Quarterly Activities Report
For the Period Ended June 30 2009

Genesis Minerals Limited

The Company continued to evaluate a number of new gold, copper and nickel opportunities in South America, Australia and Canada during the quarter. Genesis has progressed negotiations over several of these Projects, all of which could potentially be moved rapidly towards production.

Merceditas Project, Chile

Negotiations are continuing with potential Joint Venture partners and investors for the Merceditas Project.

An Inferred Resource has been estimated for the Paula and Lucy Prospects comprising **6.4Mt @ 0.65% copper for 41,300 tonnes of contained copper (**0.5% Cu cut off)**.** In addition the Lucy Prospect contains 3.9Mt @ 0.16g/t gold for 19,700 ounces of gold.

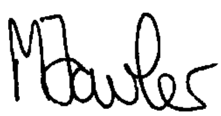
Both resources remain open in a number of areas and considerable potential exists to substantially increase the resource through further exploration.

To date Genesis has completed 67 RC drill holes at the Merceditas Project, in two phases, for 5,320 metres. This drilling comprised mostly wide spaced drilling at the Principal Zone SE and the Pupy Zone at the Paula Prospect and limited drilling at the Lucy Prospect. The average hole depth was 80 metres. The mineralised zones defined to date remain open along strike and at depth.

Corporate

Genesis raised approximately $357,000 (before costs) through a placement of 3.96 million ordinary shares to institutional and sophisticated investors at $0.09 per share during July.

Following this placement Genesis maintains a very tight capital structure with only 30.41 million shares on issue.



Michael Fowler
Managing Director

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Genesis Minerals Limited

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Registered Office
23 Altona St
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Issued Capital
30.41 million shares
9.75 million options

ASX Code: GMD

Board Members
Michael Haynes
Chairman

Michael Fowler
Managing Director/CEO

Graeme Smith
Non Executive Director
Company Secretary

Chile Office
Alcántara 200, 6th Floor
Las Condes
Santiago, Chile

Background of Project

The Merceditas Project is located in northern Chile's Iron-Oxide-Copper-Gold ("IOCG") belt which is one of the most prospective IOCG provinces in the world. It is located approximately 1,000km north of Santiago, the capital of Chile, in the Atacama Desert and is easily accessible by road in an area that is serviced by very good infrastructure.

The information in this announcement was compiled by Michael Fowler, Genesis Minerals Limited Managing Director, who is a Member of The Australasian Institute of Mining and Metallurgy. Michael Fowler has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 JORC Code. Michael Fowler consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name of entity

Genesis Minerals Limited

ABN	Quarter ended ("current quarter")
72 124 772 041	30 June 2009

Consolidated statement of cash flows

	Cash flows related to operating activities	Current quarter $A'000	Year to date (12 months) $A'000
1.1	Receipts from product sales and related debtors	-	-
1.2	Payments for (a) exploration and evaluation	(42)	(1,114)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(110)	(443)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	2	32
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (provide details if material)	-	-
	Net Operating Cash Flows	(150)	(1,525)
	Cash flows related to investing activities		
1.8	Payment for purchases of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.9	Proceeds from sale of:		
	(a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (provide details if material)	-	-
	Net investing cash flows	-	-
1.13	Total operating and investing cash flows (carried forward)	(150)	(1,525)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(150)	(1,525)
	Cash flows related to financing activities		
1.14	Proceeds/(over subscription) from issues of shares, options, etc.	-	690
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material) Share issue transaction costs	-	(42)
	Net financing cash flows	-	648
	Net increase (decrease) in cash held	(150)	(877)
1.20	Cash at beginning of quarter/year to date	445	1,147
1.21	Exchange rate adjustments to item 1.20	(9)	16
1.22	**Cash at end of quarter**	286	286

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		Current quarter $A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	60
1.24	Aggregate amount of loans to the parties included in item 1.10	-

1.25 Explanation necessary for an understanding of the transactions

Item 1.23 includes aggregate amounts paid to directors including salary, directors' fees, consulting fees and superannuation.

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows.

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest.

+ See chapter 19 for defined terms.

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities	NIL	NIL
3.2	Credit standby arrangements	NIL	NIL

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	30
4.2	Development	-
	Total	**30**

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter $A'000	Previous quarter $A'000
5.1	Cash on hand and at bank	286	13
5.2	Deposits at call	-	432
5.3	Bank overdraft	-	-
5.4	Other (provide details)	-	-
	Total: cash at end of quarter (item 1.22)	286	445

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed				
6.2	Interests in mining tenements acquired or increased				

+ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	**Preference +securities** *(description)*				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary securities**	26,450,010	21,725,010		
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	**+Convertible debt securities** *(description)*				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*	9,250,000 500,000	- -	Exercise price 20 cents 20 cents	Expiry date 15 May 2012 28 February 2013
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

+ See chapter 19 for defined terms.

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).

2 This statement does give a true and fair view of the matters disclosed.

Sign here: Date: **31 July 2009**
(Company secretary)

Print name: **Graeme Smith**

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 1022: Accounting for Extractive Industries* and *AASB 1026: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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