GENESIS MINERALS LIMITED

ABN 72 124 772 041

29 October 2025

Addendum to Notice of Annual General Meeting

Genesis Minerals Limited (ASX:GMD) (the **Company** or **Genesis**) refers to the Notice of Meeting dated 10 October 2025 (**Notice**) in relation to the Annual General Meeting to be held at Parmelia Hilton, Karri Room, 14 Mill Street, Perth Western Australia 6000 on Thursday, 13 November 2025 at 10:30am (AWST) (**Meeting**).

Resolution 13 of the Notice sought approval for proposed amendments to the Company's constitution to accommodate a virtual shareholder meeting should certain circumstances require it. Based on feedback, and consistent with the Company's intention to hold wholly virtual shareholder meetings only in exceptional circumstances, the Directors have determined to further clarify this intent in the proposed updated wording to its constitution (and detailed in the Company's Explanatory Statement) as set out below.

The Directors have determined to amend the proposed amendment to the constitution (as set out in the original Explanatory Memorandum to Resolution 13) by issuing this addendum to the Notice (**Addendum**) to provide that wholly virtual shareholder meetings will only be held in the exceptional circumstances described in the Explanatory Memorandum where an in-person or hybrid meeting cannot be held.

This Addendum is supplemental to, and should be read together with, the original Notice and Explanatory Memorandum. Capitalised terms have the same meaning given to those terms in the Notice, unless otherwise specified in this Addendum.

There is no change to the date, time and venue of the Meeting.

AMENDMENT TO THE EXPLANATORY MEMORANDUM

Section 16.1 of the Explanatory Memorandum is amended by **replacing the proposed new clause 14 of the constitution with the following revised wording**:

14. Use of technology at General Meetings

14.1 Use of technology

(a) *To the extent permitted under the Corporations Act, Listing Rules and any other applicable law, a general meeting may be convened using virtual technology, or at two or more venues, provided that the form of technology used provides all shareholders entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.*

(b) *The provisions of this Constitution relating to general meetings apply, so far as they can and with any necessary changes to ensure compliance with the Corporations Act, Listing Rules and any other applicable law, to general meetings held using that technology.*

(c) *Where a general meeting is held using virtual technology, or at two or more venues using any form of technology:*

  (i) *a Shareholder participating in the meeting is taken to be present in person at the meeting;*

  (ii) *any documents required or permitted to be tabled at the meeting will be taken to have been tabled at the meeting if the document is given, or made available, to the persons entitled to attend the meeting (whether physically or using technology) before or during the meeting; and*

  (iii) *the meeting is taken to be held at the physical venue set out in the notice of meeting, or at the registered office of the Company if the meeting is held using virtual technology only.*

(d) *Notwithstanding clause 14.1(a), the Company may only convene a wholly virtual general meeting in exceptional circumstances where an in-person or hybrid (i.e. in-person and using virtual technology) meeting cannot be held due to restrictions imposed by law or is otherwise not practicable. In these circumstances, all Shareholders will receive reasonable opportunity to participate in any wholly virtual meetings held by the Company.*

(e) *For the avoidance of doubt, the Company does not intend that virtual meetings replace in-person or hybrid meetings where in person or hybrid meetings are practical.*

14.2 Communication of meeting documents

To the extent permitted under the Corporations Act, Listing Rules and any other applicable law, any document that is required to be given to a Shareholder that relates to a Shareholders' meeting (including, but not limited to, the notice of meeting) may be distributed:

(a) *by means of electronic communication; or*

(b) *by giving the Shareholder (by means of an electronic communication or otherwise) sufficient information to allow the person to access the document electronically,*

in accordance with the Corporations Act.

IMPORTANT NOTICE

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting or altering their vote.

VOTING BY PROXY

The changes contained in this Addendum do not affect the original Proxy Forms which were despatched with the Notice and therefore, replacement Proxy Forms will not be provided. Proxy Forms already received by the Company in accordance with the instructions in the Notice will still be accepted by the Company and will be counted in relation to Resolution 13 to be voted on by Shareholders at the Meeting.

Shareholders who have already submitted a Proxy Form with a direction on how to vote on Resolution 13 and who do not wish to change their voting instruction do not need to take any action.

Shareholders who would like to alter their votes that have already been cast can do so by contacting the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or by email at meetings@automicgroup.com.au.

Shareholders who have not yet cast their vote may do so by attending the Meeting in person or by using the Proxy Form that was enclosed with the Notice.

Proxy Forms must be received by the Company no later than 10:30am (AWST) on Tuesday, 11 November 2025, being not less than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

If you wish to discuss the matters in this Addendum, please do not hesitate to contact the Company on +61 8 6323 9050.

BY ORDER OF THE BOARD

Joanne Steer
Joint Secretary Company
Dated: 29 October 2025