

26 November 2021

Australian Securities Exchange
Attention: **ASX Market Announcements**

Dear Sir/Madam

**Form 604 Notice of Change of Interests of Substantial Holder
Ian Gandel**

Please find attached a Notice of Change of Interests of Substantial Holder received from Mr Ian Gandel. We note that the interest held by Mr Gandel in Genesis Minerals Limited (ASX: GMD) (**Company**) is deemed to arise under section 608(3) of the Corporations Act 2001 (Cth) pursuant to his voting interest held in Alkane Resources Limited (**ALK**).

For clarity, the interest held by Mr Gandel does not represent additional voting power to that held by ALK in the Company. There is no change to the voting power held by ALK.

This announcement is approved for release by Geoff James, CFO & Company Secretary for Genesis Minerals Limited.

- ENDS -

For further information, please contact:

Geoff James
CFO & Company Secretary
T: +61 8 9322 6178

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Genesis Minerals Limited ("Genesis")
ACN/ARSN 124 772 041

1. Details of substantial holder⁽¹⁾

Name Each of:
 Abbotsleigh Proprietary Limited ACN 005 612 377 ("Abbotsleigh") and
 Ian Jeffrey Gandel ("Mr Gandel")
ACN/ARSN N/A

There was a change in the interests of the substantial holder on 10/06/2021
The previous notice was given to the company on 04/05/2021
The previous notice was dated 04/05/2021

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid Shares ("ORD")	385,463,924	18.59%	295,834,597	12.27%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
25/11/21	Alkane Resources Limited ("ALK")	Dilution due to share issue by Genesis	N/A	295,834,597 ORD	ALK
23/11/21	ALK	On-market sale	\$18,900,000	126,000,000 ORD	ALK
19/11/21	ALK	Dilution due to share issue by Genesis	N/A	421,834,597 ORD	ALK
29/10/21	ALK	Dilution due to share issue by Genesis	N/A	421,834,597 ORD	ALK
19/10/21	ALK	Dilution due to share issue by Genesis	N/A	421,834,597 ORD	ALK
06/10/21	ALK	Dilution due to share issue by Genesis	N/A	421,834,597 ORD	ALK
30/09/21	ALK	Dilution due to share issue by Genesis	N/A	421,834,597 ORD	ALK
22/09/21	ALK	Dilution due to share issue by Genesis	N/A	421,834,597 ORD	ALK
10/06/21	ALK	Issued in accordance with a conditional subscription agreement between Genesis and ALK following Genesis shareholder approval	\$2,182,240	36,370,673 ORD	ALK
19/05/21	ALK	Dilution due to share issue by Genesis	N/A	385,463,924 ORD	ALK

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holders relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ALK	ALK	ALK	Registered holder with relevant interest under section 608(1)(a) of the Corporations Act 2001 Cth (" Corporations Act ")	295,834,597 ORD	295,834,597
Abbotsleigh	ALK	ALK	Abbotsleigh's relevant interest arises under section 608(3)(a) of the Corporations Act in relation to ALK	295,834,597 ORD	295,834,597
Mr Gandel	ALK	ALK	Mr Gandel's relevant interest arises under section 608(3)(b) of the Corporations Act in relation to Abbotsleigh	295,834,597 ORD	295,834,597

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Ian Jeffrey Gandel	Suite 3, 51-55 City Road, Southbank, VIC 3006
Abbotsleigh Proprietary Limited	Suite 3, 51-55 City Road, Southbank, VIC 3006
Alkane Resources Limited	Level 4, 66 Kings Park Road, West Perth WA 6005

Signature

Print Name

Ian Jeffrey Gandel

Capacity Individual

Sign Here



Date

26 / 11 / 2021

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

(7) Details of the consideration must include any and all benefits, money 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.

(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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.