



Announcement Summary

Entity name

GENESIS MINERALS LIMITED

Date of this announcement

Friday December 01, 2023

The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
GMDAAD	RETENTION RIGHTS	3,220,000	30/11/2023
New class - code to be confirmed	PERFORMANCE RIGHTS	1,100,000	30/11/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

GENESIS MINERALS LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

72124772041

1.3 ASX issuer code

GMD

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

1/12/2023



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ has an existing ASX security code ("existing class")

☒ does not have an existing ASX security code ("new class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

GMDAAD : RETENTION RIGHTS

Date the +securities the subject of this notification were issued

30/11/2023

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
RALEIGH FINLAYSON	MSH GROUP PTY LTD <FINLAYSON FAMILY A/C>	3,220,000

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

The Strategic Growth Retention Rights (Retention Rights) are a one-off issue under the Company's Equity Incentive Plan (Plan) to Mr Raleigh Finlayson, Managing Director for Genesis. They were issued in two tranches, expiring on 31 December 2028. Tranche 1 has a 4 year performance period to 30 June 2027 and Tranche 2 has a 5 year performance period to 30 June 2028. The Retention Rights are structured such that they will only vest and convert into shares if Mr Finlayson remains employed by the Company for the respective 4 and 5 year periods and the performance measures are also achieved. The performance measures are structured to align with shareholder interests and include share price growth, relative TSR growth, reserve growth and production growth. Details of the performance measures and a summary of the terms of the Plan are set out in the Notice of Annual General Meeting lodged with ASX on 19 October 2023 <https://announcements.asx.com.au/asxpdf/20231019/pdf/05w7xq30mgcxp9.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification



Issue details

Number of +securities
3,220,000



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code

New class - code to be confirmed

+Security description

PERFORMANCE RIGHTS

+Security type

Other

ISIN code**Date the +securities the subject of this notification were issued**

30/11/2023

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.****Name of KMP**

RALEIGH FINLAYSON

Name of registered holderMSH GROUP PTY LTD <FINLAYSON
FAMILY A/C>**Number of +securities**

1,100,000

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

The FY24 3 Year Incentive Performance Rights (Performance Rights) were issued under the Company's Equity Incentive Plan (Plan) to Mr Raleigh Finlayson, Managing Director for Genesis. The Performance Rights expire on 30 June 2027 and will only vest and convert into shares if the performance measures are achieved over the relevant 3 year performance period of 1 July 2023 to 30 June 2026. The performance measures are structured to align with shareholder interests and include share price growth, relative TSR growth, environmental social governance and return on capital employed. Details of the performance measures and material terms are set out in the Notice of Annual General Meeting lodged with ASX on 19 October 2023 <https://announcements.asx.com.au/asxpdf/20231019/pdf/05w7xq30mgcxp9.pdf>

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

A summary of the terms of the Plan are set out in the Notice of Annual General Meeting lodged with ASX on 19 October 2023 <https://announcements.asx.com.au/asxpdf/20231019/pdf/05w7xq30mgcxp9.pdf>

Any other information the entity wishes to provide about the +securities the subject of this notification



Issue details

Number of +securities

1,100,000

Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
GMD : ORDINARY FULLY PAID	1,087,319,357

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
GMDAZ : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES	29,410,337
GMDAAB : OPTION EXPIRING 17-DEC-2023 EX \$1.00	1,042,313
GMDAAD : RETENTION RIGHTS	10,100,000
New class - code to be confirmed : PERFORMANCE RIGHTS	1,100,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

☒ Yes

5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

27/11/2023