



GENESIS MINERALS LIMITED

ACN 124 772 041

NOTICE OF GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

TIME: 10.00am (WST)
DATE: 8 December 2014
PLACE: 35 Richardson Street, West Perth
Western Australia

This Notice of Meeting 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9322 6178.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on 8 December 2014 at:

35 Richardson Street, West Perth, Western Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Genesis Minerals Limited, PO Box 437, West Perth, WA 6872
- (b) email to admin@genesisminerals.com.au

so that it is received not later than 10.00am (WST) on 5 December 2014.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 10.00am (WST) on 8 December 2014 at 35 Richardson Street, West Perth, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5.00 pm (WST) on 4 December 2014.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFY ISSUE OF PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 37,500,000 Shares to sophisticated investors on the terms and conditions set out in the Explanatory Statement, be approved and ratified."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote on Resolution 1 if it is cast by a person as proxy appointed in writing for a person who is entitled to vote, in accordance with voting directions which are specified on the proxy form.

2. RESOLUTION 2 – ISSUE OF PLACEMENT SECURITIES TO SOPHISTICATED INVESTORS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of up to 37,500,000 Shares at an issue price of \$0.008 per Share and up to 37,500,000 free attaching Options, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons, if the Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – APPROVAL FOR MICHAEL FOWLER TO APPLY FOR EQUITY SECURITIES

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 3,750,000 Shares at an issue price of \$0.008 and up to 1,875,000 free attaching Options to Michael Fowler (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Fowler (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – APPROVAL FOR RICHARD HILL TO APPLY FOR EQUITY SECURITIES

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 1,250,000 Shares at an issue price of \$0.008 and up to 625,000 free attaching Options to Richard Hill (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Hill (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – APPROVAL FOR DAMIAN DELANEY TO APPLY FOR EQUITY SECURITIES

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to issue up to 5,000,000 Shares at an issue price of \$0.008 and up to 2,500,000 free attaching Options to Damian Delaney (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Delaney (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 5 NOVEMBER 2014

BY ORDER OF THE BOARD

**DAMIAN DELANEY
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at a General Meeting to be held at 10.00am (WST) on 8 December 2014 at 35 Richardson Street, West Perth, Western Australia.

The purpose of this Explanatory Statement is to provide information which the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RATIFY ISSUE OF PLACEMENT SHARES

1.1 General

On 23 October 2014, the Company announced to ASX that it had arranged a private placement to raise a total of approximately \$600,000 (before issue costs). The Placement is to be completed in two tranches of a total of up to 75 million Shares and up to 37.5 million free attaching Options, as follows:

- **Tranche 1**
 - 37.5 million Shares at \$0.008 each under existing Listing Rule 7.1 capacity without shareholder approval
- **Tranche 2**
 - 37.5 million Shares at \$0.008 each subject to shareholder approval under Listing Rule 7.1
 - 18.75 million Options, exercisable at \$0.016 each by 10 December 2015 subject to shareholder approval under Listing Rule 7.1
 - 18.75 million Options, exercisable at \$0.032 each by 10 December 2016 subject to shareholder approval under Listing Rule 7.1

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. Listing Rule 7.1 provides generally that a company may not issue shares or options to subscribe for shares equal to more than 15% of the company's issued share capital in any 12 months without obtaining shareholder approval. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under Listing Rule 7.1 without requiring Shareholder approval.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 37.5 million Shares comprising tranche 1 of the Placement (Ratification), which were issued on 29 October 2014. By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that the issue and allotment of the tranche 1 Shares did not breach ASX Listing Rule 7.1.

1.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) a total of 37.5 million Shares were issued to sophisticated and institutional investors on 29 October 2014. The placees were not Related Parties of the Company;
- (b) the issue price per Share was \$0.008;

- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares;
- (d) the funds raised, of \$300,000, are being used to continue exploration and drilling at the Company's Viking Project, to strengthen the Company's working capital position and to pay for the costs of the capital raising announced on 23 October 2014.

2. RESOLUTION 2 – ISSUE OF PLACEMENT SECURITIES TO SOPHISTICATED INVESTORS

2.1 General

As detailed in Section 1, the Placement is to be completed in two tranches with tranche 2 comprising up to a further 37.5 million Shares and up to 37.5 million free attaching Options subject to Shareholder approval. This resolution seeks approval for the issue of tranche 2 of the Placement, comprising up to 37.5 million Shares and up to 37.5 million Options. A summary of ASX Listing Rule 7.1 is set out in Section 1.1.

By approving this issue of up to 37.5 million Shares and up to 37.5 million Options under this Resolution, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 (as the case may be) without the requirement to obtain prior Shareholder approval.

The Equity Securities the subjects of Resolutions 3, 4 and 5 are additional to the Placement Shares and Options the subject of Resolutions 1 and 2.

2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders:

- (a) the maximum number of Shares to be issued under this Resolution is 37.5 million and the maximum number of Options to be issued under this Resolution is 37.5 million;
- (b) the Shares and Options will be issued no later than 3 months after the date of this General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the one date;
- (c) the issue price per Share will be \$0.008;
- (d) the exercise price for 18.75 million Options will be \$0.016 and the exercise price for 18.75 million Options will be \$0.032;
- (e) the Shares and Options will be issued to sophisticated and institutional investors who are not Related Parties of the Company;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares;
- (g) the Options will be issued for nil consideration, on the basis of one Option exercisable at \$0.016 each and one Option exercisable at \$0.032 each being granted for every four Shares subscribed for and allotted under tranche 1 and tranche 2 (rounded down where necessary), and otherwise on the terms and conditions set out in Annexure A; and
- (h) the funds raised on the issue of the Shares, of \$300,000, will be used to continue exploration and drilling at the Company's Viking Project, to strengthen the Company's working capital position and to pay for the costs of the capital raising announced on 23 October 2014. If the Options are exercised

then funds of up to \$900,000 will be used to continue exploration at the Company's Viking Project, continue to assess asset acquisitions and to strengthen the Company's working capital position.

3. RESOLUTIONS 3, 4 AND 5 – ISSUE OF EQUITY SECURITIES TO RELATED PARTIES

3.1 General

Resolutions 3, 4, and 5 seek Shareholder approval in accordance with Listing Rule 10.11 to allow the Directors of the Company to subscribe for Equity Securities on the same terms as the placees in the Placement the subject of Resolutions 1 and 2, and, accordingly, to allow for the issue of:

- (a) up to 3,750,000 Shares at an issue price of \$0.008 per Share and up to 1,875,000 free attaching Options to Mr Michael Fowler (or his nominee);
- (b) up to 1,250,000 Shares at an issue price of \$0.008 per Share and up to 625,000 free attaching Options to Mr Richard Hill (or his nominee); and
- (c) up to 5,000,000 Shares at an issue price of \$0.008 per Share and 2,500,000 free attaching Options to Mr Damian Delaney (or his nominee).

3.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of any securities (including Shares and Options) to a related party of the Company.

If Resolutions 3, 4, and 5 are passed, Shares and Options will be issued to the Directors, all of whom are related parties by virtue of being directors of the Company. Accordingly, approval for the above Share and Option issues is required pursuant to ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required in respect of the Shares and Options the subject of Resolutions 3, 4, and 5 as approval is being sought under ASX Listing Rule 10.11 (and where approval is given under Listing Rule 10.11, it is not separately required under Listing Rule 7.1). Shareholders should note that the issue of the above Shares and Options (the subject of Resolutions 3 to 5) will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

3.3 Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 3, 4, and 5:

- (a) the total number of Shares and Options that may be issued by the Company pursuant to:
 - (i) Resolution 3 is 3,750,000 Shares and 1,875,000 Options;
 - (ii) Resolution 4 is 1,250,000 Shares and 625,000 Options; and
 - (iii) Resolution 5 is 5,000,000 Shares and 2,500,000 Options.
- (b) the allottee under:
 - (i) Resolution 3 will be Mr Michael Fowler (or his nominee);
 - (ii) Resolution 4 will be Mr Richard Hill (or his nominee); and
 - (iii) Resolution 5 will be Mr Damian Delaney (or his nominee).
- (c) the Shares and Options will be issued no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that allotment will occur on one date.

- (d) Each allottee is a director of the Company and is therefore a Related Party of the Company.
- (e) the issue price per Share is \$0.008 (which is the same price at which Shares were issued pursuant to the Placement described in Section 1.1).
- (f) The Options will be issued for nil consideration on the basis of one Option exercisable at \$0.016 each and one Option exercisable at \$0.032 each being granted for every four Shares subscribed for under and allotted under Resolutions 3, 4 and 5, and otherwise on the terms and conditions set out in Annexure A. These are the same terms upon which the Options, the subject of Resolution 2, are to be granted;
- (g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares;
- (h) the funds raised on the issue of the Shares pursuant to Resolutions 3, 4 and 5, of up to \$80,000, will be used to continue exploration and drilling at the Company's Viking Project, and to strengthen the Company's working capital position. If the Options are exercised then funds of up to \$120,000 will be used to continue exploration at the Company's Viking Project and to strengthen the Company's working capital position.

ANNEXURE A: TERMS OF PLACEMENT OPTIONS UNDER RESOLUTION 2, AND TERMS OF OPTIONS ISSUED TO RELATED PARTIES UNDER RESOLUTIONS 3, 4 AND 5

- (a) Each Option entitles the holder, on exercise, to one Share in the Company.
- (b) Shares issued on exercise of Options will rank equally with other Shares of the Company.
- (c) An Option may only be exercised after that Option has vested, after any conditions associated with the exercise of the Option are satisfied and before its expiry date. The Board may determine the vesting period. On the grant of an Option the Board may in its absolute discretion impose other conditions on the exercise of an Option.
- (d) An Option will lapse immediately upon the expiry date.
- (e) Options are transferable.
- (f) Quotation of Options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of Options.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that the record date for determining entitlements to any such issue will be at least 9 Business Days after the issue is announced.
- (h) If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves ("**Bonus Issue**"), each Option holder holding any Options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those Options, the number of Shares which would have been issued under the Bonus Issue ("**Bonus Shares**") to a person registered as holding the same number of Shares as that number of Shares to which the Option holder may subscribe for, pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise).
- (i) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Options, the number of Options to which each Option holder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Genesis Minerals Limited (ACN 124 772 041).

Constitution means the Company's Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current Directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Options means an option to acquire a Share in the Company.

Placement means a placement made by the Company to raise capital funds which is the subject of Resolutions 1 and 2 in the Notice of Meeting, as announced to ASX on 23 October 2014.

Related Party is defined in section 228 of the Corporations Act

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

GENESIS MINERALS LIMITED (ACN 124 772 041) PROXY FORM

The Company Secretary
Genesis Minerals Limited
PO Box 437, West Perth WA 6872

Ph (+61 8) 93226178/admin@genesisminerals.com.au

GENERAL MEETING

I/We

being a member(s) of Genesis Minerals Limited and entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chair of the General Meeting as your proxy

or failing the person/body corporate so named or, if no person/body corporate is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting of the Company to be held at 10.00am (WST), on 8 December 2014 at 35 Richardson Street, West Perth, Western Australia, and at any adjournment thereof.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.

The Chair of the Meeting intends to vote all undirected proxies, which the Chairman is entitled to vote, in favour of each item of business.

Voting on Business of the General Meeting

Resolution 1 – Ratify issue of Placement Shares

FOR

☐

AGAINST

☐

ABSTAIN

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Resolution 2 – Issue Of Placement Securities to Sophisticated Investors

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Resolution 3 – Issue Of Equity Securities to Michael Fowler

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Resolution 4 – Issue Of Equity Securities to Richard Hill

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Resolution 5 – Issue Of Equity Securities to Damian Delaney

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If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this

day of

2014

_____%

By: Individuals and joint holders Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary

1. A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a shareholder of the Company.
2. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the full name of that individual or body corporate in the space provided. If you leave both the box and this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company. A proxy may be an individual or a body corporate.

If your appointment of a proxy specifies the way the proxy is to vote on a particular resolution and your appointed proxy is not the Chairman of the meeting and at the meeting a poll is duly demanded on the question that the resolution be passed, then if either your proxy is not recorded as attending the meeting (if a record of attendance is made) or your proxy does not vote on the resolution, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on the resolution at that meeting.

3. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction, unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate place. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

If you direct your proxy how to vote on a particular resolution, the proxy need not vote on a show of hands but if the proxy does so, the proxy must vote as directed. If the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands. If the proxy is the Chairman, the proxy must vote on a poll, and must vote as directed and if the proxy is not the Chairman, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed..

4. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
5. Where a Proxy Form of a corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
6. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
8. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Genesis Minerals Limited, PO Box 437, West Perth, WA 6872; or
 - (b) email to admin@genesisminerals.com.au

so that it is received not later than 10am (WST) on 5 December 2014.

Proxy forms received later than this time will be invalid.