

20th October 2023

Offer for Dacian declared best and final

Genesis to compulsorily acquire the rest of Dacian

Genesis Minerals Limited (ACN 124 772 041) (ASX:GMD) (**Genesis**) refers to its recommended off-market takeover offer for all the ordinary shares in Dacian Gold Limited (ASX:DCN) (**Dacian**) (**Dacian Shares**) that it does not already own (**Offer**).

Offer now “BEST AND FINAL”

Genesis declares the Offer “**best and final**”.

If the 95.1% relevant interest threshold for the Improved Offer Consideration is met, the implied value of the “best and final” Improved Offer is \$0.292 per Dacian share (based on Genesis’ last closing price of \$1.51 on 19th October 2023). There will be no increase in the Improved Offer.

If the Improved Offer Consideration threshold is not met, the implied value of the “best and final” Base Offer is \$0.254 per Dacian share (based on Genesis’ last closing price of \$1.51 on 19th October 2023). There will be no increase in the Base Offer.

Genesis has voting power of 93.41% and right to acquire 100% of Dacian

Genesis has a relevant interest in 93.41% of the Dacian Shares and voting power in Dacian of 93.41%.

If Genesis does not become entitled to proceed to post-bid compulsory acquisition (under which it is obliged to offer the same terms as under the Offer), Genesis will proceed to acquire 100% of Dacian under the general compulsory acquisition procedure in the Corporations Act.

As noted in Genesis’ ASX announcement of 18th October 2023, Genesis will (following the processing of acceptances received to date) be a “90% holder” in relation to Dacian Shares and accordingly will be entitled to proceed to general compulsory acquisition of the remaining Dacian Shares under Part 6A.2 of the Corporations Act (at any time within six (6) months of becoming a 90% holder), for a cash sum¹.

Dacian Shareholders should note that under the general compulsory acquisition procedure, Genesis is not obliged to offer a cash sum at or above the implied value of the Offer. Accordingly, **general compulsory acquisition may occur for a cash sum which is below the implied value of the Offer and the prices at which Dacian Shares are presently trading in the market, and timing of receipt of consideration is uncertain.**

The Offer is scheduled to close at 4.00pm (Perth time) on Friday, 17 November 2023 (unless extended).

How to ACCEPT the Offer

Genesis urges all Dacian shareholders who have not already accepted the Offer to **ACCEPT without delay** in order to receive the Base Offer Consideration or, if payable, the Improved Offer Consideration. All Dacian shareholders (including those who have already accepted the Offer) will automatically be entitled, without further action, to receive the Improved Offer Consideration if it becomes payable.

¹ Genesis’ right to compulsory acquisition is subject to the rights of Dacian Shareholders under that Part.

Dacian shareholders should have received or will shortly receive an Acceptance Form with the Bidder's Statement, including instructions on how to accept the Offer. Dacian shareholders can obtain and complete an Acceptance Form online by logging in to www.genesisoffer.com.au and following the instructions.

Further details on how to accept the Offer are set out in the Bidder's Statement. If you have any queries in relation to the Offer, or require a new Acceptance Form, please call the Offer Information Line on 1300 219 448 from within Australia or +61 3 9415 4327 from overseas on Monday to Friday between 8.30am and 5.00pm (AEST).

This announcement has been authorised for release to the ASX by Genesis' Managing Director.

For further information:

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