

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Dacian Gold Limited (**Dacian**)

ACN/ARSN 154 262 978

1. Details of substantial holder (1)

Name Genesis Minerals Limited ACN 124 772 041 (**Genesis**), Ulysses Mining Pty Ltd ACN 153 592 208 and Metallo Resources Pty Ltd ACN 166 635 178 (each a **Group Entity**)

ACN/ARSN (if applicable) As set out above

There was a change in the interests of the substantial holder on

28/12/2022

The previous notice was given to the company on

26/10/2022

The previous notice was dated

26/10/2022

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)
ORD	925,966,961	76.10%	938,252,803	77.11%

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
26/10/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	139,783 ORD	139,783
27/10/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	276,227 ORD	276,227
28/10/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	152,029 ORD	152,029

31/10/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	5,676,072 ORD	5,676,072
01/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	226,946 ORD	226,946
02/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	568,906 ORD	568,906
03/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	40,239 ORD	40,239
04/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	134,390 ORD	134,390
07/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	202,405 ORD	202,405
08/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	203,413 ORD	203,413
09/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	16,786 ORD	16,786
10/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	68,479 ORD	68,479

11/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	246,428 ORD	246,428
14/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	48,337 ORD	48,337
15/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	352 ORD	352
16/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	27,850 ORD	27,850
17/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	1,187,998 ORD	1,187,998
18/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	712,647 ORD	712,647
21/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	117,820 ORD	117,820
22/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	322,517 ORD	322,517
23/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	439,278 ORD	439,278

24/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	37,533 ORD	37,533
25/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	106,714 ORD	106,714
28/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	120,943 ORD	120,943
30/11/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	53,080 ORD	53,080
01/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	10,926 ORD	10,926
02/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	326,195 ORD	326,195
05/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	90,980 ORD	90,980
06/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	20,000 ORD	20,000
07/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	31,074 ORD	31,074

08/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	8,704 ORD	8,704
09/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	246,644 ORD	246,644
12/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	40,000 ORD	40,000
13/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	23,226 ORD	23,226
14/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	7,000 ORD	7,000
15/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	1,852 ORD	1,852
16/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	6,286 ORD	6,286
19/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	26,600 ORD	26,600
20/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	1,410 ORD	1,410

21/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	6,000 ORD	6,000
22/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	17,828 ORD	17,828
28/12/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	334,074 ORD	334,074

4. Present relevant interests

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

Holder of 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
Genesis	Genesis	Genesis	Relevant interest under section 608(1)(a) of the Corporations Act as holder of the shares	937,893,491 ORD	937,893,491
Genesis	Shareholders of Dacian who have accepted offers under the Takeover Offer	Genesis, subject to the terms of the Takeover Offer	Relevant interest under section 608(8) of the Corporations Act as a result of acceptance of offers under the Takeover Offer	359,312 ORD	359,312

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Genesis and each Group Entity	Level 19, 58 Mounts Bay Road, Perth WA 6000

Signature

print name Geoff James

capacity Company Secretary

sign here

G. A. James

date 28/12/2022

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 on 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.