

14 November 2023

**GENESIS MINERALS LIMITED**  
**ACN 124 722 041**

## **SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

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Genesis Minerals Limited (**Company**) refers to the Notice of Annual General Meeting and Explanatory Memorandum (**Notice of AGM**) released on ASX on 19 October 2023 for the Company's Annual General Meeting of shareholders to be held at The Duxton Hotel, 1 St Georges Terrace, Perth WA 6000 on Monday, 27 November 2023 at 10.00am (AWST) (**Meeting**).

**Shareholders should note that there is no change to the date, time and venue of the Meeting.**

Capitalised terms in this document have the same meaning as defined in the Notice of AGM unless otherwise stated. This document is supplemental to the Notice of AGM and should be read together with the Notice of AGM. To the extent of any inconsistency, this supplementary notice will prevail over the Notice of AGM.

The Company advises that for Resolution 10 – Approval of Potential Termination Benefits in the Notice of AGM, the Company will no longer be seeking shareholder approval for the purposes of ASX Listing Rule 10.19 following shareholder consultation and on the basis that it is unlikely that the potential termination benefits would exceed the threshold requiring approval for ASX Listing Rule 10.19 purposes.

Accordingly, Resolution 10 – Approval of Potential Termination Benefits will only seek shareholder approval for the purposes of Part 2D.2 of the *Corporations Act 2001* (Cth) (including sections 200B and 200E). Resolution 10 to be considered at the Meeting is amended and replaced with the following:

### **Resolution 10 – Approval of Potential Termination Benefits**

To consider and, if thought fit, to pass with or without amendment, the following as an **ordinary resolution**:

*“That, pursuant to and in accordance with Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the giving of the potential termination benefits detailed in the Explanatory Memorandum to any person who from time to time is or has been a member of the Key Management Personnel or holds or has held a managerial or executive office in the Company or a related body corporate (**Relevant Personnel**), in connection with that person ceasing to hold that managerial or executive office.”*

The Voting Exclusion in Resolution 10 is deleted and all references to ASX Listing Rule 10.19 in the Notice of AGM in respect of Resolution 10 are deleted, in particular Section 13.4 of the Notice of AGM providing an explanation of the approval sought for the purposes of ASX Listing Rule 10.19 will no longer apply to Resolution 10.

**There are no other changes to the Notice of AGM.**

### **Proxy Votes**

Proxy forms accompanying the Notice of AGM remain valid. Any proxy forms submitted by shareholders in accordance with the instructions in the Notice of AGM remain valid and will be accepted by the Company and counted in relation to the Resolutions to be voted on by shareholders at the Meeting, including Resolution 10 (as amended by this supplementary notice).

Shareholders who have already submitted a proxy form with a direction on how to vote on Resolution 10 and do not wish to change their voting instruction do not need to take any action.

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**Shareholders who would like to alter their votes that have already been cast can do so by following the instructions in the Notice of AGM and original proxy form to submit a revised proxy form. Shareholders can lodge a replacement proxy form online at [www.investorvote.com.au](http://www.investorvote.com.au) and by entering the control number 183279 and following the prompts.**

Shareholders who have not yet cast their vote may lodge their proxy form online or by using the proxy form that was enclosed with the Notice of AGM.

Proxy forms must be received by the Company no later than 10.00am (AWST) on Saturday, 25 November 2023, being at least 48 hours before the Meeting. Proxy forms received later than this time will be invalid.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6323 9050.

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

For further information, visit: [www.genesisminerals.com.au](http://www.genesisminerals.com.au) or please contact:

**Geoff James**

**Company Secretary**

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