (Ontario province) and the potential costs to Genesis of complying with these legal and regulatory requirements compared with the relatively small number of shareholders in those countries, the relatively small number of existing Genesis ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled.

Genesis has determined, pursuant to section 9A(3)(a) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders with a registered address in countries outside Australia, New Zealand, Malaysia and Canada (Ontario province) on the Record Date.

Unfortunately, according to our records, you do not satisfy the criteria for an Eligible Shareholder, accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, Genesis wishes to advise that it is unable to extend to you the opportunity to participate in the Entitlement Offer. If our records are incorrect on this matter, please contact the Company Secretary on +61 8 9322 6178. You will not be sent the documents relating to the Entitlement Offer or be able to subscribe for New Shares under the Entitlement Offer.

### **Offer Document**

The Company lodged the Offer Document with ASX on Wednesday, 24 June 2020, and it is available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and also on the Company's website at [www.genesisminerals.com.au](http://www.genesisminerals.com.au). The Company expects to dispatch the Offer Document to shareholders of the Company on or about Thursday, 2 July 2020. The Offer Document will provide further details of the Entitlement Offer.

If you have any queries in relation to the Entitlement Offer, please do not hesitate to contact the Company Secretary +61 8 9322 6178.

Yours faithfully



**Geoff James**  
Company Secretary

### **Important Notices**

This notice is issued by Genesis Minerals Limited. This notice is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Genesis in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of Genesis ordinary shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other country. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

The provision of this document is not, and should not be considered as, a securities recommendation or financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your stockbroker, accountant, taxation adviser, financial adviser or other professional adviser.