



Notice of annual general meeting and explanatory memorandum

Genesis Resources Limited

ACN 114 787 469

Date: Thursday 23 November 2023

Time: 11.00 am (Melbourne time)

Place: Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000

IMPORTANT INFORMATION

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia Partners, in relation to the conduct of the external audit for the year ended 30 June 2023, or the content of its audit report. Please send your questions via email to: info@genesisresourcesltd.com.au.

Written questions must be received by no later than **5.00pm (Melbourne time) on Friday 17 November 2023**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2023.

The Chairman of the Meeting will endeavour to address as many shareholder questions and comments as possible during the course of the Meeting. However, there may not be sufficient time available at the meeting to address all of the questions and comments raised. Please note that individual responses may be sent to the enquiring party only, and may not be sent to all shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.00am (Melbourne time) on Tuesday 21 November 2023**:

1. **Online:** All shareholders can appoint a proxy to vote on their behalf online at www.investorvote.com.au by following the instructions set out on the website.

Shareholders who elected to receive their Notice of Meeting electronically will have received an email with a link to the InvestorVote site.

For all other shareholders, you will receive a letter by mail with instructions on how to vote online.

2. **By mail:** If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). Completed proxy forms (together with any authority under which the proxy form was signed or a certified copy of the authority) must be returned to Computershare: **By post** to: GPO Box 242, Melbourne, Victoria 3001; or

3. **By facsimile:** Australia – 1800 783 447, overseas - +61 3 9473 2555; or
4. **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting and other entitlements at the annual general meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00pm (Melbourne time) on Tuesday 21 November 2023** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting of Genesis Resources Limited ACN 114 787 469 will be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 on Thursday 23 November 2023 at 11.00 am (Melbourne time).

BUSINESS

Shareholders are invited to consider the following items of business at the 2023 Annual General Meeting (Meeting):

1. Financial and related reports

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2023.

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2023 Annual Report and is available from the Company's website (www.genesisresourcesltd.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2023 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: (a) by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2023, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and (b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution: (c) in accordance with the directions of how to vote on the Proxy Form; or (d) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

3. Re-election of Directors

Resolution 2A	Re-election of Mr Deric Wee as Director
Description	Mr Deric Wee, who was appointed as a Director on 16 January 2013, retires as a Director of the Company in accordance with ASX Listing Rule 14.5 and rule 3.6(a) of the Company's constitution and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Deric Wee, having retired from his office as a Director in accordance with ASX Listing Rule 14.5 and rule 3.6(a) of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>
Resolution 2B	Re-election of Mr James Patterson as Director
Description	Mr James Patterson, who was appointed as a Director on 24 October 2016, retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and rule 3.6(b) of the Company's constitution and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr James Patterson, having retired from his office as a Director in accordance with ASX Listing Rule 14.4 and rule 3.6(b) of the Company's Constitution, and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>

4. Approval for issue of Shares

Resolution 3	Approval for issue of Proposed Placement Shares
Description	The Company seeks approval of shareholders to be able to issue up to 300,000,000 Shares under a Proposed Placement during the period of 3 months after the Meeting without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 300,000,000 Shares in the Company to such allottees and on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast in favour on this resolution by or on behalf of: (a) any person who may participate in, or who will obtain a material benefit as a result of, the proposed issue of the Proposed Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) any associates of the persons named in sub-paragraph (a). However, the Company will not disregard a vote if it is cast by: (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

	(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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5. Approval of 10% Placement Capacity

Resolution 4	Approval of 10% Placement Capacity under Listing Rule 7.1A
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>"THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	Not applicable. As at the date of this Notice, the Company has no plans to issue Equity Securities under ASX Listing Rule 7.1A.

Dated: 25 October 2023

By order of the Board of Genesis Resources Limited



Alyn Tai
Company Secretary

EXPLANATORY MEMORANDUM TO NOTICE OF 2023 ANNUAL GENERAL MEETING

1. Financial and related reports

Item 1: Financial and related reports	
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's 2023 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Genesis and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report is available from the Company's website (www.genesisresourcesltd.com.au) The Chairman of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity during the meeting to ask the Company's auditor RSM Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM in relation to the conduct of the audit.

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1: Adoption of Remuneration Report (non-binding resolution)	
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website (www.genesisresourcesltd.com.au). The Remuneration Report: ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating non-executive directors and senior executives, including the Managing Director. The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. Re-election of Directors

Resolutions 2A and 2B: Re-election of Directors	
Explanation	Rule 3.6(a) of the Company's constitution (Constitution) requires one third of the Directors (rounded to the whole number nearest to one third), other than the Managing Director (or equivalent), to retire at each annual general meeting of the Company. Rule 3.6(b) of the Constitution requires any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than three years since last being elected, to retire from office. Under rule 3.7 of the constitution, the Directors to retire under rule 3.6 are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more Directors have held office for the same period of time, those Directors determined by lot. Mr Deric Wee and Mr James Patterson retire as Directors at the 2023 Annual General Meeting in accordance with rules 3.6(a) and 3.6(b) respectively of the Constitution, being the Directors longest in office since their last election in accordance with rule 3.7 of the Constitution. Mr Wee and Mr Patterson, being eligible, each offer themselves for re-election as Director.
About Mr Deric Wee	Mr Wee was appointed to the Board on 16 January 2013 as a Non-Executive Director. Mr Wee also served as Director of the Company from 11 December 2009 to 26 November 2012. Prior to joining the Board in December 2009, Mr Wee had been involved in the financial services industry since 1989 as a stockbroker and investment banker. Mr Wee worked within well-established financial services companies which are part of financial and banking conglomerates in Malaysia. Mr Wee acquired extensive experience and competence in key areas including sales, marketing, share and stock trading, and co-ordinated a number of corporate strategies such as initial public offerings, mergers and acquisitions, restructurings, placements and advisory services relating to securities listed on Bursa Malaysia and the ASX. Mr Wee has not held any directorships of other ASX listed companies in the last three years. Mr Wee currently has a relevant interest in 1,860,000 fully paid ordinary shares in the Company, and is considered by the Board to be an independent Director.
About Mr James Patterson	Mr Patterson was appointed to the Board on 24 October 2016 as a Non-Executive Director. He also serves as the Company's Exploration Manager. Mr Patterson, who served as the Company's Exploration Manager until 30 April 2019, is a geologist with over 30 years' exploration experience, primarily in gold and copper-gold systems. He has worked with several successful Exploration Companies such as Delta Gold, Newmont, Oxiana and MMG. He has worked in Australia, Asia, The Pacific Islands and Eastern Europe. He is a Member of the Australian Institute of Geoscientists (AIG). Mr Patterson has not held any directorships of other ASX listed companies in the last three years. Mr Patterson does not have a relevant interest in any shares in the Company, and is considered by the Board to be an independent Director.

Board Recommendation	The Board, with Mr Deric Wee and Mr James Patterson abstaining from making recommendations on Resolution 2A and Resolution 2B respectively, recommends that shareholders vote in favour of Resolutions 2A and 2B.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2A and 2B.

4. Approval for issue of Shares

Resolution 3: Approval of issue of Proposed Placement Shares											
Explanation	Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 300,000,000 Shares in order to raise funds during the 3 months after the Meeting under potential capital raising placement(s), without using the Company's 15% placement capacity under ASX Listing Rule 7.1 (Proposed Placement).										
Purpose of funds raised	The below table sets out the proposed use of funds if the Proposed Placement is undertaken. The figures are indicative only, and are an estimate of how the funds would be allocated, assuming: 1. That the Company is able to undertake a capital raising at 1.2 cents per Share; and 2. That the Company utilises 100% of the placement facility (i.e. issues 300,000,000 Shares) and raises \$3.6 million as a result. <table border="1"> <thead> <tr> <th>Proposed use of funds</th><th>Percentage of funds allocated</th></tr> </thead> <tbody> <tr> <td colspan="2">Plavica Project</td></tr> <tr> <td>Enable the Company to negotiate for, and eventually purchase, the land on which the mine and processing facilities will be established, as well as to fund forestry compensation and other associated costs.</td><td>90%</td></tr> <tr> <td colspan="2">Loan repayment</td></tr> <tr> <td>Repay outstanding loans owed by the Company</td><td>10%</td></tr> </tbody> </table> The above indicative figures are based on a number of assumptions and are intended to serve as estimates of the fund allocations. Genesis may not utilise any or all of the placement facility – this will depend on the circumstances of the Company in the 3 months following the Meeting. Genesis will seek to raise capital at the highest possible price, however it may not be able to achieve a placement issue price of 1.2 cents. In any event, the placement issue price will be within the parameters set out below (being 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made).	Proposed use of funds	Percentage of funds allocated	Plavica Project		Enable the Company to negotiate for, and eventually purchase, the land on which the mine and processing facilities will be established, as well as to fund forestry compensation and other associated costs.	90%	Loan repayment		Repay outstanding loans owed by the Company	10%
Proposed use of funds	Percentage of funds allocated										
Plavica Project											
Enable the Company to negotiate for, and eventually purchase, the land on which the mine and processing facilities will be established, as well as to fund forestry compensation and other associated costs.	90%										
Loan repayment											
Repay outstanding loans owed by the Company	10%										
ASX Listing Rules	ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period, without shareholder approval (15% Placement Capacity).										

	The effect of Resolution 3 will be to allow the Company to issue up to 300,000,000 Shares during the period of 3 months after the General Meeting without using the Company's 15% Capacity.														
Specific information for Resolution 3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders: <table> <tr> <td>Maximum no. and class of securities to be issued</td><td>300,000,000 Shares</td></tr> <tr> <td>Date by which securities will be issued</td><td>The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). The allotment may occur at one time or progressively as best assessed by the Company.</td></tr> <tr> <td>Price or consideration the Company will receive for the issue</td><td>The Shares under the Proposed Placement will be issued at an issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.</td></tr> <tr> <td>Names of allottees and basis on which allottees will be determined</td><td>The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends that the Shares will be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Proposed Placement, at the Board's discretion.</td></tr> <tr> <td>Terms of securities</td><td>Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td></tr> <tr> <td>Purpose of issue and use of funds raised</td><td>The funds raised under the Proposed Placement will be used to pay for costs associated with the Proposed Placement and for the purposes described above.</td></tr> <tr> <td>Voting Exclusion Statement</td><td>A voting exclusion statement applies to this resolution, as set out in the Notice.</td></tr> </table>	Maximum no. and class of securities to be issued	300,000,000 Shares	Date by which securities will be issued	The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). The allotment may occur at one time or progressively as best assessed by the Company.	Price or consideration the Company will receive for the issue	The Shares under the Proposed Placement will be issued at an issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.	Names of allottees and basis on which allottees will be determined	The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends that the Shares will be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Proposed Placement, at the Board's discretion.	Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Purpose of issue and use of funds raised	The funds raised under the Proposed Placement will be used to pay for costs associated with the Proposed Placement and for the purposes described above.	Voting Exclusion Statement	A voting exclusion statement applies to this resolution, as set out in the Notice.
Maximum no. and class of securities to be issued	300,000,000 Shares														
Date by which securities will be issued	The Company will issue and allot the Shares under the Proposed Placement no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). The allotment may occur at one time or progressively as best assessed by the Company.														
Price or consideration the Company will receive for the issue	The Shares under the Proposed Placement will be issued at an issue price that is not less than 80% of the volume weighted average market price of the Company's shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.														
Names of allottees and basis on which allottees will be determined	The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends that the Shares will be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Proposed Placement, at the Board's discretion.														
Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.														
Purpose of issue and use of funds raised	The funds raised under the Proposed Placement will be used to pay for costs associated with the Proposed Placement and for the purposes described above.														
Voting Exclusion Statement	A voting exclusion statement applies to this resolution, as set out in the Notice.														
What will happen if shareholders give, or do not give, approval?	If shareholders approve Resolution 3, then the Company may issue up to 300,000,000 Shares during the period of 3 months after the Annual General Meeting, without using the Company's 15% Capacity. If shareholders do not approve Resolution 3, then any Shares issued by the Company after the Annual General Meeting will be deducted from the Company's 15% Placement Capacity (and/or 10% Placement Capacity, if Resolution 4 is approved by shareholders).														
Proposed Placement facility to lapse if not utilised	In the event that Resolution 3 is approved by shareholders, but not utilised by the Company, the Proposed Placement facility will lapse within 3 months after the date of the Annual General Meeting.														
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.														
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.														

5. Approval of 10% Placement Capacity

Resolution 4: Approval of 10% placement capacity	
General	Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity). The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.
Eligibility	ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.
Formula	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows: $(A \times D) - E$ Where: A is the number of fully paid ordinary shares on issue at the commencement of the relevant period: ▪ plus the number of fully paid shares issued in the relevant period under an exception in ASX Listing Rule 7.2, other than exception 9, 16 or 17, ▪ plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4, ▪ plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4, ▪ plus the number of any other fully paid ordinary securities issued in the relevant

	period with approval under rule 7.1 or 7.4, - plus the number of partly paid ordinary securities that became fully paid in the relevant period, - less the number of equity securities cancelled in the relevant period. <i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i> D is 10%. E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4. <i>'Relevant period' means the 12 month period immediately preceding the date of the issue or agreement.</i>
Conditions of issue under the 10% Placement Capacity	There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows: (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company has one class of quoted securities on issue, being fully paid ordinary shares. (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	In the event that the Company obtains shareholder approval for Resolution 4, such approval will cease to be valid upon the earlier of: (a) 12 months after the date of this Annual General Meeting; (b) the time and date of the Company's next annual general meeting; or (c) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2. (Placement Period)
INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A	
Minimum issue price	The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the Equity Securities are to be issued is agreed; or

	ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.																																						
Risk of dilution to shareholders	If Resolution 4 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that: ▪ the market price of the Company’s Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company’s Equity Securities on the issue date. The table below shows the potential dilution of existing shareholders under various scenarios on the basis of: ▪ an issue price of \$0.005 per Share which was the closing price of the Company’s shares on the ASX on 9 October 2023; and ▪ the variable ‘A’ being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 782,841,294. The table also shows: (a) two examples where variable ‘A’ has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%. <table><tr><th rowspan="3">VARIABLE ‘A’</th><th rowspan="3"></th><th colspan="3">Dilution</th></tr><tr><th>50% decrease in issue price</th><th>Issue price</th><th>100% increase in issue price</th></tr><tr><th>\$0.0025</th><th>\$0.005</th><th>\$0.010</th></tr><tr><td rowspan="2">Current Variable ‘A’ 782,841,294 shares</td><td>10% voting dilution</td><td>78,284,129 shares</td><td>78,284,129 shares</td><td>78,284,129 shares</td></tr><tr><td>Funds raised</td><td>\$195,710</td><td>\$391,421</td><td>\$782,841</td></tr><tr><td rowspan="2">50% increase in current Variable ‘A’ 1,174,261,941 shares</td><td>10% voting dilution</td><td>117,426,194 shares</td><td>117,426,194 shares</td><td>117,426,194 shares</td></tr><tr><td>Funds raised</td><td>\$293,565</td><td>\$587,131</td><td>\$1,174,262</td></tr><tr><td rowspan="2">100% increase in current Variable ‘A’ 1,565,682,588 shares</td><td>10% voting dilution</td><td>156,568,259 shares</td><td>156,568,259 shares</td><td>156,568,259 shares</td></tr><tr><td>Funds raised</td><td>\$391,421</td><td>\$782,841</td><td>\$1,565,683</td></tr></table> The table has been prepared on the following assumptions: (a) the Company issues the maximum number of shares available under the 10% Placement Capacity; (b) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;	VARIABLE ‘A’		Dilution			50% decrease in issue price	Issue price	100% increase in issue price	\$0.0025	\$0.005	\$0.010	Current Variable ‘A’ 782,841,294 shares	10% voting dilution	78,284,129 shares	78,284,129 shares	78,284,129 shares	Funds raised	\$195,710	\$391,421	\$782,841	50% increase in current Variable ‘A’ 1,174,261,941 shares	10% voting dilution	117,426,194 shares	117,426,194 shares	117,426,194 shares	Funds raised	\$293,565	\$587,131	\$1,174,262	100% increase in current Variable ‘A’ 1,565,682,588 shares	10% voting dilution	156,568,259 shares	156,568,259 shares	156,568,259 shares	Funds raised	\$391,421	\$782,841	\$1,565,683
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	(c) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting; (d) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1; (e) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and (f) the issue price is \$0.005, being the closing price of the Company's shares on the ASX on 9 October 2023.
Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
Purpose for which the funds may be used	The Company may seek to use the funds for cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
Allocation policy	The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as: 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company. In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.
Issue of Equity Securities in previous 12 months	The Company has not issued any Equity Securities under ASX Listing Rule 7.1A in the past 12 months.

What will happen if shareholders give, or do not give, approval?	If Resolution 4 is passed, the Company will be able to issue Equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval. If Resolution 4 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in ASX Listing Rule 7.1.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1.
Board	Means the board of Directors of Genesis Resources Limited.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Company or Genesis	Means Genesis Resources Limited ACN 114 787 469.
Director	Means a director of Genesis Resources Limited.
Equity Security	Means: a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Share	Means a fully paid ordinary share in the capital of the Company.

-ENDS-

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

GES

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Genesis Resources Limited Annual General Meeting

The Genesis Resources Limited Annual General Meeting will be held on Thursday, 23 November 2023 at 11.00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT AND ACCESS THE NOTICE OF MEETING

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11.00am (Melbourne time) on Tuesday, 21 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

GES

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Melbourne time) on Tuesday, 21 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



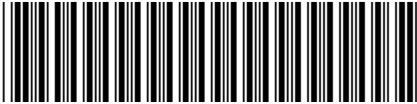
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Genesis Resources Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Genesis Resources Limited to be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 on Thursday, 23 November 2023 at 11.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2A	Re-election of Mr Deric Wee as Director	☐	☐	☐
Resolution 2B	Re-election of Mr James Patterson as Director	☐	☐	☐
Resolution 3	Approval for issue of Proposed Placement Shares	☐	☐	☐
Resolution 4	Approval of 10% Placement Capacity under Listing Rule 7.1A	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

GESRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Genesis Resources Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Genesis Resources Limited