

15th May 2023

Genesis on track to acquire St Barbara's Leonora assets

Amended Binding Agreement; Completion on track for 30th June 2023

Genesis Minerals Limited (ASX:GMD) (**Genesis**) refers to its announcement of 17th April 2023 and advises that the binding agreement between Genesis and St Barbara Limited (ASX:SBM) (**St Barbara**) relating to Genesis acquiring St Barbara's Leonora assets in Western Australia (**Agreement**) has been amended so that the consideration will be:

- A\$370 million cash (unchanged)
- 152,826,087 Genesis shares (previously 147,826,087 Genesis shares)
- 52,173,913 performance rights (unchanged number but accelerated and converted into Genesis shares issued at completion of the acquisition if St Barbara shareholders approve the transaction on or prior to 30th June 2023)

It remains St Barbara's intention to substantially, if not fully, distribute to St Barbara shareholders the Genesis consideration shares via a return of capital post transaction, subject to shareholder approval.

Genesis has also agreed to pay St Barbara a cash deposit of A\$25 million (**Cash Deposit**) to be held in escrow. The Cash Deposit is non-refundable in certain circumstances. Please refer to Appendix A for further details.

The St Barbara Board of Directors **continues to unanimously recommend the Genesis Transaction**, subject to no superior proposal emerging¹.

The acquisition of St Barbara's Leonora assets is consistent with Genesis' established "Open for business" strategy². Genesis will be a leading ASX gold house **exclusively focused on the prolific Leonora District** in Western Australia, with **production growth to a sustainable +300,000 ounces per annum**³.

St Barbara and Genesis have worked together over 12 months to evaluate the **significant unique synergies** to be unlocked by combining St Barbara's and Genesis' neighbouring Leonora assets. These include:

- **Pairing of Genesis' new Ulysses mine with St Barbara's Gwalia mine** - Fills St Barbara's underutilised Leonora mill (lowering the unit milling cost) and enables a lower cost "quality over quantity" mining strategy at Gwalia; Development of Ulysses is underway and on track for underground mining from the September quarter 2023
- **Addition of Genesis' new Admiral mine** - Fills St Barbara's underutilised Leonora mill (lowering the unit milling cost); Open pit mining is planned to commence at Admiral from the September quarter 2023 using Genesis Mining Services (GMS, Genesis' in-house open pit mining contractor)
- **Pairing of the Mt Morgans mill⁴ and GMS with St Barbara's Tower Hill project** - Expedites Tower Hill development by providing a milling solution (eliminating capital) and owner-operator open pit mining capability (lowering operating costs and execution risk)
- **Deferral or elimination of A\$400 million of capital expenditure⁵** - Reducing near-term execution risk and funding requirements

As previously flagged, a maiden Reserve estimate remains on track for the current June quarter 2023 for Genesis' Leonora Gold Project, including Ulysses and Admiral. The regional map in Appendix B highlights the close proximity of Genesis' and St Barbara's complementary assets in the Leonora District.

Completion of the transaction remains on track for 30th June 2023 as per the timetable in Appendix C.

Post completion, Genesis will be **fully funded** (pro-forma cash A\$175m, no debt) to appropriately invest in Leonora and deliver the long-term benefits of more production at lower cost and lower risk to shareholders.

Genesis management has a demonstrable track record of delivering superior shareholder returns. The key Genesis executives were previously executives at Saracen Mineral Holdings, beating production guidance for 8+ consecutive years at Saracen (refer to Appendix D). Over the period from 30th June 2013 to 15th February 2021 (implementation date for the A\$16b merger of Saracen and Northern Star), the Saracen share price increased 42.6 times. Over the same period, the Australian dollar gold price increased 1.7 times and the ASX200 index increased 1.4 times.

Genesis' financial adviser is Sternship Advisers and its legal adviser is Thomson Geer.

This announcement is approved for release to the ASX by Raleigh Finlayson, Managing Director, Genesis.

For further information:

Troy Irvin

Corporate Development Officer

T: +61 8 9323 9050

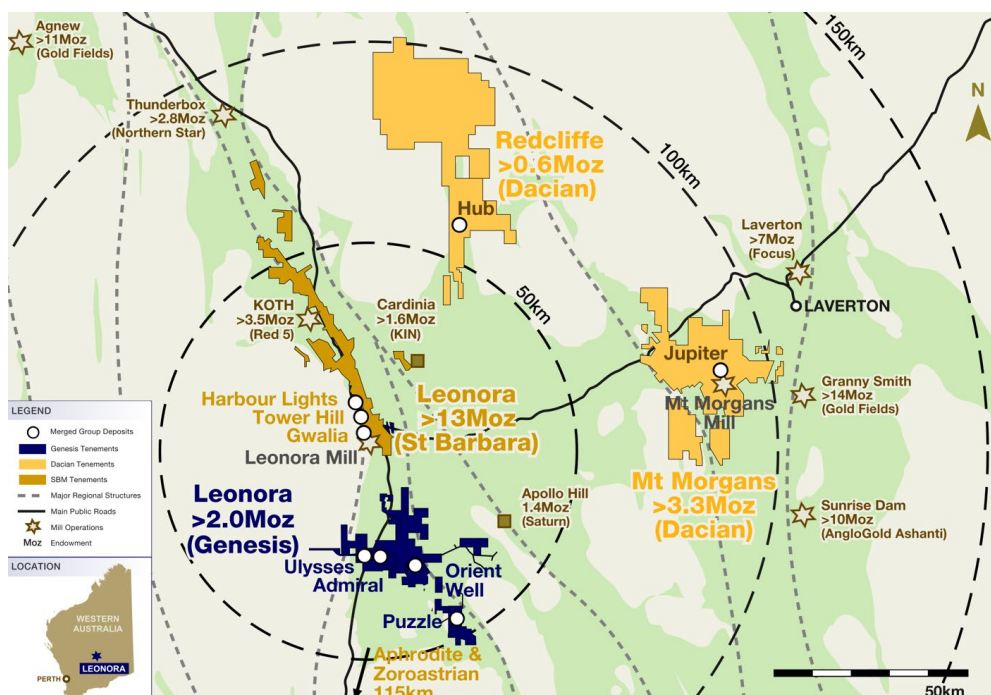
investorrelations@genesisminerals.com.au

1. Subject to the Genesis share price being at or around the raising price of A\$1.15 per share at the time of completion of the transaction. 2. Refer to GMD ASX announcement 4th April 2022 "Open for Business - Corporate Presentation"; 3. Refer to Appendix E of the GMD ASX announcement 17th April 2023 "Presentation - Acquisition of St Barbara's Leonora Assets" for the material assumptions relating to the production target. There is a low level of geological confidence associated with inferred mineral resources and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised. 4. Genesis Group: As at the date of this announcement, Genesis owns approximately 80% of the shares in Dacian Gold Limited (Dacian) and accordingly controls Dacian. Unless otherwise indicated, all information of the group comprising Genesis and Dacian (and their respective controlled entities) is presented on a 100% consolidated basis without adjustment for any minority interests in Dacian; 5. Refer to GMD ASX / SBM ASX presentation 12th December 2022 "Creating a Leading Australian Gold House".

APPENDIX A - Cash deposit

The Cash Deposit will be held in an escrow account and is non-refundable if Genesis shareholders do not approve the transaction at the Genesis shareholder meeting or if St Barbara validly terminates the Agreement (excluding for a St Barbara superior proposal). The funds are otherwise repayable to Genesis. Genesis is not required to pay St Barbara a break fee if the cash deposit is retained by St Barbara.

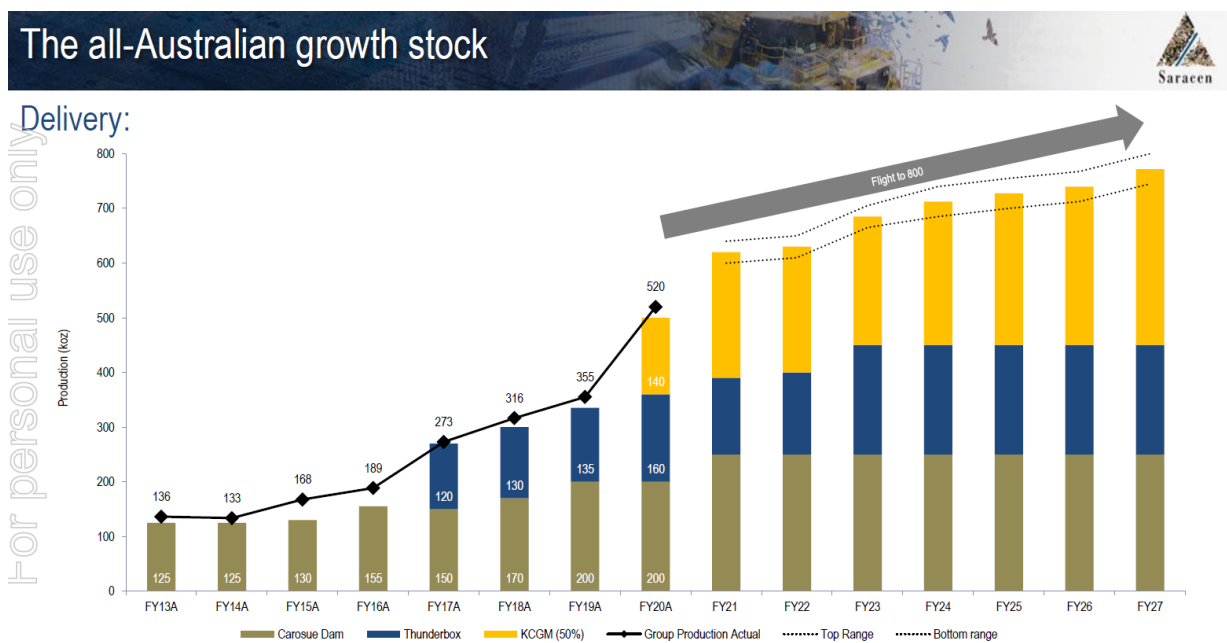
APPENDIX B - Leonora District



APPENDIX C - Indicative transaction timetable (unchanged)

Event	Indicative Dates
Genesis Dispatch Notice of Meeting in respect of Asset Purchase	Mid-May 2023
St Barbara Dispatch Notice of Meeting in respect of Asset Purchase	Mid-May 2023
Genesis Shareholder Meeting	Mid-June 2023
St Barbara Shareholder Meeting	Mid-June 2023
Settlement of Shares under Tranche Two of the Placement	Late-June 2023
Completion of Asset Purchase	30 June 2023

APPENDIX D - Genesis management beat production guidance for 8 consecutive years at Saracen*



*Source: SAR ASX announcement 8th September 2020 "Presentation - There's nothing like Australian gold"