Genesis Minerals Limited

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ABN: 72 124 772 041

11 March 2013

Dale Allen
Adviser
ASX Compliance Pty Limited
Exchange Plaza
Level 8, 2 The Esplanade
PERTH WA 6000

RE: GENESIS MINERALS LTD APPENDIX 3Y's – CHANGE OF DIRECTORS' INTEREST NOTICES

We refer to your letter dated 11 March 2013, received by Genesis Minerals Ltd ("Company"), in relation to the late lodgement of the Change in Director's Interest Notice for both Michael Fowler and Damian Delaney, specifically in relation to the expiring options that occurred on 1 March 2013 and was lodged with the ASX on 11 March 2013. In accordance with ASX Listing Rule 3.19A the lodgement should have occurred within 5 business days after the change occurred being 8 March 2013, but the ASX was notified 6 business days after the change occurred, being 11 March 2013.

The responses below are as per the 3 specific queries as set out in your letter:

1. The delay in lodgement represents an isolated incident. It involved the expiry of options on 1 March 2013, which arose, not as a result of an active trade by a Director, but rather as a result of the option expiry.

2. The Company is aware of the continuous disclosure requirements of Listing Rule 3.19A and has specific processes and requirements in place whereby each Director is obliged to inform the Company Secretary of any change in their holdings in the Company and this is confirmed regularly at Director's meetings. The Company also has a clearly defined Share Trading Policy that requires all trades to be reported to the Company Secretary. In this case no such notification was forthcoming because it was not an active trade by a Director, but simply an expiry of options.

3. This delay in lodgement has led the Company to add an automatic procedure following the expiry of any options in the future, whereby the Company Secretary will review the holdings of Director's at each option expiry date.

The Company is confident that this additional procedure will detect any changes in a Director’s holding, as a result of an expiry of options, therefore avoiding any delays in the reporting of these changes in the future.

Should you have any queries or require clarification please call the office on (08) 9322 6178 or alternatively on my mobile on 0438 921 666.

Yours faithfully

Damian Delaney
Director / Company Secretary

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11 March 2013

Mr Damian Delaney
Company Secretary
Genesis Minerals Limited
Unit 6, 1 Clive Street
WEST PERTH WA 6005

By Email: Damian@dsbcconsulting.com.au

Dear Damian

Genesis Minerals Limited (the "Company") Appendix 3Y – Change of Director's Interest Notice.

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX Limited ("ASX") on 11 March 2013 for Mr Michael Fowler and Mr Damian Delaney.

2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

   An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicated that changes in the directors' relevant interests occurred on 1 March 2013, it appears that the Appendix 3Y should have been lodged with the ASX by 8 March 2013. As the Appendix 3Y was lodged on 11 March 2013, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Y was lodged late.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

3 If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to dale.allen@asx.com.au or facsimile on facsimile number (08) 9221 2020. It should <u>not</u> be sent to the Company Announcements Office.

A response is requested as soon as possible (i.e. before 4.00pm W.S.T.) on Wednesday 13 March 2013.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely,

[*sent electronically without signature*]

Dale Allen
<u>Adviser, Listings Compliance (Perth)</u>