

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Genesis Minerals Limited

ACN/ARSN 124 772 041

1. Details of substantial holder (1)

Name KSA Mining Pty Ltd (KSA Mining)

ACN/ARSN (if applicable) 604 415 563

The holder became a substantial holder on 25/11/2016

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	104,000,000	104,000,000	14.11%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See item 1 of Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See item 1 of Annexure A	KSA Mining	KSA Mining	104,000,000 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See item 2 of Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See item 3 of Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See item 4 of Annexure A	

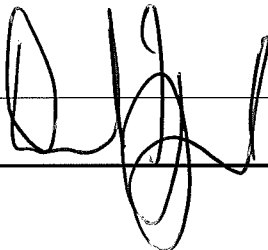
Signature

print name David Izzard

capacity Secretary

sign here

date 29/11/16

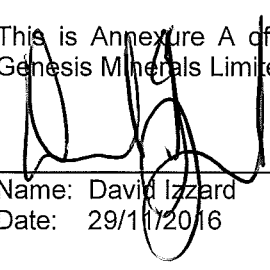

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure A of 2 pages referred to in Form 603 Notice of initial substantial holder in relation to Genesis Minerals Limited (ACN 124 772 041) (**Notice**).


 Name: David Izzard
 Date: 29/11/2016

1. Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
KSA Mining	Relevant interest pursuant to section 608(1)(a) of the <i>Corporations Act 2001 (Cth)</i> (Corporations Act) as the holder of the securities.	104,000,000 fully paid ordinary shares
SMS Innovative Mining Pty Ltd	Relevant interest in the securities held by KSA Mining pursuant to section 608(3)(a) and (b) of the Corporations Act because SMS Innovative Mining Pty Ltd holds a voting power of greater than 20% in, and controls, KSA Mining.	104,000,000 fully paid ordinary shares
SMS Rental (WA) Pty Ltd	Relevant interest in the securities held by KSA Mining pursuant to section 608(3)(b) of the Corporations Act because SMS Rental (WA) Pty Ltd controls SMS Innovative Mining Pty Ltd, which in turn holds a voting power of greater than 20% in, and controls, KSA Mining.	104,000,000 fully paid ordinary shares

2. Consideration

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
KSA Mining	15/08/2016	Issued as placement for 2.5 cents per share.		4,000,000 fully paid ordinary shares
KSA Mining	25/11/2016	Shares issued in full satisfaction of invoiced amounts to an aggregate of \$2.5 million pursuant to the Mining Alliance dated 9/8/2016, as announced to the market on 9/8/2016.		100,000,000 fully paid ordinary shares
SMS Innovative Mining Pty Ltd	As above	As above		As above
SMS Rental (WA) Pty Ltd	As above	As above		As above

3. Associates

Name and ACN/ARSN (if applicable)	Nature of association
SMS Innovative Mining Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(ii) of the Corporations Act because SMS Innovative Mining Pty Ltd controls KSA Mining.
SMS Rental (WA) Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Rental (WA) Pty Ltd controls SMS Innovative Mining Pty Ltd, which in turn controls KSA Mining.
SMSJV Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMSJV Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.
SMS Innovative Mining Solutions Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Innovative Mining Solutions Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.
SMS Innovative Labour Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Innovative Labour Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.
SMS Innovation Pty Ltd	Associate of KSA Mining pursuant to section 12(2)(a)(iii) of the Corporations Act because SMS Innovation Pty Ltd and KSA Mining are under the common control of SMS Rental (WA) Pty Ltd.

4. Addresses

Name	Address
KSA Mining	96 Ewing Street, Welshpool WA 6106.
SMS Innovative Mining Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Rental (WA) Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMSJV Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovative Mining Solutions Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovative Labour Pty Ltd	96 Ewing Street, Welshpool WA 6106.
SMS Innovation Pty Ltd	96 Ewing Street, Welshpool WA 6106.