

19 January 2021

Australian Securities Exchange
Attention: **ASX Market Announcements**

Dear Sir/Madam

**Form 603 Notice of Initial Substantial Holder
Ian Gandel**

Please find attached a Notice of Initial Substantial Holder received from Mr Ian Gandel. We note that the interest held by Mr Gandel in Genesis Minerals Limited (ASX: GMD) (**Company**) is deemed to arise under section 608(3) of the Corporations Act 2001 (Cth) pursuant to his voting interest held in Alkane Resources Limited (**ALK**).

For clarity, the interest held by Mr Gandel does not represent additional voting power to that held by ALK in the Company. There is no change to the voting power held by ALK.

This announcement is approved for release by Geoff James, CFO & Company Secretary for Genesis Minerals Limited.

- ENDS -

For further information, please contact:

Geoff James
CFO & Company Secretary
T: +61 8 9322 6178

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Genesis Minerals Limited

ACN/ARSN 124 722 041

1. Details of substantial holder (1)

Each of:
Abbotsleigh Proprietary Limited ACN 005 612 377 (**Abbotsleigh**)
Name Ian Jeffrey Gandel (Mr Gandel)
ACN / ARSN (if applicable) _____

The holder became a substantial holder on 05 / 08 / 2019

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	Persons' votes (5)	Voting power (6)
Ordinary Fully Paid Shares (ORD)	385,463,924	385,463,924	19.84%

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
Alkane Resources Limited (ALK)	Registered holder with relevant interest under section 608(1)(a) of the Corporations Act	385,463,924 ORD
Abbotsleigh	Abbotsleigh's relevant interest arises under section 608(3)(a) of the Corporations Act 2001 (Cth) in relation to ALK	385,463,924 ORD
Mr Gandel	Mr Gandel's relevant interest arises under section 608(3)(b) of the Corporations Act 2001 (Cth) in relation to Abbotsleigh	385,463,924 ORD

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
ALK	ALK	ALK	385,463,924 ORD

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	
Refer "Annexure A"				

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
Alkane Resources Limited	Abbotsleigh has voting power above 20%
Abbotsleigh Proprietary Limited	Controlled by Mr Gandel

7. Addresses

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

Name	Address
Ian Jeffrey Gandel	Suite 3, 51-55 City Road, Southbank, VIC 3006
Abbotsleigh Proprietary Limited	Suite 3, 51-55 City Road, Southbank, VIC 3006
Alkane Resources Limited	Ground Floor, 89-91 Burswood Road, Burswood, WA 6100

Signature

print name Ian Jeffrey Gandel capacity Individual

sign here



date 18 / 1 / 2021

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.
- (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.

Annexure A
Form 603 to Genesis Minerals Limited
From Abbotsleigh and Mr Gandel

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-Cash	
ALK	8/09/2020	\$ 4,394,416	N/A	104,628,958 ORD
ALK	20/07/2020	\$ 3,131,475	N/A	74,558,925 ORD
ALK	15/04/2020	\$ 66,909	N/A	2,230,286 ORD
ALK	14/04/2020	\$ 31,793	N/A	1,077,721 ORD
ALK	8/04/2020	\$ 37,886	N/A	1,357,937 ORD
ALK	7/04/2020	\$ 60,502	N/A	2,176,331 ORD
ALK	25/09/2019	\$ 221,311	N/A	6,915,958 ORD
ALK	4/09/2019	\$ 4,049,071	N/A	126,533,465 ORD
ALK	5/08/2019	\$ 1,418,470	N/A	44,327,199 ORD
ALK	14/12/2018	\$ 150,000	N/A	5,357,144 ORD
ALK	12/10/2018	\$ 447,737	N/A	12,100,991 ORD
ALK	8/10/2018	\$ 149,965	N/A	4,199,009 ORD