

31 August 2022



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Online lodgement

The Manager
Market Announcements Office
ASX Limited
Central Park
Level 152-158 St Georges Terrace
Perth WA 6000

FOR IMMEDIATE RELEASE TO THE MARKET

Dear Sir/Madam

Takeover bid by Genesis Minerals Limited for Dacian Gold Limited Notice of Change of Interests of Substantial Holder

We refer to Genesis Minerals Limited's (ASX: GMD) (**Genesis**) recommended off-market takeover bid for all of the fully paid ordinary shares in Dacian Gold Limited (ASX: DCN) (**Dacian**) (**Dacian Shares**), the terms of which are set out in Genesis' Bidder's Statement dated 29 July 2022 (**Bidder's Statement**).

A Form 604 Notice of change of interests of substantial holder in relation to the change of Genesis' relevant interest in Dacian (as recorded in the table below) is attached to this letter.

The Form 604 discloses Genesis' voting power of 30.60% in Dacian (representing a relevant interest in 369,898,746 Dacian Shares) which, when aggregated with acceptance instructions received by Genesis under the institutional acceptance facility for 78,224,172 Dacian Shares (6.47%), amounts to 37.07% of Dacian Shares on issue.

	Number of Dacian Shares		% of Dacian Shares	
	Previous notice*	Current notice	Previous notice*	Current notice
Acceptance Instructions	78,224,172	78,224,172	6.47%	6.47%
Relevant interest	357,871,852	369,898,746	29.60%	30.60%
Total	436,096,024	448,122,918	36.07%	37.07%

* As set out in the Form 604 dated 26 August 2022.

See the announcement dated 24 August 2022 for further details regarding the nature of the acceptance instructions. There have been no new acceptance instructions received since the date of that announcement.

This release is approved by Geoff James, Company Secretary, Genesis.

For further information please contact:

Investors and Media

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Dacian Gold Limited (Dacian)

ACN/ARSN 154 262 978

1. Details of substantial holder (1)

Name Genesis Minerals Limited ACN 124 772 041 (Genesis), Ulysses Mining Pty Ltd ACN 153 592 208 and Metallo Resources Pty Ltd ACN 166 635 178 (each a Group Entity)

ACN/ARSN (if applicable) As set out above

There was a change in the interests of the substantial holder on 30/08/2022
The previous notice was given to the company on 26/08/2022
The previous notice was dated 26/08/2022

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:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	357,871,852	29.60%	369,898,746*	30.60%*

* Excludes amounts under the Institutional Acceptance Facility established in relation to the Takeover Offer (defined below), totaling 78,224,172 fully paid ordinary shares in Dacian (Dacian Shares) and representing approximately 6.47% of the total number of Dacian Shares on issue (as at 5:00pm (Perth time) on 30 August 2022).

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:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26/08/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	2,428,196 ORD	2,428,196
29/08/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	3,080,531 ORD	3,080,531
30/08/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	6,518,167 ORD	6,518,167

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Genesis	Genesis	Genesis	Relevant interest under section 608(1)(a) of the Corporations Act as holder of the shares	123,910,441 ORD	123,910,441
Genesis	Shareholders of Dacian who have accepted offers under the Takeover Offer	Genesis, subject to the terms of the Takeover Offer	Relevant interest under section 608(8) of the Corporations Act as a result of acceptance of offers under the Takeover Offer	245,988,305 ORD	245,988,305

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:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

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

Name	Address
Genesis and each Group Entity	47 Outram Street, West Perth WA 6005

Signature

print name Geoff James capacity CFO & Company Secretary

sign here *G. A. James* date 31/08/2022

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 on 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.