

1 December 2021

Dear Shareholder,

Notice to Ineligible Shareholders – Entitlement Offer

On 23 November 2021, Genesis Minerals Limited (ASX: GMD) (the **Company**) lodged a Prospectus with ASX setting out the terms and conditions for Eligible Shareholders to participate in a Non-Renounceable Pro-Rata Entitlement Offer to subscribe for 1 new Share for every 30 existing Shares held at the Record Date of 26 November 2021 at an Issue Price of AUD\$0.06 per new Share and 1 free attaching Option for every 2 Shares issued, with each Option having an exercise price of \$0.10 and expiring two years after the date of issue (**Entitlement Offer**). Terms used, but not defined in this letter, have the same meaning given to them in the Prospectus.

The Prospectus is available to view on the ASX website under the Company's ASX code "GMD" and on the Company's website at <https://genesisminerals.com.au/>. The Entitlement Offer is scheduled to open on 1 December 2021 and close at 5pm (AWST) on 10 December 2021.

As permitted by the *Corporations Act 2001* (Cth) (Act), the Company has determined that it would be unreasonable to extend the Entitlement Offer to any Shareholder with a registered address outside Australia, New Zealand, Canada, Singapore, United States, Chile and Malaysia (**Ineligible Shareholders**), having regard to:

- the small number of Shareholders with addresses in such countries;
- the number and value of Securities they hold; and
- the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

This letter constitutes the notice that the Company is required to give to each Ineligible Shareholder under ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Act.

This letter is to inform you that under the terms of the Offer, you are an Ineligible Shareholder and therefore not eligible to subscribe for Shares under the Entitlement Offer. 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.

If you are an Eligible Shareholder, you will be sent a letter on the Entitlement Offer open date, with the Offer Website address, where you can access the Prospectus and your Entitlement and Acceptance Form.

If you have any queries in relation to the Entitlement Offer, please do not hesitate to contact the Company Secretary +61 8 9322 6178 or by email at gjames@genesisminerals.com.au.

Yours faithfully



Geoff James
CFO and Company Secretary