



Announcement Summary

Entity name

GENESIS MINERALS LIMITED

Date of this announcement

Tuesday September 26, 2023

The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Strategic Growth Retention Rights	6,880,000	26/09/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

GENESIS MINERALS LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

72124772041

1.3 ASX issuer code

GMD

1.4 The announcement is

New announcement

1.5 Date of this announcement

26/9/2023



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code

New class - code to be confirmed

+Security description

Strategic Growth Retention Rights

+Security type

Other

ISIN code**Date the +securities the subject of this notification were issued**

26/9/2023

Will all the +securities issued in this class rank equally in all respects from their issue date? Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?** Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
MORGAN BALL	MACHAZA PTY LTD <M & L BALL FAMILY A/C>	2,000,000
TROY IRVIN	THE GOODIE ROOM PTY LTD <GOODIE ROOM A/C>	1,220,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

The Strategic Growth Retention Rights (Retention Rights) are a one-off benefit issued to a small group of key employees. They were issued in two tranches, expiring on 30 June 2033. Tranche 1 has a 4 year performance period to 30 June 2027 and Tranche 2 has a 5 year performance period to 30 June 2028. The Retention Rights are structured such that they should only vest if the employee remains employed by the Company for the respective 4 and 5 year periods and the performance measures are also achieved. The performance measures are structured to align with shareholder interests and include share price growth, relative TSR growth, reserve growth and production growth. Details of the performance measures are set out in the "Looking Ahead to FY24" section of the Remuneration Report in the Company's 2023 Annual Report lodged with ASX on 15 September 2023 <https://announcements.asx.com.au/asxpdf/20230915/pdf/05tycx141rqycp.pdf>

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The Retention Rights were issued under the Company's Equity Incentive Plan (Plan). The Plan will be submitted for shareholder approval at the Company's Annual General Meeting to be held in November 2023. The material terms and conditions of the Plan will be set out in the Notice of Meeting document.



Any other information the entity wishes to provide about the +securities the subject of this notification

To ensure the Company retains key executives required to deliver results and shareholder returns over a longer-term period, once off Retention Rights have been issued pursuant to the Company's Plan Rules approved by the Board. Shareholder approval will be sought at the 2023 Annual General Meeting for the issue of Retention Rights to Mr Finlayson (refer the Company's ASX Announcement dated 26 June 2023).

Issue details

Number of +securities

6,880,000

Part 4 - +Securities on issue

**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
GMD : ORDINARY FULLY PAID	1,037,789,814

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
GMDAZ : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	38,627,266
GMDAAB : OPTION EXPIRING 17-DEC-2023 EX \$1.00	1,523,812
New class - code to be confirmed : Strategic Growth Retention Rights	6,880,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

6880000

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No