

Partner Justin Mannolini
Contact Matthew Watkins
T +61 8 9413 8530
mwatkins@gtlaw.com.au
Our ref JJM: MW:1049489



Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000 AUS
T +61 8 9413 8400 F +61 8 9413 8444
www.gtlaw.com.au

29 July 2022

Online lodgement

Market Announcements Office
ASX Limited
Central Park
Level 152-158 St Georges Terrace
Perth WA 6000

FOR IMMEDIATE RELEASE TO THE MARKET

Dear Sir/Madam

Takeover bid by Genesis Minerals Limited for Dacian Gold Limited — Bidder's Statement

We act for Genesis Minerals Limited (ACN 124 772 041) (ASX:GMD) (**Genesis**), and have been authorised by the Board of Genesis to provide this release.

We enclose, in accordance with item 5 of subsection 633(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of Genesis' bidder's statement in relation to its off-market takeover bid under Chapter 6 of the Corporations Act for all of the ordinary shares in Dacian Gold Limited (ACN 154 262 978) (ASX:DCN) (**Dacian**) (**Bidder's Statement**).

A copy of the Bidder's Statement was today lodged with the Australian Securities and Investments Commission and was sent to Dacian.

For the purposes of subsections 633(2) and 633(4)(a) of the Corporations Act, Genesis has set 5:00pm (Perth time) on 29 July 2022 as the date for determining persons to whom information is to be sent under items 6 and 12 of subsection 633(1) of the Corporations Act.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Justin Mannolini'.

Justin Mannolini
Partner
T +61 8 9413 8491
jmannolini@gtlaw.com.au

A handwritten signature in black ink, appearing to read 'Matthew Watkins'.

Matthew Watkins
Special Counsel
T +61 8 9413 8530
mwatkins@gtlaw.com.au

This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your legal, financial, tax or other professional adviser immediately.

Bidder's Statement

Recommended Offer

by

Genesis Minerals Limited ABN 72 124 772 041

to acquire all of your shares in

Dacian Gold Limited ABN 61 154 262 978

for 0.0843 Genesis Shares for every 1 Dacian Share you hold.

The Dacian Directors unanimously recommend that Dacian Shareholders accept the Offer, in the absence of a superior proposal.

ACCEPT NOW

If you have any questions in relation to the Offer, please contact the Offer Information Line on 1300 397 908 (from within Australia) or +61 3 9415 4153 (from outside Australia)



Financial adviser



Legal adviser

Contents

	Page
Important Notices	1
Key dates and contacts	6
Letter to Dacian Shareholders	7
Reasons why you should ACCEPT the Offer	9
1 Summary of the Offer	13
2 Information on Genesis	17
3 Information on Genesis' securities	30
4 Information on Dacian	34
5 Information on Dacian's securities	41
6 Intentions of Genesis	44
7 Profile of the Combined Group	50
8 Risk factors	58
9 Tax considerations	70
10 Additional information	77
11 Terms and Conditions of the Offer	86
12 Definitions and interpretation	102
13 Approval of Bidder's Statement	107
Company directory	108
Attachment A Genesis ASX announcements	109
Attachment B Genesis' Mineral Resources	114
Attachment C Dacian's Mineral Resources and Ore Reserves	115
Attachment D Combined Group Mineral Resources and Ore Reserves	117

Important Notices

Bidder's Statement

This document is a Bidder's Statement issued by Genesis Minerals Limited ABN 72 124 772 041 (**Genesis**) under Part 6.5 of the Corporations Act dated 29 July 2022 and includes an Offer to acquire all Dacian Shares. The Bidder's Statement is an important document and you should read it in its entirety.

ASIC

A copy of this Bidder's Statement was lodged with ASIC on 29 July 2022. Neither ASIC nor its officers takes any responsibility for the content of this Bidder's Statement.

Investment decisions

In preparing this Bidder's Statement, Genesis has not taken into account the individual objectives, financial situation or needs of individual Dacian Shareholders. The information contained in this Bidder's Statement is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Bidder's Statement carefully and in its entirety before deciding whether to accept the Offer and become a shareholder of Genesis. In particular, in considering the prospects of the Combined Group, you should consider the risk factors that could affect the performance of the Combined Group. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to accept the Offer. Some of the key risk factors that should be considered by prospective investors are set out in section 8 of this Bidder's Statement. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

No person named in this Bidder's Statement, nor any other person, guarantees the performance of Genesis, the repayment of capital by Genesis or the payment of a return on the Genesis Shares.

Disclaimer as to forward looking statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward looking statements, which are statements that may be identified by words such as "may", "will", "would", "should", "could", "believes", "estimates", "expects", "intends", "plans", "anticipates", "predicts", "outlook", "forecasts", "guidance" and other similar words that involve risks and uncertainties. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include

factors and risks specific to the industry in which members of the Dacian Group and Genesis Group operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. None of Genesis, its Related Bodies Corporate or any of the officers or employees of any of them, nor any persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

Statements of past performance

This Bidder's Statement includes information regarding the past performance of Genesis and Dacian. Investors should be aware that past performance should not be relied on as being indicative of future performance.

Information on Dacian

The information on Dacian, Dacian's securities and the Dacian Group contained in this Bidder's Statement has been prepared by Genesis using publicly available information and limited information made available by Dacian to Genesis.

The information in this Bidder's Statement concerning Dacian and the assets and liabilities, financial position and performance, profits and losses and prospects of the Dacian Group, has not been independently verified by Genesis. Accordingly, Genesis does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Further information relating to Dacian's business may be included in Dacian's Target's Statement (once available) which Dacian must provide to its shareholders in response to this Bidder's Statement.

Foreign jurisdictions

Dacian Shareholders should note that the consideration under the Offer is Genesis Shares, which are shares in an Australian public company listed on ASX. This Bidder's Statement and Offer have been prepared having regard to Australian disclosure requirements which may be different from those applicable in order jurisdiction.

Dacian Shareholders whose addresses in Dacian's registers of securityholders are not in Australia, Canada, France (excluding Dacian Shareholders who are not "qualified investors" (as defined in Article 2(e) of the Regulation (EU) 2017/1129), Hong

Kong, New Zealand, Norway, Singapore, United Kingdom or the United States (excluding Dacian Shareholders who are not Institutional Accredited Investors) will not be entitled to receive Genesis Shares on acceptance of the Offer (unless Genesis determines otherwise). Ineligible Foreign Shareholders who accept the Offer will have their Dacian Shares sold by the Nominee with the net proceeds returned in cash calculated in accordance with section 11.8 of this Bidder's Statement.

The distribution of this Bidder's Statement in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify Genesis or to otherwise permit a public offering of Genesis Shares outside Australia. Genesis Shares have not been, and will not be, registered under the United States Securities Act of 1933 (Securities Act) or the securities laws of any US state or other jurisdiction, and may not be offered or sold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable United States state securities laws.

To participate in the Offer, Dacian Shareholders resident in the United States must sign and return a customary US investor certificate that is available from Genesis.

If you are not an Australian resident taxpayer or are liable for tax outside Australia, you should seek specific tax advice in relation to the Australian and overseas tax consequences of accepting the Offer.

Canada

This Bidder's Statement and any related subscription materials are not, and under no circumstances are to be construed as, a prospectus, an advertisement or a public offering of securities in Canada. No securities commission or similar authority in Canada has reviewed or in any way passed on this Bidder's Statement or the merits of the securities described herein, and any representation to the contrary is an offence.

No dealer, salespersons or other individual has been authorized to give any information or to make any representations not contained in this Bidder's Statement and, if given or made, such information or representations must not be relied on as having been authorized by Genesis.

Except as otherwise expressly required by applicable law or as agreed to in contract, no representation, warranty or undertaking (express or implied) is made and no responsibilities or liabilities of any kind or nature whatsoever are accepted by any agent of Genesis as to the accuracy or

completeness of the information contained in this Bidder's Statement or any other information provided by Genesis in connection with the offer of Genesis Shares in Canada.

Financial information that may be contained in this document has been prepared in accordance with accounting standards which may differ in certain respects from those accounting principles used in Canada. Prospective investors should conduct their own investigation and analysis and consult their own financial advisers.

Unless specifically stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Genesis and its directors and officers are located outside of Canada and, as a result, it may not be possible for Canadian shareholders to effect service of process within Canada on Genesis or its directors or officers. All or a substantial portion of the assets of Genesis and its directors and officers are located outside of Canada and, as a result, it may not be possible to satisfy a judgment against them in Canada or to enforce a judgment obtained in Canadian courts against them outside of Canada.

France

This Bidder's Statement has not been, and will not be, registered with or approved by any securities regulator in France or elsewhere in the European Union. Accordingly, this Bidder's Statement may not be made available, nor may the Genesis Shares be offered for sale, in France except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Genesis Shares in France is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Hong Kong

This Bidder's Statement is confidential in Hong Kong and for the sole use by shareholders of Dacian. The contents of this Bidder's Statement have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Bidder's Statement, you should obtain independent professional advice.

This Bidder's Statement also does not constitute a prospectus (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document which is or contains an invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for the purposes of issue, this Bidder's Statement or any advertisement, invitation or document relating to the Offer, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong).

Copies of this Bidder's Statement may be issued to a limited number of persons in Hong Kong in a manner which does not constitute any issue, circulation or distribution of this Bidder's Statement, or any offer or an invitation in respect of these securities, to the public in Hong Kong. This Bidder's Statement is for the exclusive use of Dacian shareholders in connection with the Offer, and no steps have been taken to register or seek authorisation for the issue of this Bidder's Statement in Hong Kong. Only the person to whom a copy of this Bidder's Statement has been issued may take action in response to this Bidder's Statement. The Offer is personal to the person to whom this Bidder's Statement has been delivered, and an acquisition or subscription for securities under the Offer will only be accepted from such person.

This Bidder's Statement is confidential to the person to whom it is addressed and no person to whom a copy of this Bidder's Statement is issued may issue, circulate, distribute, publish, reproduce or disclose (in whole or in part) this Bidder's Statement to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with the consideration of the Offer by the person to whom this Bidder's Statement is addressed.

New Zealand

This Bidder's Statement is not a New Zealand product disclosure statement or other similar offering or disclosure document under New Zealand law and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other relevant New Zealand law. The offer of Genesis Shares under the Offer is being made to existing Dacian Shareholders with registered addresses in New Zealand in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021, and, accordingly, this Bidder's Statement may not contain all the information that a product disclosure statement under New Zealand law is required to contain.

Norway

This Bidder's Statement has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this Bidder's Statement shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act.

The Genesis Shares may not be offered or sold, directly or indirectly, in Norway except:

- to "professional clients" (as defined in the Norwegian Securities Trading Act of 29 June 2007 no. 75);
- to fewer than 150 non-professional clients; or
- in any other circumstances provided that such offer of Genesis Shares does not result in a requirement for the registration, or the publication by Genesis, of a prospectus pursuant to the Norwegian Securities Trading Act of 29 June 2007 no. 75.

Singapore

The Offer is made pursuant to the exemption under section 273(1)(b) of the Securities and Futures Act (Cap 289) (**SFA**). This Bidder's Statement and any document or material in connection with the offer or sale, or invitation for subscription or purchase of Shares are not a prospectus as defined in the SFA and, therefore, have not been and will not be lodged or registered as a prospectus with the Monetary Authority of Singapore (**MAS**). Accordingly, statutory liability under the SFA in relation to the content of prospectuses will not apply. MAS assumes no responsibility for the contents of this Bidder's Statement. MAS has not in any way considered the merits of the Shares being offered pursuant to the Offer as described in this Bidder's Statement. You should consider carefully whether this offer is suitable for you.

This Bidder's Statement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of Shares may not be circulated or distributed, whether directly or indirectly, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore except pursuant to and in accordance with the exemption set out in section 273(1)(b) of the SFA or otherwise in accordance with any other relevant exemption under the SFA.

Any offer of Genesis Shares is personal to you, as a shareholder of Dacian, and is not made to you with a view to the securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this Bidder's Statement nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares.

The Genesis Shares may not be offered or sold in the United Kingdom by means of this Bidder's Statement or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Bidder's Statement is issued on a confidential basis in the United Kingdom to "qualified investors" (as defined in the UK Prospectus Regulation) and fewer than 150 other persons who are existing shareholders of Dacian. This Bidder's Statement may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Genesis Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Genesis.

In the United Kingdom, this Bidder's Statement is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this Bidder's Statement relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Bidder's Statement.

United States

This Bidder's Statement has not been filed with, or reviewed by, the US Securities and Exchange Commission or any state securities authority and none of them has passed on or endorsed the merits of the offer of Shares or the accuracy, adequacy or completeness of this document. Any representation to the contrary is a criminal offence.

The Genesis Shares have not been, and will not be, registered under the US Securities Act 1933 or the securities laws of any US state or other jurisdiction. The Genesis Shares are not being offered in any US state or other jurisdiction where it is not legally permitted to do so. Accordingly, this Bidder's Statement may be delivered, and the Genesis Shares may be

issued, in the United States only to Dacian Shareholders who are Institutional Accredited Investors.

Dacian Shareholders should note that the Offer is made for the securities of an Australian company in accordance with the laws of Australia and the listing rules of the Australian Securities Exchange. The Offer is subject to the disclosure requirements of Australia that are different from those of the United States. Any financial statements included in the Bidder's Statement have been prepared in accordance with Australian accounting standards and may not be comparable to the financial statements of US companies.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Genesis is incorporated in Australia and some of its officers and directors are residents of Australia. You may not be able to sue Genesis or its officers or directors in Australia for violations of the US securities laws. It may be difficult to compel Genesis and its affiliates to subject themselves to a US court's judgment.

You should be aware that Genesis may purchase securities other than under the Offer, such as in privately negotiated purchases outside the offer period.

Any pro forma historical financial information included in this Bidder's Statement does not purport to be in compliance with Article 11 of the SEC's Regulation S-X. The pro forma adjustments made in arriving at the pro forma historical financial information included in this Bidder's Statement may not be permissible under the SEC's rules and regulations on pro forma financial presentations.

Privacy

Genesis has collected your information from the Dacian register of shareholders for the purpose of making this Offer and, if accepted, administering acceptances of the Offer in respect of Your Shares in Dacian. By completing an Application Form, you will also be providing personal information to Genesis through the Share Registry, which is contracted by the Company to manage Application Forms. Genesis, and the Share Registry on its behalf, and their agents and service providers may collect, hold, disclose and use that personal information to process your application, service your needs as a shareholder of Genesis, provide facilities and services that you request and carry out appropriate administration, and for other purposes related to your investment in Genesis.

Once you become a shareholder of Genesis, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the shares you hold in Genesis) to be held in a public register. Your information may also be disclosed on a confidential basis to Related Bodies Corporate and external service providers of Genesis and the Share Registry, to market research

companies for analysing Genesis' shareholder base, and to regulators such as ASIC.

Websites

Both Genesis and Dacian maintain a website. The Genesis website is www.genesisminerals.com.au. The Dacian website is at www.daciangold.com.au.

Information contained in or otherwise accessible through these websites is not part of this Bidder's Statement. All references to this website in this Bidder's Statement are for information purposes only.

Effect of rounding

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement.

Currencies

In this Bidder's Statement, references to "Australian dollars", "AUD", "\$", "A\$" or "cents" are to the lawful currency of Australia.

This Bidder's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate. Conversions that have been calculated at the date of this Bidder's Statement (or any other relevant date) may not correspond to the amounts shown in the historic or future financial statements of the Genesis Group or the Dacian Group in respect of which different exchange rates may have been, or may be, used.

Maps and diagrams

Any diagrams and maps appearing in this Bidder's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, maps, graphs and tables is based on information available at the date of this Bidder's Statement.

Time

All references to time in this Bidder's Statement are to Perth time unless stated otherwise.

Defined terms

A number of defined terms are used in this Bidder's Statement. Unless the contrary intention appears, the context requires otherwise or words are defined in section 12 of this Bidder's Statement, words and phrases in this Bidder's Statement have

the same meaning and interpretation as in the Corporations Act.

Unless the context requires otherwise, references in this document to "this Bidder's Statement", "the date of this Bidder's Statement" or similar expressions are references to this Bidder's Statement dated 29 July 2022.

Key dates and contacts

Key dates

Bidder's Statement lodged with ASIC and ASX	29 July 2022
Date of Offer	4 August 2022
Date for notice on the status of Conditions	26 August 2022
Offer closes (unless extended or withdrawn)	5.00pm Perth time on 5 September 2022

These dates may change as permitted under the Corporations Act. Any changes to the above timetable will be notified on Genesis' website at www.genesisminerals.com.au.

Key contacts

Share Registry

Computershare Investor Services Pty Limited
Level 11
172 St Georges Terrace
Perth WA 6000
Telephone: 1300 850 505
Email: web.queries@computershare.com.au

Offer Information Line*

1300 397 908 (from within Australia) or +61 3
9415 4153 (from outside Australia) between
8.30am and 5pm (AEST time), Monday to Friday.
**Calls to these numbers may be recorded*

Facility Agent for the Offer

Computershare Clearing Pty Ltd
Email: custodians@computershare.com.au

Letter to Dacian Shareholders

Dear Dacian Shareholder

On behalf of the Genesis Board, I am pleased to present you with this Bidder's Statement which details Genesis' Offer to acquire all of your Dacian Shares.

The Offer has been unanimously recommended by the Dacian Board, in the absence of a superior proposal. The Offer has also been supported by Dacian's largest shareholder, Perennial, who has entered into a Pre-Bid Agreement with Genesis under which Perennial has agreed to accept the Offer in respect of all of its Dacian Shares (representing an approximate 6.3% interest in Dacian).

Under the Offer, subject to the satisfaction or waiver of the Conditions, Dacian Shareholders will be entitled to receive 0.0843 Genesis Shares for every 1 Dacian Share held. On successful completion of the Offer, Dacian Shareholders will hold approximately 23.7% of the Combined Group (on an undiluted basis),¹ enabling you to continue to have exposure to the future upside associated with Dacian's assets whilst mitigating and diversifying the risks you are exposed to by becoming part of a larger, and more diversified company.

The Combined Group is expected to have:

- an attractive portfolio of complementary high grade resource and existing large scale processing infrastructure in the Tier 1 Leonora-Laverton district;
- a combined Mineral Resource base of approximately 4.2Moz of gold, which is anticipated to increase with further systematic exploration;
- the ability to optimise exploration spend across the Combined Group's significant and more diversified exploration portfolio;
- a board and management team with a proven track record of developing and operating gold projects and delivering shareholder value;
- a strong balance sheet following completion of Genesis' A\$100m capital raising, which will allow the Combined Group to conduct a strategic review on Mt Morgans whilst investing in aggressive exploration to grow resources and reserves; and
- enhanced scale, market relevance and trading liquidity.

The Offer is subject to conditions, including Genesis acquiring a Relevant Interest in at least 50.1% of Dacian Shares on issue (on a fully diluted basis). The full terms and conditions of the Offer are set out in section 11 of this Bidder's Statement.

Why you should ACCEPT the Offer

Genesis strongly encourages you to **ACCEPT** the Offer for the following reasons:

- 1 The transaction represents a sensible regional consolidation combining the natural pairing of Genesis' high grade resources with Dacian's large scale mill to create a combined company with ~4.2Moz in resources strategically located in the Tier 1 Leonora-Laverton district. You will have continuing exposure to the combined assets and associated benefits, through Genesis shares.
- 2 The Offer represents a compelling opportunity to create a leading mid-tier ASX listed gold producer.
- 3 The Offer presents an opportunity to become a shareholder in Genesis which is led by an outstanding management team with a proven track record of growth and shareholder returns.

¹ This does not take into account the Genesis Shares to be issued under Tranche 2 of the Genesis Capital Raising, which is subject to Genesis Shareholder approval. See section 7.4 for further details.

- 4 The Dacian Directors unanimously recommend that Dacian Shareholders accept the Offer, in the absence of a superior proposal.
- 5 The Offer represents a substantial and attractive premium of:
 - 33% to the 5 day VWAP of Dacian Shares of \$0.082 on 1 July 2022 (being the last trading day in Genesis Shares and Dacian Shares before the Announcement Date);² and
 - 28% to the 10 day VWAP of Dacian Shares of \$0.087 on 1 July 2022.³
- 6 The Offer is subject to minimal and market standard conditions, including (among other things) a 50.1% minimum acceptance condition, no material acquisitions or disposals, no material adverse change and no prescribed occurrences in relation to Dacian. The full conditions of the Offer are set out in section 11.9 of this Bidder's Statement.
- 7 There are material risks in Dacian continuing as a stand-alone entity, which will be materially removed or mitigated through a combination with Genesis.
- 8 The strength of the Combined Group's balance sheet will reduce the likelihood or requirement for Dacian to raise further capital in the future to fund operations or ongoing exploration programs given Dacian's closure of open pit mining at Mt Morgans and underground mining at Westralia, which would likely have associated dilution impacts to Dacian Shareholders.
- 9 If the Offer is not successful and an alternative third party proposal does not emerge, the Dacian Share price may decline and may trade below the implied value of the Offer.
- 10 CGT roll-over relief should be available to eligible Dacian Shareholders if Genesis acquires 80% or more of Dacian Shares under the Offer.⁴
- 11 No brokerage fees will be payable (unless you are an Ineligible Foreign Shareholder or Small Parcel Shareholder).

For the reasons set out in this Bidder's Statement, I strongly encourage all Dacian Shareholders to **ACCEPT** the Offer.

Next steps

Detailed information about the Offer is set out in this Bidder's Statement. I encourage you to carefully read this Bidder's Statement in its entirety and consider the merits of this Offer as we have presented them.

I strongly encourage you to **ACCEPT** the Offer as soon as possible. Unless extended, the Offer is open until 5.00pm (Perth time) on 5 September 2022. To accept the Offer, you must follow the instructions in the accompanying Acceptance Form.

If you have any questions in relation to the Offer, please contact the Offer Information Line on 1300 397 908 (from within Australia) or +61 3 9415 4153 (from outside Australia) between 8.30am and 5.00pm (AEST time), Monday to Friday.

I look forward to receiving your acceptance and welcoming you as a Genesis Shareholder.



Tommy McKeith
Non-Executive Chairman
Genesis Minerals Limited

² Based on Genesis' 5 day VWAP of A\$1.296 per share on 1 July 2022

³ Based on Genesis' 10 day VWAP of A\$1.326 per share on 1 July 2022

⁴ The availability of CGT roll-over relief depends on various matters set out in section 9

Reasons why you should ACCEPT the Offer

The Offer provides significant benefits to you as a Dacian Shareholder. The key reasons why you should accept the Offer are as follows:

- 1 Logical regional consolidation of the Tier 1 Leonora-Laverton district**
- 2 Compelling opportunity to create a leading mid-tier ASX listed gold producer**
- 3 Outstanding management team with a proven track record**
- 4 The Offer is unanimously recommended by Dacian Directors, in the absence of a superior proposal**
- 5 The Offer represents an attractive and significant premium for your Dacian Shares**
- 6 The Offer is subject to minimal and market standard conditions**
- 7 Material risks of Dacian continuing as a stand-alone entity**
- 8 Reduced likelihood of future funding requirements and associated dilution risk**
- 9 Dacian's share price may fall if the Offer is unsuccessful**
- 10 You may be eligible for CGT roll-over relief**
- 11 You may not incur brokerage or stamp duty in accepting the Offer**

1. Logical regional consolidation of the Tier 1 Leonora-Laverton district

On successful completion of the Offer, Dacian Shareholders will hold approximately 23.7% of the Combined Group (on an undiluted basis), enabling Dacian Shareholders to continue to have exposure to the future upside associated with Dacian's assets whilst mitigating and diversifying the risks you are exposed to by becoming part of a larger, and more diversified company.

The Combined Group is expected to have:

- an attractive portfolio of complementary high grade resource and existing large scale processing infrastructure in the Tier 1 Leonora-Laverton district;
- a combined Mineral Resource base of approximately 4.2 million ounces of gold, which is anticipated to increase with further systematic exploration;
- the ability to optimise exploration spend across the Combined Group's significant and more diversified exploration portfolio;
- a strong balance sheet following completion of Genesis' A\$100 million capital raising, which will allow the Combined Group to conduct a strategic review on Mt Morgans whilst investing in aggressive exploration to grow resources and reserves; and
- enhanced scale, market relevance and trading liquidity.

2. Compelling opportunity to create a leading mid-tier ASX listed gold producer

The Combined Group has the potential to become a leading mid-tier ASX listed gold producer. Genesis has a long life, base case production target of approximately 150,000 ounces per annum derived from a combination of bulk open pit mining with a high grade sweetener from Ulysses.⁵ Genesis believes that with its management expertise, time and capital to grow the Combined Group's Mineral Resources and Ore Reserves, optimisation of the mine plan and building of run-of-mine stockpile, there is potential to further increase the production rate through expansion of the Mt Morgans mill.

3. Outstanding management team with a proven track record

Dacian Shareholders who decide to accept the Offer will become shareholders in an advanced gold explorer and developer with a proven management team and a track record of growth and shareholder returns.

Dacian Shareholders will have continuing exposure to the enlarged Genesis group which will benefit from the strategic consolidation of its high grade Ulysses ore with the nearby existing large scale Mt Morgans mill.

4. Unanimous recommendation from Dacian Directors, in the absence of a superior proposal

The Dacian Directors unanimously recommend that Dacian Shareholders accept the Offer, in the absence of a superior proposal.

If you accept the Offer made to you and the Offer becomes or is declared unconditional, you will receive 0.0843 Genesis Shares for every Dacian Share you hold.

As at the date of this Bidder's Statement, Genesis is not aware of any superior proposal having been received by Dacian and Dacian has not made Genesis aware of any party having an intention to make such a proposal.

⁵ See section 10.6(b) for further information.

5. The Offer represents an attractive and significant premium for your Dacian Shares

The all scrip offer represents an attractive and significant implied premium to Dacian Shareholders of:

- approximately 33% to the 5 day VWAP of Dacian Shares of \$0.082 and Genesis Shares of \$1.296 on and inclusive of 1 July 2022 (being the last trading day in Genesis Shares and Dacian Shares before the Announcement Date); and
- approximately 28% to the 10 day VWAP of Dacian Shares of \$0.087 and Genesis Shares of \$1.326 on and inclusive of 1 July 2022.

6. The Offer is subject to minimal conditions

The Offer is subject to minimal and market standard conditions, including (among other things) a 50.1% minimum acceptance condition, no material acquisitions or disposals, no material adverse change and no prescribed occurrences in relation to Dacian.

The full conditions of the Offer are set out in section 11.9.

7. Material risks of Dacian continuing as a stand-alone entity

There are material risks in Dacian continuing as a stand-alone entity, which include but are not limited to the following:

- If Dacian is unable to identify significant economic resources through exploration within a relatively short period, and existing stockpiles are depleted, it may need to place the Mt Morgans mill on care and maintenance for an indefinite period. This could not only involve material expense but could also limit the ability of Dacian to generate a return from this valuable asset, and could also increase the costs of resumption of mining if and when sufficient economic resources are subsequently identified.
- As a result of its recent \$12.6 million placement to Genesis, Genesis believes Dacian has sufficient funds to meet its expected cash needs during the Offer Period. However, Dacian may require ongoing capital raisings to fund its future exploration programs, costs associated with advancing projects to development in the future and, should it become necessary, the placing and maintaining of the Mt Morgans mill on care and maintenance after depletion of existing stockpiles. Any subsequent equity capital raising could be substantially dilutive for Dacian shareholders.

Please refer to section 2.4 of the Target's Statement for further information on the risks associated with Dacian continuing as a stand-alone entity. These risks would be materially removed or mitigated through a combination with Genesis.

8. Reduced likelihood of further dilution

Genesis successfully completed Tranche 1 of its Capital Raising on 11 July 2022, raising \$45.6 million. In addition, on 12 July 2022 Genesis completed the Dacian Placement for consideration of \$12.6 million. Assuming Genesis completes Tranche 2 of the Capital Raising to raise a further \$54.4 million, Genesis will have a 30 June 2022 pro-forma cash balance of approximately \$103 million and no debt.

If Genesis does not acquire at least 90% of Dacian Shares under the Offer, Dacian will not have access to this capital for its operations or exploration programs.

If the Offer is successful, the Combined Group will have the ability to use these funds for the Combined Group's assets, reducing the likelihood or requirement for Dacian to raise further capital in the future to fund operations or ongoing exploration programs, which would likely have associated dilution impacts to Dacian Shareholders.

9. Dacian's share price may fall if the Offer is unsuccessful

Since the Offer was announced, Dacian Shares have traded at a level that approximately reflects the implied value of the Offer.

If the Offer is not successful and an alternative third party proposal does not emerge, the Dacian Share price may decline and may trade below the implied value of the Offer.

10. You may be eligible for CGT roll-over relief

Dacian Shareholders may benefit from CGT scrip roll-over relief if Genesis is able to acquire at least 80% of all Dacian Shares.

Each Dacian Shareholder's tax position is different. Dacian Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

A summary of the general Australian income tax, stamp duty and GST consequences of the Offer for Dacian Shareholders is set out in section 9. However, Dacian Shareholders should not rely solely on the summary contained in section 9 in substitution for specific advice on their own affairs from a registered tax agent.

11. You may not incur brokerage or stamp duty in accepting the Offer

If you accept the Offer and your Dacian Shares are registered in an Issuer Sponsored Holding in your name, you will not incur brokerage on the transfer of your Dacian Shares to Genesis pursuant to the Offer.

If you accept the Offer and your Dacian Shares are registered in a CHESS Holding, or if you are a beneficial owner whose Dacian Shares are registered in the name of a Broker, bank, custodian, or other nominee, you should ask your Controlling Participant (usually your Broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.

If you sell your Dacian Shares on the ASX, rather than disposing of them via the Offer, you may incur brokerage charges (and, potentially, GST on those charges).

You will not be required to pay any stamp duty on the disposal of your Dacian Shares under the Offer or on the acquisition of Dacian Shares under the Offer.

1 Summary of the Offer

What is Genesis offering to buy?	<p>Genesis is offering to buy all Dacian Shares which it does not already own on the terms set out in this Bidder's Statement.</p> <p>You may only accept this Offer in respect of all of the Dacian Shares that you hold.</p>
What will you receive if you accept the Offer?	<p>If you accept the Offer, you will, subject to the satisfaction of the Conditions to the Offer, receive 0.0843 Genesis Shares for every 1 of Your Shares.</p> <p>If you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not receive Genesis Shares. Instead, you will be paid by the Nominee the net proceeds of the sale of the Genesis Shares you would have otherwise been entitled to. See section 11.8 for more information.</p>
When will you receive the Genesis Shares?	<p>Generally, Genesis will issue the Genesis Shares due to you under the Offer on or before the earlier of:</p> <ul style="list-style-type: none">• one month after this Offer is accepted or one month after all of the Conditions have been freed or fulfilled (whichever is later); and• 21 days after the end of the Offer Period. <p>Full details of when consideration will be provided are set out in section 11.7 of this Bidder's Statement.</p> <p>Ineligible Foreign Shareholders and Small Parcel Shareholders will be provided with the net proceeds of sale to which they are entitled under the Offer at a different time. See section 11.8 for more information.</p>
Do the Dacian Directors recommend the Offer?	<p>The Dacian Directors unanimously recommend that Dacian Shareholders accept the Offer in respect of all their Dacian Shares in the absence of a superior proposal.</p>
Will you need to pay brokerage or stamp duty on acceptances?	<p>If Your Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Genesis, you will not incur any brokerage fees or be obliged to pay stamp duty in connection with your acceptance of the Offer.</p> <p>If Your Shares are registered in a CHES Holding, or if you are a beneficial owner whose Dacian Shares are registered in the name of a broker, bank custodian or other nominee, you will not be obliged to pay stamp duty by accepting the Offer, but you should ask your Controlling Participant (usually your broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.</p>
When does the Offer close?	<p>The Offer closes at 5.00pm (Perth time) on 5 September 2022, unless it is extended under the Corporations Act.</p>

What risks are associated with the Offer?

You should carefully consider the risk factors that could affect the performance of Genesis and the Combined Group before deciding whether to accept the Offer. A summary of the key risk factors is set out in section 8.

Are there any conditions to the Offer?

The Offer is subject to a number of conditions, including (in summary form only):

- **(minimum acceptance)** Genesis obtaining a Relevant Interest in at least 50.1% of Dacian Shares;
- **(acquisitions and disposals)** Dacian not acquiring or disposing of any significant assets or entering into any significant transaction;
- **(no material adverse change)** no material adverse change occurring with respect to Dacian;
- **(no regulatory action)** no Public Authority restraining or preventing the Offer; and
- **(no prescribed occurrences)** no prescribed occurrences occurring.

Full terms of the conditions are set out in section 11.9 of this Bidder's Statement. Genesis strongly advises Dacian Shareholders to read the terms and conditions in full.

If the conditions of the Offer are not satisfied or waived by the closing date, the Offer will lapse and your acceptance will be void.

How do you accept the Offer?

You may only accept the Offer for all of Your Shares.

Issuer sponsored shareholders

If Your Shares are registered in an Issuer Sponsored Holding (such holdings will be evidenced by an 'I' appearing next to your holder number on the enclosed Acceptance Form), to accept this Offer, you must complete and sign the Acceptance Form enclosed with this Bidder's Statement and return it to the address indicated on the form before the Offer closes.

CHESS shareholders

If Your Shares are registered in a CHESS Holding (such holdings will be evidenced by an 'X' appearing next to your holder number on the enclosed Acceptance Form), you may accept the Offer by either:

- completing and signing the Acceptance Form enclosed with this Bidder's Statement and returning it to the address indicated on the form; or
- instructing your Controlling Participant (normally your broker) to accept the Offer on your behalf,

before the Offer closes.

Participants

If you are a Participant, acceptance of this Offer must be initiated in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the Offer closes.

Full details on how to accept the Offer are set out in section 11.3 of this Bidder's Statement.

Can you accept the Offer for part of your holdings?

No. You cannot accept for part of your holding. You can only accept the Offer for ALL of Your Shares.

Is the Offer open to exercised Dacian Options and converted Dacian Performance Rights?

Holders of Dacian Performance Rights whose Dacian Performance Rights vest and are converted into Dacian Shares during the Offer Period, will be able to accept the Offer in respect of the Dacian Shares that are issued to them.

Each Dacian Director has confirmed their intention, subject to and on Genesis acquiring a Relevant Interest in more than 50% of the Dacian Shares on issue and the Offer being declared unconditional, to take all action and exercise all discretion as reasonably necessary to cause all of the Dacian Performance Rights on issue to either vest and be exercised, or to lapse for nil or nominal consideration (if that has not already occurred).

The sole holder of Dacian Options, Mr Mick Wilkes, has entered into an Option Cancellation Deed with Genesis, a summary of which is set out in section 5.2(a).

Institutional Acceptance Facility

Genesis has established an institutional acceptance facility in relation to the Offer which is open to professional investors (as defined in section 9 of the Corporations Act) that hold or beneficially own at least 5,000,000 Dacian Shares. Dacian Shareholders who are not Eligible Professional Shareholders cannot participate in the Acceptance Facility.

See section 11.4 for further details on the operation of the Acceptance Facility including details to contact the Facility Agent.

What if you are an Ineligible Foreign Shareholder or hold a Small Parcel?

Ineligible Foreign Shareholders and Small Parcel Shareholders that accept the Offer will not receive Genesis Shares. Rather, the Genesis Shares that Ineligible Foreign Shareholders and Small Parcel Shareholders would have been entitled to receive will be issued to, and sold by, the Nominee and the net proceeds attributable to each Ineligible Foreign Shareholder or Small Parcel Shareholder will be paid to them by cheque in Australian dollars drawn on an Australian bank account.

Ineligible Foreign Shareholders and Small Parcel Shareholders should read section 11.8 which provides further information on Ineligible Foreign Shareholders, Small Parcel Shareholders and the Nominee sale process. Genesis' determination of whether a Dacian Shareholder is an Ineligible Foreign Shareholder or Small Parcel Shareholder is final.

Depending on the Ineligible Foreign Shareholder's particular circumstances, an amount may be withheld by Genesis from the (gross) cash proceeds and

paid to the Commissioner of Taxation on account of foreign resident capital gains withholding tax (see sections 9.4 and 11.7 for more information).

What happens if you do not accept the Offer?

You will remain a Dacian Shareholder and will not receive the consideration under the Offer.

If Genesis becomes entitled to compulsorily acquire Your Shares, it intends to proceed with the compulsory acquisition. If Your Shares are compulsorily acquired by Genesis, it will be on the same terms (including the same consideration for each Dacian Share acquired) as the Offer. Refer to sections 6.4 and 6.5 for details regarding Genesis' intentions if Genesis does not become entitled to compulsorily acquire Dacian Shares.

Where to go for further information?

For all queries in relation to the Offer, please contact the Offer Information Line on 1300 397 908 (within Australia) or +61 3 9415 4153 (outside Australia).

Please note that in order to comply with legal requirements, any calls to the above numbers will be recorded. Inquiries in relation to the Offer will not be received on any other telephone numbers of Genesis or its advisers.

Important notice

The information in this section 1 is a summary only of Genesis' Offer and is qualified by the detailed information set out elsewhere in this Bidder's Statement.

You should read the entire Bidder's Statement and the target's statement that Dacian will shortly be sending to you before deciding whether to accept the Offer.

2 Information on Genesis

2.1 Overview of Genesis

Genesis is an ASX gold explorer and developer in the Leonora region with a current resource of 39.3Mt @ 1.6g/t for 2.0Moz Au. The resource includes one of the highest grade ore sources in the region with a high grade portion at Ulysses of 1.75Mt @ 6.4g/t for 363koz Au. Genesis is confident of growing its group resources to over 2.5Moz and its group reserves to over 1Moz in the near term.

Genesis is driven by the ex-Saracen Minerals Limited management team of Raleigh Finlayson, Morgan Ball, Troy Irvin and Lee Stephens. See section 2.7 for further information regarding Genesis' executive team.

Further information about Genesis is available on its website at www.genesisminerals.com.au.

2.2 Genesis' business strategy

Genesis' five year business strategy is as follows:

<p style="text-align: center;">VISION</p> <p>“The premium Australian gold miner - Sustainable, high quality, +300koz pa”</p> <p>Fill the void with premium “Aussie-leader” characteristics</p> <p style="text-align: center;">+300koz pa Two+ operations Low all-in cost +7 years mine life Priority WA</p> <p>Deliver superior TSR</p>	<p style="text-align: center;">PEOPLE AND CULTURE</p> <p>Our Core Values drive our culture and leadership</p> <p style="text-align: center;">Proven Board and Management</p> <p style="text-align: center;">Skill set to move from exploration to production</p> <p style="text-align: center;">Unique remuneration opportunities - alignment with shareholders</p> <p style="text-align: center;">Progressive ESG</p> <p style="text-align: center;">Loyal, engaged and committed for the long term</p> <p style="text-align: center;">Thinking and acting like OWNERS - Target 100% of employees own Genesis shares</p>	<p style="text-align: center;">DISCOVERY</p> <p style="text-align: center;">Skilled, committed and stable geoscience team</p> <p style="text-align: center;">>40km highly prospective strike</p> <p style="text-align: center;">Full pipeline of near-mine and regional exploration targets</p> <p style="text-align: center;">Admiral / Orient Well / Puzzle - Virtually no exploration for >20 years</p> <p style="text-align: center;">Puzzle Corridor - April 2021</p> <p style="text-align: center;">Puzzle North discovery bodes well for more</p> <p style="text-align: center;">Ulysses to Orient Well - Targets include intersection of shear with dolerite units</p>
<p style="text-align: center;">ORGANIC GROWTH</p> <p>Management KPI's drive sustainable growth:</p> <p style="text-align: center;">1/3 Resource growth to 2.5Moz 1/3 Reserve growth to 1.0Moz 1/3 First gold production Long-term commitment</p>	<p style="text-align: center;">M&A</p> <p style="text-align: center;">Discipline first - Track record of sensible accretive M&A</p> <p style="text-align: center;">Strategy, process, team / capabilities, quality, value per share</p>	

<p>Deposits can be looked at differently on the back of “Saracen learnings”</p> <p>Bulk mining Future proofing De-risking</p> <p>Track record of discovery and accretive M&A</p> <p>Focused on Tier-1 Leonora District</p>	<p>OPTIONALITY - M&A just one-prong in a multi-pronged approach</p> <p>Exploration / Development / M&A pathways</p> <p>Leonora District - Long milling / short ore...”Home ground advantage”</p> <p>...consolidation makes sense</p> <p>Genesis is open for business</p>
--	--

2.3 Principal activities of Genesis and the Genesis Group

(a) Leonora Gold Project

The Leonora Gold Project, consisting of Ulysses, Admiral, Orient Well and Puzzle deposits, is located ~30km south of Leonora and 200km north of Kalgoorlie, in the mineral-rich and highly prospective Eastern Goldfields of WA.

The Leonora Gold Project lies 30km south of St Barbara’s Gwalia mine (6.5Moz of production, 2.1Moz of Ore Reserves and 5.5Moz of Mineral Resources) (see Figure 1).

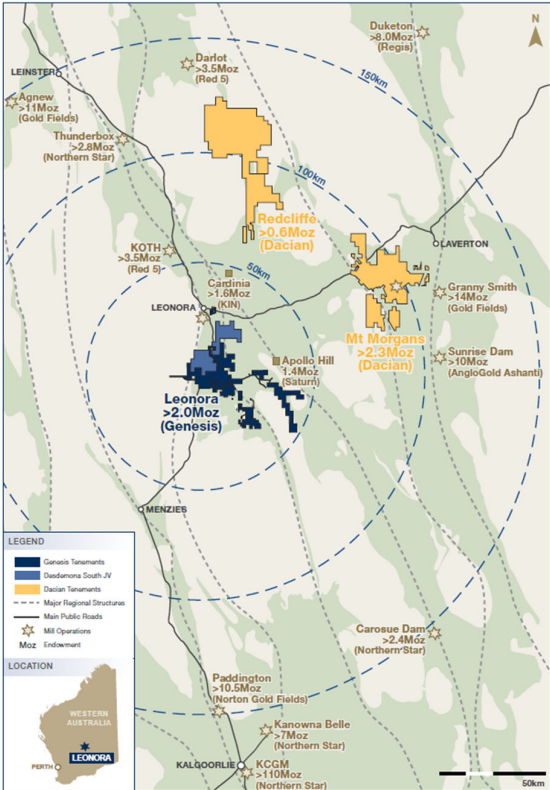


Figure 1: Leonora Gold Project location⁶

⁶ Figure 1 does not reflect Dacian’s Mineral Resources and Ore Reserves as set out in Dacian’s ASX announcement dated 27 July 2022 and entitled “2022 Mineral Resources and Ore Reserves update”.

Genesis acquired the Ulysses deposit in 2015 and, following initial exploration success, completed two open pit mining campaigns at the Ulysses West Pit in 2016 and 2017. Ore from Ulysses West was processed under a toll-treatment arrangement at the Paddington Mill (owned and operated by Norton Gold Fields Pty Ltd), located 160km south of Ulysses along the Goldfields Highway.

Genesis acquired the Admiral, Orient Well and Puzzle deposits in 2020 via the strategic \$13.5M acquisition of the adjoining Kookynie tenements, with the tenement package covering a 40km strike length of the Ulysses-Puzzle trend.

The current Mineral Resource of the Leonora Gold Project stands at 39.3Mt at 1.6g/t Au for 2Moz. A maiden Ore Reserve for the Leonora Gold Project is expected in FY 2023. This provides a strong foundation for Genesis' development as a future mid-tier Australian gold company.

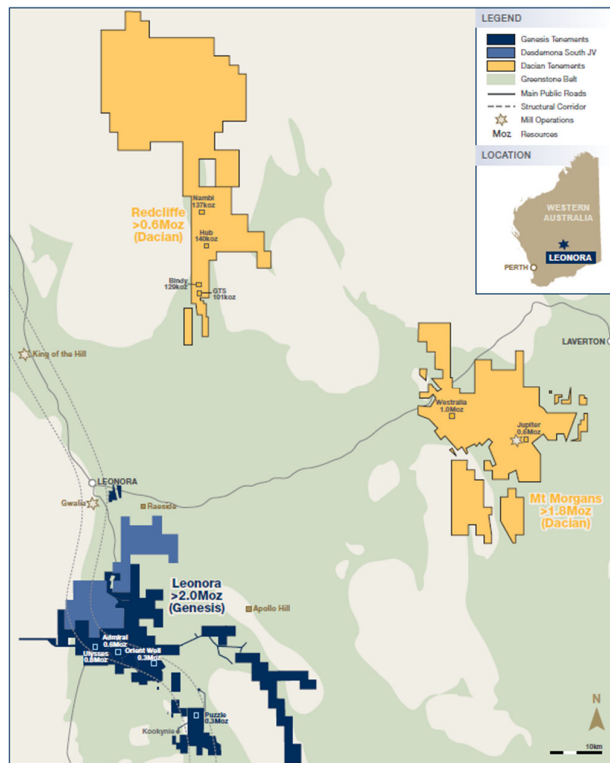


Figure 2: Leonora Gold Project tenements

Genesis is maintaining an aggressive drilling program across the Leonora Gold Project. All existing deposits remain open along strike and at depth. The average depth of drilling at the Leonora Gold Project of ~180m below surface is less than one quarter of the average of peers in the Leonora district.

Focus points in 2022 include extensional drilling at Admiral, Orient Well, Puzzle and Ulysses. Additionally, with control of more than 40km of strike of highly prospective ground immediately south of Leonora, Genesis has a full pipeline of near-mine and regional exploration targets.

There is significant opportunity for new discoveries, evidenced by the April 2021 discovery of Puzzle North.

Full details of the Leonora Gold Project Mineral Resource estimate are provided in Genesis' ASX announcement dated 29 March 2022 available at www.genesisminerals.com.au/announcements and are set out in Attachment B.

(b) Desdemona South JV

Genesis has the right to earn up to an 80% interest in the Desdemona South JV Gold Project via a Farm-in and Joint Venture (**JV**) agreement with Kin Mining Limited (ASX: KIN) (**KIN**).

The strategic ~156 km² tenement package sits immediately north, and contiguous to, Genesis' Leonora Gold Project.

The JV covers over 10 km of strike of mafic stratigraphy (similar to Ulysses) within the same regional structural corridor that controls gold mineralisation in the district.

The initial farm-in terms for the Desdemona South Project are as follows:

- Stage 1 expenditure: Genesis must incur expenditure of not less than A\$250,000 on the JV Area within 18 months of commencement. Genesis has met this requirement.
- Stage 2 expenditure: Genesis may earn a 60% interest in the JV area by incurring additional expenditure of A\$750,000 (bring total expenditure to A\$1,000,000) on the JV area within 36 months of commencement.

Once Genesis earns a 60% interest, KIN may elect to form a joint venture with participating interests of 60% Genesis and 40% KIN, or grant Genesis the right to elect to sole contribute or form a JV.

Once Genesis earns a 70% interest (if KIN does not elect to form a JV at 60%), KIN may elect to form a JV with participating interests of 70% Genesis and 30% KIN, or grant Genesis the right to elect to sole contribute or form a JV to move to 80%. Genesis would need to spend A\$2.6m in total to earn an 80% interest in the JV.

(c) Barimaia JV Gold Project

The Barimaia JV Gold Project is located in the Murchison District of Western Australia, 10 km south-east of the Mt Magnet Gold Mine, operated by Ramelius Resources Limited (ASX: RMS).

Genesis has earned an initial 65% interest in the project and has elected to form a joint venture for the continued development of the project.

(d) Exploration initiatives

With aggressive drilling continuing, the potential exists for further upside to be unlocked in 2022. All existing deposits remain open along strike and at depth. Genesis' focus points for the remainder of 2022 include extensional drilling at Admiral, Orient Well, Puzzle and Ulysses.

Additionally, with control of more than 40km of strike of highly prospective ground immediately south of Leonora, Genesis has a full pipeline of near-mine and regional exploration targets. There is significant opportunity for new discoveries, evidenced by the April 2021 discovery of Puzzle North.

2.4 Corporate activities

(a) Genesis Capital Raising

On 5 July 2022, Genesis announced a capital raising to raise up to \$100 million (before costs) (**Genesis Capital Raising**). The Genesis Capital Raising comprises the issue of 82,987,552 Genesis Shares at an issue price of \$1.205 per Genesis Share to institutional and sophisticated investors, and will be undertaken in two tranches as follows:

- Tranche 1: the unconditional placement of 37,835,323 Genesis Shares under Genesis' existing ASX Listing Rule 7.1 capacity. Tranche 1 of the Genesis Capital Raising completed on 11 July 2022; and
- Tranche 2: the conditional placement of 45,152,229 Genesis Shares, which will include the conditional placement of 1,618,259 Genesis Shares to existing and incoming Genesis Directors, subject to Genesis Shareholder approval to be sought at a general meeting of Genesis Shareholders to occur on 25 August 2022.

The Offer does not contain any conditions relating to the Genesis Capital Raising, and the Genesis Capital Raising is not conditional on the outcome of the Offer.

Funds raised under the Genesis Capital Raising will be applied as follows:⁷

- \$67.4 million on the development of the Ulysses project and exploration activities for the Combined Group's assets;
- \$12.6 million on the Dacian Placement; and
- \$20 million for other working capital and general corporate purposes.

(b) Dacian Placement

On 4 July 2022, Genesis entered into a conditional placement agreement with Dacian to subscribe for 123,910,441 Dacian Shares (**Dacian Placement Agreement**) for cash consideration of approximately \$12.6 million. The issue price for the placement was A\$0.102 per Dacian Share. The placement completed on 12 July 2022.

When combined with its interest under the Pre-Bid Agreement described in clause 10.4, the Dacian Placement gives Genesis voting power of approximately 16.6% in Dacian.

(c) Discussions with St Barbara

As noted in its announcements on 5 July 2022, Genesis continues to evaluate numerous regional opportunities, and discussions with St Barbara have recommenced and are ongoing.

Consolidation with St Barbara offers the potential to create an entity with:

- a dominant Mineral Resource and Ore Reserve position in Leonora;

⁷ Assumes Tranche 2 of the Genesis Capital Raising is approved by Genesis Shareholders and Genesis acquires 100% of Dacian pursuant to the Offer. The Offer is subject to a 50.1% minimum acceptance condition. If this condition is satisfied or waived, but Genesis does not acquire a 90% interest in Dacian, it will be unable to compulsorily acquire the remaining Dacian Shares. In this scenario, Dacian will remain a separate company, but will be consolidated by Genesis and have Genesis nominees appointed to its board. In these circumstances, the nature of any future Dacian capital raising will be determined by the Board of Dacian. To the extent Genesis is unable or unwilling to participate in such capital raising by Dacian, funds raised in the Capital Raising may be re-allocated for the development and exploration of Genesis' assets or for working capital purposes in Genesis' absolute discretion.

- operational and capital allocation flexibility through optimisation of deposits and regional processing infrastructure;
- sector-leading exploration upside; and
- size and quality to “fill the gap” between the ASX100 gold companies and the rest.

There can be no assurance, however, that these discussions will lead to a transaction being concluded with St Barbara. Accordingly, Dacian Shareholders are cautioned not to place undue reliance on the potential for further Leonora District consolidation when making decisions in relation to the Offer.

2.5 Genesis’ Mineral Resources

Genesis’ Mineral Resources as at 29 March 2022 by deposit are set out in Attachment B.

2.6 Directors

(a) Current Directors

As at the date of this Bidder’s Statement, the Genesis Directors are:⁸

Director	Experience and background
Tommy McKeith Non-Executive Chairman	<p>Tommy McKeith is a Geologist and highly-regarded mining executive with more than 30 years’ experience spanning a range of mine geology, exploration and business development roles across the international mining industry – including a distinguished career spanning nearly two decades with the major global gold producer Gold Fields Limited and its precursor companies in South Africa, Western Australia and Denver, Colorado.</p> <p>He spent six years as Executive Vice President (Growth and International Projects) at Gold Fields with responsibility for global greenfields exploration and project development – leading feasibility studies and mine construction for multi-billion-dollar project developments in the Philippines, Peru, Finland and Mali.</p> <p>He was also previously Chief Executive Officer of Troy Resources and has held non-executive Director roles at Sino Gold and Avoca Resources. He is currently non-executive Director of the leading mid-tier gold producer Evolution Mining (ASX: EVN) and Arrow Minerals Limited (ASX: AMD).</p>
Raleigh Finlayson Managing Director and CEO	<p>Raleigh Finlayson is a Mining Engineer with over 20 years of technical and operational experience in multiple disciplines including both underground and open pit operations. He was previously the Managing Director of Saracen Mineral Holdings (ASX: SAR) and Northern Star Resources (ASX: NST). During his 14 year tenure at Saracen, Mr Finlayson was initially the Chief Operating Officer responsible for the feasibility study and development of Saracen’s first operating gold mine, the Carosue Dam Operations.</p> <p>He was promoted to the role of Managing Director in 2013 and responsible for the acquisition and subsequent feasibility study and development of Saracen’s second operating gold mine, Thunderbox, and subsequently the purchase of</p>

⁸ As noted in Genesis’ announcement dated 5 July 2022, if Genesis acquires more than 50% of Dacian Shares on issue and the Offer is unconditional, it is proposed that Anthony Kiernan will join the Genesis Board as Non-Executive Chair. See sections 2.6(b) and 6.2 below.

Director	Experience and background
	50% of the KCGM Superpit from Barrick Gold. Saracen grew from a market cap of \$53m in 2008 to \$6.0bn in 2021 before merging with Northern Star.
Gerry Kaczmarek Non-Executive Director	<p>Gerry Kaczmarek has almost 40 years' experience working predominantly in the resource sector and specialising in accounting and finance and company management with several emerging and leading mid-tier Australian gold companies.</p> <p>He was Chief Financial Officer and Company Secretary for Saracen Mineral Holdings from 2012 to 2016. He served as Chief Financial Officer and Company Secretary at Troy Resources from 1998 to 2008 and again from 2017 to 2019. He is currently a director of Tungsten Metals Group Ltd. Earlier in his career, he held a range of positions with the CRA/Rio Tinto group and was Chief Financial Officer for a number of other Mid-Tier and Junior Mining Companies.</p>
Neville Power Non-Executive Director	<p>Neville Power was formerly the Managing Director and Chief Executive Officer of Fortescue Metals Group, one of the world's largest, lowest cost producers of iron ore, recognised for its unique culture, innovation and operational delivery.</p> <p>During his tenure, Fortescue more than quadrupled its production to over 170 million tonnes per annum and positioned itself as the lowest cost supplier of seaborne iron ore to China. Prior to joining Fortescue, Mr Power held Chief Executive Officer positions at Thiess and the Smorgon Steel Group adding to his extensive background in the mining, steel and construction industries.</p> <p>Mr Power's directorships include APM Human Services International Limited (ASX: APM), Strike Energy Limited (ASX:STX), Metals Acquisition Corporation (NYSE:MTAL.U), a Special Purpose Acquisition Corp.</p> <p>Mr Power recently completed the role of Chairman for the National COVID-19 Coordination Commission to assist with Australia's response to the COVID-19 virus pandemic.</p>
Michael Bowen Non-Executive Director	<p>Michael Bowen has been practicing corporate law for 35 years and has deep knowledge of the Australian resources sector and the regulatory regimes around mine development and operation.</p> <p>Michael is highly regarded for his advisory expertise on a broad range of domestic and cross-border transactions including mergers and acquisitions, capital raisings, re-constructions, risk management, due diligence and general commercial and corporate law. He is Non-Executive Chairman of Lotus Resources Limited (ASX: LOT) and Non-Executive Director of Omni Bridgeway Limited (ASX: OBL).</p>

(b) Proposed Directors

As announced by Genesis on 5 July 2022 and as noted in section 6.2 of this Bidder's Statement, if Genesis acquires a Relevant Interest of more than 50% of Dacian Shares then on issue and the Offer is unconditional, it is proposed that:⁹

⁹ Please refer to in section 6.2 for further detail regarding changes to the composition of the Genesis Board in these circumstances.

- the current Non-Executive Chair of Dacian, Mr Mick Wilkes, will resign from the Dacian Board and will join the Genesis Board; and
- Mr Anthony Kiernan AM, will join the Genesis Board as Non-Executive Chair.

The biographies of these proposed Directors are set out below:

Proposed Director	Experience and background
Mick Wilkes	<p>Mr Wilkes is a seasoned mining professional with over 35 years of experience in the industry, principally in gold and base metals. He has specialised in project development, construction and operations throughout his career.</p> <p>In the past 20 years he has been responsible as both a senior site manager and executive for the successful greenfield development of four major gold and copper mines, each creating substantial value for shareholders, local communities and Governments with aggregate annual production of over 600koz of gold and 200kt of copper. These developments included the Sepon Gold/Copper Mine in Laos, the Prominent Hill Copper/Gold Mine in South Australia, the Didipio Gold/Copper Mine in the Philippines, and the Haile Gold Mine in South Carolina, USA.</p> <p>Most recently Mr Wilkes was the President and CEO of Canadian and Australian listed OceanaGold Corporation, building the Company from a junior producer in New Zealand to a multinational mid-tier producer with four operations across three countries and a strong growth pipeline.</p> <p>He was recently a member of the Board Administration Committee for the World Gold Council and is currently a member of the Advisory Board for the Sustainable Minerals Institute at the University of Queensland. He is currently the Non-Executive Chair of Dacian and the Non-Executive Chair of Kingston Resources Limited.</p> <p>He holds a bachelor's degree in mining engineering from the University of Queensland and an MBA from Deakin University.</p>
Anthony Kiernan AM	<p>Anthony Kiernan is an experienced public company director and former solicitor, with an extensive career in the mining and exploration sectors spanning over 35 years. Mr Kiernan's previous roles include Chairman of Saracen Mineral Holdings prior to the company's merger with Northern Star Resources, Chairman of Venturex Resources and Chairman of Chalice Mining. Currently, Mr Kiernan serves as Chairman of Pilbara Minerals, Redbank Copper Ltd and Chair of the Fiona Wood Foundation.</p>

2.7 Management

Profiles of the key members of Genesis' executive management team are set out in the table below:

Executive	Experience and background
Raleigh Finlayson Managing Director and CEO	See section 2.6 above.

Executive	Experience and background
Morgan Ball Chief Commercial Officer	Mr Ball was formerly Chief Financial Officer at Saracen. He has significant financial, commercial and leadership experience, and was integral in financing Saracen's acquisition of 50% of the Kalgoorlie Super Pit in 2019. Prior to Saracen, Mr Ball was Managing Director of BC Iron Limited.
Troy Irvin Corporate Development Officer	Mr Irvin was formerly Corporate Development Officer at Saracen, with responsibilities in business development, investor relations and strategy. Prior to joining Saracen, Mr Irvin was Director - Institutional Sales at Argonaut.
Lee Stephens Executive General Manager - Operations	Mr Stephens spent more than 12 years at Saracen as General Manager, initially at the Carosue Dam mine followed by the Thunderbox mine. Mr Stephens played a central role in advancing Thunderbox from Feasibility Study into development and ultimately into production. More recently Mr Stephens was General Manager Open Pits at KCGM, leading the A\$250m open pit fleet replacement and more than doubling open pit mining rates to 75Mtpa.

2.8 Corporate governance

To the extent that they are applicable to Genesis, the Genesis Board has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations where the Genesis Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration, Genesis' corporate governance practices depart from a recommendation, the Genesis Board has disclosed the reasons for the departure in its Corporate Governance Statement for the financial year ended 30 June 2021, a copy of which can be found in Genesis' Appendix 4G dated 28 September 2021.

A summary of Genesis' corporate governance policies and procedures is available on its website at www.genesisminerals.com.au/corporate-governance.

2.9 Financial information on the Genesis Group

(a) Basis of presentation

The historical financial information in this section 2.9 has been taken from the audited financial statements of Genesis for the financial years ended 30 June 2020 and 30 June 2021 and the reviewed financial statements for the half year ended 31 December 2021. The full consolidated financial statements for the financial periods ended 30 June 2020, 30 June 2021 and 31 December 2021, including the notes to those financial statements, can be found in the corresponding annual reports or half year reports (as applicable) that are available at www.genesisminerals.com.au/reports.

The historical financial information set out in this section 2.9 is intended to provide an overview of Genesis' historical financial performance, position and cash flows, it shows the Genesis Group on a standalone basis and, accordingly, does not reflect any impact of the Offer. The historical financial information is not intended to provide the level of detail or understanding which is available from a review of the Genesis Group's published financial reports (which include the full financial accounts and the notes to those accounts) which are available on ASX or Genesis' website.

(b) Historical consolidated statement of financial position

The historical consolidated statement of financial position of the Genesis Group set out below has been derived from Genesis' audited consolidated statement of financial position for the financial years ending 30 June 2020 and 30 June 2021 and from the reviewed consolidated statements of financial position for the half year ended 31 December 2021. The consolidated statement of financial position set out below should be read in conjunction with the accompanying notes to Genesis' FY21 Annual Report, Genesis' FY20 Annual Report and Genesis' HY22 Interim Report.

\$'000	31 December 2021	30 June 2021	30 June 2020
CURRENT ASSETS			
Cash and cash equivalents	23,783	10,966	11,145
Trade and other receivables	31	79	141
Prepayments	10	25	14
TOTAL CURRENT ASSETS	23,824	11,070	11,300
NON-CURRENT ASSETS			
Plant and equipment	303	245	18
Exploration and evaluation assets	23,349	23,353	4,452
TOTAL NON-CURRENT ASSETS	23,651	23,598	4,469
TOTAL ASSETS	47,475	34,668	15,770
CURRENT LIABILITIES			
Trade and other payables	1,622	2,425	524
Provisions	275	234	141
TOTAL CURRENT LIABILITIES	1,897	2,658	665
NON-CURRENT LIABILITIES			
Provisions	8,687	8,101	-
TOTAL NON-CURRENT LIABILITIES	8,687	8,101	-
TOTAL LIABILITIES	10,584	10,759	665
NET ASSETS	36,891	23,909	15,105
EQUITY			
Issued capital	98,721	76,971	52,166
Reserves	26,326	2,058	1,709
Accumulated losses	(88,155)	(55,120)	(38,770)
TOTAL EQUITY	36,891	23,909	15,105

(c) Historical consolidated statement of profit or loss and other comprehensive income

The historical consolidated statements of profit or loss and other comprehensive income of the Genesis Group set out below have been derived from the audited consolidated statements of profit or loss and other comprehensive income for the financial years ending 30 June 2021 and 30 June 2020 and from the reviewed consolidated statements of profit or loss and other comprehensive income for the half year ended 31 December 2021. The consolidated statement of profit or loss and other comprehensive income set out below should be read in conjunction with the accompanying notes to Genesis' FY21 Annual Report, Genesis' FY20 Annual Report and Genesis' HY22 Interim Report.

\$'000	31 December 2021	30 June 2021	30 June 2020
Revenue	22	80	71
Expenditure			
Exploration and expenditure expenses	(7,111)	(14,352)	(4,576)
Salaries and employee benefits expenses	(845)	(792)	(527)
Corporate expenses	(470)	(571)	(409)
Administration costs	(335)	(326)	(353)
Depreciation expense	(29)	(40)	(9)
Share based payments expenses	(24,268)	(349)	(50)
Loss before income tax	(33,035)	(16,350)	(5,851)
Income tax expense	-	-	-
Loss	(33,035)	(16,350)	(5,851)
Other comprehensive loss, net of tax	-	-	-
Total comprehensive loss attributable to members of Genesis	(33,035)	(16,350)	(5,851)

(d) Historical consolidated statement of cash flows

The historical consolidated statement of cash flows of the Genesis Group set out below has been derived from Genesis' audited consolidated statement of cash flows for the financial years ending 30 June 2021 and 30 June 2020 and from the reviewed consolidated statements of cash flows for the half year ended 31 December 2021. The consolidated statement of cash flows set out below should be read in conjunction with the accompanying notes to Genesis' FY21 Annual Report, Genesis' FY20 Annual Report and Genesis' HY22 Interim Report.

\$'000	31 December 2021	30 June 2021	30 June 2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees	(1,184)	(1,589)	(1,198)
Payments for exploration and evaluation expenditure	(6,955)	(12,472)	(3,550)
Cash flow boost	-	38	63
Fuel tax credit	11		
Interest received	10	22	9
Net cash inflow/(outflow) from operating activities	(8,117)	(14,001)	(4,676)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation assets	(845)	(10,641)	(3,731)
Payments for plant and equipment	(86)	(267)	(20)
Net cash inflow/(outflow) from investing activities	(931)	(10,908)	(3,751)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issues of ordinary shares	22,068	25,641	17,164
Payments for share issue costs	(203)	(912)	(201)
Net cash inflow/(outflow) from financing activities	21,866	24,730	16,963
Net increase/(decrease) in cash and cash equivalents	12,817	(179)	8,536
Cash and cash equivalents at beginning of the period	10,966	11,145	2,610
Cash and cash equivalents at end of the period	23,783	10,966	11,145

(e) Subsequent material changes to historical financial information

On 5 July 2022, Genesis released its June 2022 quarterly report with a closing cash balance as at 30 June 2022 of A\$16.1 million and no debt.

On 5 July 2022, Genesis announced it had received firm commitments for the Genesis Capital Raising to raise up to A\$100 million (before costs). On 11 July 2022, Genesis received the approximately A\$45.6 million proceeds (before costs) from the first tranche of the Genesis Capital Raising. The second tranche of the Genesis Capital Raising is a conditional placement to raise a further approximately A\$54.4 million (before costs) subject to Genesis Shareholder approval to be sought at an extraordinary general meeting expected to occur on 25 August 2022.

On 12 July 2022, Genesis completed the Dacian Placement, subscribing for 123,910,441 Dacian Shares for total consideration of approximately A\$12.6 million.

Genesis' 30 June 2022 pro forma cash balance taking into account the Genesis Capital Raising and the Dacian Placement is approximately A\$103.5 million.

2.10 Publicly available information about Genesis

Genesis is a listed disclosing entity for the purposes of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Genesis is subject to the Listing Rules of ASX which require continuous disclosure of any information Genesis has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

ASX maintains files containing publicly disclosed information about all listed companies. Genesis' file is available for inspection at ASX during normal business hours. In addition, Genesis is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Genesis may be obtained from, or inspected at, an ASIC office.

On request to Genesis and free of charge, Dacian Shareholders may obtain a copy of:

- the FY21 Annual Report of Genesis (being the annual financial report most recently lodged with ASIC before lodgement of this Bidder's Statement with ASIC);
- any half-year financial report lodged with ASIC by Genesis after the lodgement of the annual financial report referred to above and before lodgement of this Bidder's Statement with ASIC; and
- any continuous disclosure notice given to ASX by Genesis since the lodgement with ASIC of the FY21 Annual Report of Genesis referred to above and before lodgement of this Bidder's Statement with ASIC.

A list of announcements made by Genesis to ASX since the lodgement of Genesis' FY21 Annual Report is contained in Attachment A.

3 Information on Genesis' securities

3.1 Genesis' issued securities

As at the date of this Bidder's Statement, Genesis has the following equity securities on issue:

Class	Existing number	Number on completion of the Genesis Capital Raising
Fully paid ordinary shares	290,070,810	335,223,039
Options	44,956,850	44,956,850
Performance Rights ¹⁰	10,825,000	10,825,000

3.2 Recent trading of Genesis Shares

Genesis Shares are quoted on ASX. Set out below is a table showing relevant trading prices of Genesis Shares on ASX:

Comparative trading price of Genesis Shares	Price
VWAP of Genesis Shares on ASX for the 10 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$1.248
VWAP of Genesis Shares on ASX for the 30 trading days up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$1.235
Highest trading price of Genesis Shares in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$1.985
Lowest trading price of Genesis Shares in the in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$1.125
Closing trading price of Genesis Shares traded on ASX on 1 July 2022, being the last trading day in Genesis Shares before the Announcement Date	\$1.205
Closing trading price of Genesis Shares traded on ASX on the Last Practicable Date prior to the date this Bidder's Statement was lodged with ASIC	\$1.300

¹⁰ If the Offer is completed and Genesis acquires 100% of Dacian pursuant to the Offer, it is expected that 7,216,668 Genesis Performance Rights will vest and convert to Genesis Shares. These Genesis Performance Rights are expected to vest in satisfaction of (1) the Combined Group having a delineated Mineral Resource of a minimum of 2,500,000oz of gold and (2) following first production of gold by the Combined Group. Of these 7,216,668 Genesis Performance Rights, 2,000,000 Genesis Performance Rights are held by Mr Raleigh Finlayson, 1,200,000 Genesis Performance Rights are held by each of Mr Morgan Ball and Mr Troy Irvin and 800,000 Genesis Performance Rights are held by Mr Lee Stephens. See Genesis' ASX announcements dated 22 September 2021 and 4 April 2022 for the terms of these Genesis Performance Rights.

3.3 Genesis' incentive plans

As at the date of this Bidder's Statement, Genesis has the following share plans in operation:

- the Genesis Incentive Option Plan approved by Genesis shareholders at a general meeting held on 4 September 2020, the terms and conditions of which are summarised in Genesis' notice of general meeting released to the ASX on 3 August 2020; and
- the Genesis Incentive Performance Rights Plan approved by Genesis shareholders at a general meeting held on 4 September 2020, the terms and conditions of which are summarised in Genesis' notice of general meeting released to the ASX on 3 August 2020.

3.4 Genesis' substantial holders

As at the Last Practicable Date prior to the date of this Bidder's statement, based on substantial holder notices lodged with ASX, the substantial holders of Genesis are:

Substantial holder	Number of Genesis Shares held	Voting power
Paradice Investment Management Pty Ltd	185,584,002*	8.71%
Eley Griffiths Group Pty Limited	14,899,138	5.14%

** Number of Genesis Shares held as specified in the most recent substantial shareholder notice released on ASX. Number of Genesis Shares have not been adjusted to account for Genesis' consolidation of capital on a 10-for-1 basis as approved at Genesis' Annual General Meeting held on 19 November 2021 and completed on 10 January 2022.*

3.5 Dividends

No dividends have been paid on Genesis Shares.

3.6 Rights and liabilities attaching to Genesis Shares

The Genesis Shares which will be issued as the consideration under the Offer will rank equally in all respects with existing ordinary shares in Genesis. Full details of the rights attaching to the Genesis' Shares are set out in its Constitution, a copy of which can be inspected at Genesis' registered office.

The following is a summary of the principal rights which attach to Genesis' Shares:

(a) Voting

Every holder of Genesis Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Genesis Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid Genesis Share held by him or her, and a proportionate vote for every partly paid Genesis Share, registered in such shareholder's name on Genesis' share register.

A poll may be demanded by the chairman of the meeting, by any five shareholders entitled to vote on the particular resolution present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting

rights of, or paid up value of, the Genesis Shares of all those shareholders having the right to vote on the resolution.

(b) Dividends

Dividends are payable out of Genesis' profits and are declared by the Genesis Directors.

(c) Transfer of shares

A shareholder may transfer Genesis Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating transfers in Genesis Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Genesis Directors.

The Genesis Directors may refuse to register any transfer of Genesis Shares, (other than a market transfer) where Genesis is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules (formerly the ASTC Settlement Rules). Genesis must not prevent, delay or interfere with the registration of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(d) Meetings and notices

Each Genesis shareholder is entitled to receive notice of and to attend general meetings for Genesis and to receive all notices, accounts and other documents required to be sent to Genesis shareholders under the Constitution of Genesis, the Corporations Act or the Listing Rules.

(e) Liquidation rights

If Genesis is wound up, the liquidator may, with the authority of a special resolution, divide among the Genesis shareholders in kind the whole or any part of the property of Genesis, and may for that purpose set such value as it considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Genesis shareholders or different classes of Genesis shareholders.

(f) Shareholder liability

As the Genesis Shares to be issued under the Offer will be fully paid ordinary shares, they are not subject to any calls for money by the Genesis Directors and will therefore not become liable for forfeiture.

(g) Alteration to the Constitution

The Constitution of Genesis can only be amended by a special resolution passed by at least three quarters of Genesis shareholders present and voting at the general meeting. At least 28 days' written notice, specifying the intention to propose the resolution as a special resolution must be given.

(h) ASX Listing Rules

While Genesis is admitted to the Official List of ASX, then despite anything in the Constitution of Genesis, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that

provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

4 Information on Dacian

4.1 Overview of Dacian

Dacian is an ASX listed Australian gold producer. Dacian's primary asset is the 100% owned Mt Morgans Gold Operation near Laverton and the Redcliffe Gold Project near Leonora, both in Western Australia, being approximately 750km north-east of Perth, Western Australia. Mt Morgans includes a 2.9Mtpa CIL treatment plant which is the only large, operating processing plant in the Laverton gold fields not in the hands of a major.

Dacian achieved production of approximately 90,800 ounces for the 30 June 2022 financial year, below its guidance of 93,000 to 97,000 ounces following delays in production from the underground mining operation.

As at 30 June 2022, Dacian had \$21.6 million in cash and gold on hand, and \$2 million in debt.

4.2 Principal activities of Dacian and the Dacian Group

Dacian's Mt Morgans Gold Operation is located 20km west of Laverton, being approximately 750km northeast of Perth in Western Australia. The mine area is an approximately 600 km² contiguous tenement package comprising predominantly granted mining leases.

The tenement package is situated in the Laverton gold district which is known to contain some 30 million ounces of gold, making it the second highest endowed gold district in Western Australia behind Kalgoorlie. The Laverton gold district is also the highest growth gold district in Australia over the last 25 years.

Located in close proximity to the processing plant, the Jupiter open pit has underpinned Dacian's production outlook. Mining operations at Jupiter provided base load ore feed to the processing plant prior to closure of open pit mining at Mt Morgans in June 2022.

Dacian recently released an update to its Minerals Resources and Ore Reserves. Key data from that update is as follows:

- Total Mineral Resource of 38.8Mt @ 1.8g/t for 2.2Moz
- Total Ore Reserves of 2.38Mt @ 1.3g/t for 101,000oz

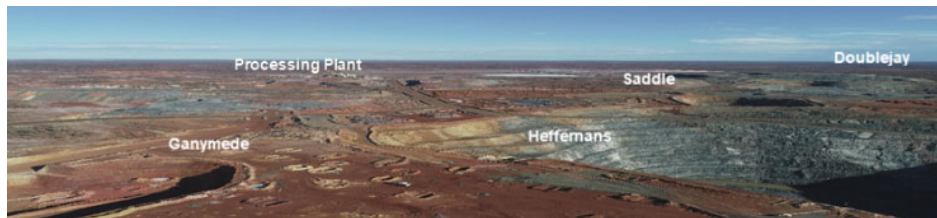


Figure 3: Image of Mount Morgans site

The Mt Morgans hard-rock processing plant is the only operating mill of size in the region not in the hands of a major. The large operating mill presents opportunity to economically pursue hub-and-spoke operation given economies of scale.



Figure 4: Mt Morgans Processing Plant

4.3 Corporate

(a) Dacian Placement

On 12 July 2022, Dacian completed the issue of 123,910,441 Dacian Shares to Genesis under the Dacian Placement for cash consideration of approximately \$12.6 million under its ASX Listing Rule 7.1 and 7.1A capacity. The proceeds from the Dacian Placement will be used to accelerate Jupiter extension drilling, exploration activities and Dacian's general working capital purposes.

(b) ANZ facility

On 11 November 2021, Dacian announced it had refinanced its existing syndicated debt facility with ANZ (**ANZ Facility**) on comparable terms to Dacian's previous facility. The ANZ Facility specifies a fixed repayment schedule with the final repayment of \$2 million due on 31 December 2022.

(c) Gold hedging

Dacian's gold hedging as at 30 June 2022 comprised 10,500 ounces at an average hedge price of \$2,667/ounce deliverable over the six months to December 2022.

4.4 Directors

As at the date of this Bidder's Statement, the directors of Dacian are:

- Mick Wilkes (Non-Executive Chair);
- Sue-Ann Higgins (Non-Executive Director); and
- Eduard Eshuys (Non-Executive Director).

4.5 Dacian's Mineral Resources and Ore Reserves

The consolidated Mineral Resource and Ore Reserve statement for Dacian's Mt Morgans Gold Operation and Redcliffe Projects is set out in Attachment C.

4.6 Financial information on the Dacian Group

(a) Basis of presentation

The historical financial information in this section 4.6 has been taken from the audited financial statements of Dacian for the financial years ended 30 June 2020 and 30 June 2021 and the reviewed financial statements for the half year ended 31 December 2021. The full consolidated financial statements for the financial periods ended 30 June 2020, 30 June 2021 and 31 December 2021, including the notes to those financial statements, can be found in the corresponding annual reports or half year reports that are available at www.daciangold.com.au/site/investors/reports/annual-reports.

The historical financial information set out in this section 4.6 is intended to provide an overview of Dacian's historical financial performance, position and cash flows, it shows Dacian on a standalone basis and, accordingly, does not reflect any impact of the Offer. The historical financial information is not an indication of future performance and does not reflect any adjustments for matters occurring after 31 December 2022. The historical financial information is not intended to provide the level of detail or understanding which is available from a review of Dacian's published financial reports (which include the full financial accounts and the notes to those accounts) which are available on ASX or Dacian's website.

(b) Historical consolidated statement of financial position

The historical consolidated statement of financial position of the Dacian Group set out below has been derived from Dacian's audited consolidated statement of financial position for the financial years ending 30 June 2020 and 30 June 2021 and from the reviewed consolidated statements of financial position for the half year ended 31 December 2021. The consolidated statement of financial position set out below should be read in conjunction with the accompanying notes to Dacian's FY20 Annual Report, Dacian's FY21 Annual Report and Dacian's HY22 Interim Report.

\$'000	31 December 2021	30 June 2021	30 June 2020
CURRENT ASSETS			
Cash and cash equivalents	26,917	35,942	51,976
Receivables	4,411	3,906	3,179
Inventories	17,286	19,431	20,382
Derivative financial instruments	-	-	45
TOTAL CURRENT ASSETS	48,614	59,279	75,582
NON-CURRENT ASSETS			
Property, plant and equipment	81,183	89,544	107,205
Exploration and evaluation assets	103,504	103,504	4,072
Mine properties	110,485	95,606	84,486
Deferred tax assets	13,106	13,070	13,374
TOTAL NON-CURRENT ASSETS	308,278	301,724	209,137
TOTAL ASSETS	356,892	361,003	284,719

\$'000	31 December 2021	30 June 2021	30 June 2020
CURRENT LIABILITIES			
Trade and other payables	29,439	26,228	21,016
Provisions	1,589	1,343	1,420
Borrowings	19,942	18,713	34,585
Other financial liabilities			261
TOTAL CURRENT LIABILITIES	50,970	46,284	57,282
NON-CURRENT LIABILITIES			
Provisions	28,504	28,771	21,195
Borrowings	8,374	8,911	43,600
TOTAL NON-CURRENT LIABILITIES	36,878	37,682	64,795
TOTAL LIABILITIES	87,848	83,966	122,077
NET ASSETS	269,044	277,037	162,642
EQUITY			
Issued capital	491,318	457,099	338,904
Share-based payments reserve	6,077	5,346	2,250
Accumulated losses	(228,351)	(185,408)	(178,512)
TOTAL EQUITY	269,044	277,037	162,642

(c) Historical consolidated statement of profit or loss and other comprehensive income

The historical consolidated statements of profit or loss and other comprehensive income of the Dacian Group set out below have been derived from the audited consolidated statements of profit or loss and other comprehensive income for the financial years ending 30 June 2020 and 30 June 2021 and from the consolidated statements of profit or loss and other comprehensive income for the half year ended 31 December 2021. The consolidated statement of profit or loss and other comprehensive income set out below should be read in conjunction with the accompanying notes to Dacian's FY21 Annual Report, Dacian's FY20 Annual Report and Dacian's HY22 Interim Report.

\$'000	31 December 2021	30 June 2021	30 June 2020
Revenue	77,916	241,623	270,047
Cost of goods sold	(106,067)	(216,920)	(264,996)
Gross profit/(loss)	(28,151)	24,703	5,051
Corporate employee expenses	(1,705)	(3,880)	(3,985)
Share-based employee expense	(731)	(1,294)	(1,712)

\$'000	31 December 2021	30 June 2021	30 June 2020
Finance costs	(968)	(2,575)	(6,644)
Exploration and growth	(9,531)	(20,318)	(9,148)
Other expenses	(1,857)	(4,092)	(4,304)
Losses on derivative instruments	-	(45)	(6,808)
Impairment loss on assets	-	-	(68,537)
Profit / (Loss) before income tax	(42,943)	(7,501)	(96,087)
Income tax (expense) / benefit	-	-	(20,377)
Net profit / (loss) for the period attributable to the members of the parent entity	(42,943)	(7,501)	(116,464)
Other comprehensive income for the period, net of tax	-	-	-
Total comprehensive profit/(loss) for the period attributable to the members of the parent entity	(42,943)	(7,501)	(116,464)

(d) Historical consolidated statement of cash flows

The historical consolidated statement of cash flows of the Dacian Group set out below has been derived from Dacian's audited consolidated statement of cash flows for the financial years ending 30 June 2020 and 30 June 2021 and from the reviewed consolidated statements of cash flows for the half year ended 31 December 2021. The consolidated statement of cash flows set out below should be read in conjunction with the accompanying notes to Dacian's FY20 Annual Report, Dacian's FY21 Annual Report and Dacian's HY22 Interim Report.

\$'000	31 December 2021	30 June 2021	30 June 2020
Cash flows from operating activities			
Gold sales	77,670	241,053	269,489
Interest received	25	143	330
Other income	246	570	557
Interest paid	(377)	(1,643)	(5,263)
Payments for exploration and growth	(9,497)	(19,622)	(8,820)
Payments to suppliers and employees	(68,598)	(165,022)	(233,334)
Net cash from operating activities	(531)	55,479	22,959
Cash flows from investing activities			

\$'000	31 December 2021	30 June 2021	30 June 2020
Payments for mine properties expenditure	(39,715)	(42,654)	(43,085)
Payments for plant and equipment	(1,169)	(3,595)	(2,993)
Proceeds from disposal/(acquisition) of assets	9	(420)	45
Net cash from investing activities	(40,875)	(46,669)	(46,033)
Cash flows from financing activities			
Proceeds from issue of share capital	35,905	27,793	98,351
Share issue transaction costs	(1,771)	(1,536)	(6,954)
Repayment of borrowings	(16,196)	(47,904)	(41,400)
Proceeds from borrowings	16,000	-	-
Transaction costs associated with borrowings	(280)	(519)	(1,269)
Premiums paid on put options	-	(265)	(6,712)
Repayment of lease liabilities	(1,277)	(2,413)	(2,481)
Net cash from financing activities	32,381	(24,844)	39,535
Net decrease in cash and cash equivalents	(9,025)	(16,034)	16,461
Cash and cash equivalents at beginning of period	35,942	51,976	35,515
Cash and cash equivalents at end of period	26,917	35,942	51,976

4.7 Dacian's strategic review and new focus

On 17 June 2022, Dacian announced that mining at Mt Morgans was being suspended and would cease by the end of June 2022. Dacian cited "the rapid change of the operating environment over the past 6 months, has seen significant inflationary cost pressures which resulted in an increase in cost base, prompting a review of the operating strategy".

The results of Dacian's review were as follows:

- open pit mining operations at Jupiter are to be suspended by the end of June 2022;
- underground operations to continue until the previously developed stopes have been mined in the first quarter of FY 2023;
- processing of existing stockpiles will commence in the first quarter of FY 2023; and
- drill testing to focus on Jupiter following continued encouraging results.

To facilitate the above change in strategic direction, Dacian's former Managing Director Leigh Junk resigned and Dale Richards was appointed as CEO.

On 5 July 2022, Dacian provided an operating update and noted that it expects to record an impairment of up to approximately \$140 million to write down the carrying value of underground and open pit development and exploration acquisition expenditure to align its net assets book value with the current market value. The changes to mining costs which have resulted in Dacian making the decision to halt open pit and underground mining, along with mining depletion for FY 2022, has impacted Dacian's Ore Reserve estimate. Dacian announced on 27 July 2022 that as a result of the review of its operating strategy, it has determined to withdraw its Ore Reserves for Mt Morgans. Dacian has also determined to remove the Mineral Resource estimates at Cameron Well and Jupiter Deep and reclassify them as exploration targets.

See section 6 for further information regarding Genesis' intentions for the Combined Group.

4.8 Disclaimer

Dacian is a listed disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Dacian is subject to the Listing Rules which require continuous disclosure of any information Dacian has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

In addition, Dacian is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Dacian may be obtained from, or inspected at, an ASIC office. A substantial amount of information about Dacian, including its ASX announcements, is available in electronic form on Dacian's website www.daciangold.com.au.

The most recent audited financial statements of Dacian for the year ended 30 June 2021 were lodged with the ASX on 22 October 2021. Dacian's reviewed financial statements for the half year ended 31 December 2021 were lodged with the ASX on 25 February 2022.

Further information about Dacian will be contained in its Target's Statement.

5 Information on Dacian's securities

5.1 Dacian's issued securities

According to documents lodged by Dacian with ASX as at the Last Practicable Date, the following securities in Dacian are currently on issue:

Class	Number
Fully paid ordinary shares	1,208,987,504
Performance Rights	10,189,569
Options	300,000

5.2 Dacian Convertible Securities

(a) Options

Dacian currently has 300,000 unlisted options on issue to Mr Mick Wilkes. The Dacian Options have an exercise price of \$0.28 per option and expire on 10 September 2026. The terms and conditions of the options are set out in Dacian's ASX announcement titled "Clarification – Appendix G" released on 15 September 2021.

Genesis has entered into an option cancellation agreement with Mr Wilkes dated 27 July 2022 in respect of all of the Dacian Options held by Mr Wilkes which are not exercised during the Offer Period in consideration for \$0.0573 for each Dacian Option (**Option Cancellation Deed**).

(b) Performance rights

According to documents lodged by Dacian with ASX as at the date of this Bidder's Statement, Dacian has the following Performance Rights on issue:

Class	Number
DCNAD	3,117,872
DCNAE	4,300,888
DCNAP	2,770,809

Each Dacian Director has confirmed its intention that, subject to and on Genesis acquiring a Relevant Interest in more than 50% of the Dacian Shares on issue and the Offer being declared unconditional, to take all action and exercise all discretion as reasonably necessary to cause all of the Dacian Performance Rights on issue to either vest and be exercised, or to lapse for nil or nominal consideration (if that has not already occurred).

5.3 Dacian's employee incentive plan

The shareholders of Dacian approved an Employee Securities Incentive Plan at a general meeting held on 30 November 2020, the terms and conditions of which are summarised in Dacian's notice of general meeting released to the ASX on 29 October 2020.

5.4 Dacian's substantial shareholders

As at the Last Practicable Date prior to the date of this Bidder's Statement, based on substantial holder notices lodged with ASX, the substantial holders of Dacian were:

Dacian Shareholder	Number	Percentage ¹¹
Genesis Minerals Limited	200,308,894	16.6%
Perennial Value Management Limited	79,805,609	6.6%
Gold Road Resources Limited	74,293,843	6.1%
Regal Funds Management	72,362,998	6.0%
Paradise Investment Management Pty Ltd	72,825,224	6.0%

5.5 Recent trading of Dacian Shares

Dacian Shares are quoted on ASX. Set out below is a table showing relevant trading prices of Dacian Shares on ASX:

Comparative trading period price of Dacian Shares	Price of Dacian Shares
Highest trading price in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$0.320
Lowest trading price in the 4 months up to and including the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$0.077
Closing trading price on 1 July 2022, being the last trading day in Dacian Shares before the Announcement Date	\$0.092
Closing price of Dacian Shares traded on ASX on the Last Practicable Date prior to the date of this Bidder's Statement being lodged with ASIC	\$0.105

¹¹ Based on 1,208,987,504 currently Dacian Shares on issue and excludes any new Dacian Shares to be issued on exercise or vesting of Dacian's convertible securities.

5.6 Dacian's dividend history

No dividends have been paid on Dacian Shares.

5.7 Interests in Dacian Shares

As at the date of this Bidder's Statement, Genesis' voting power in Dacian was 16.6% and Genesis had a Relevant Interest in 200,308,894 Dacian Shares.

5.8 Consideration provided by Dacian Shares during previous four months

Except for:

- the Relevant Interest in Dacian Shares acquired by Genesis pursuant to the Pre-Bid Agreement outlined in section 10.4 below; and
- the Dacian Shares issued to Genesis pursuant to the Dacian Placement Agreement outlined in section 2.4(b),

Genesis and its associates have not acquired or disposed of Dacian Shares during the period of four months before the date of this Bidder's Statement.

5.9 No collateral or other benefits

During the period of four months before the date of this Bidder's Statement, neither Genesis nor any associate of Genesis gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

- accept the Offer; or
- dispose of Dacian Shares,

and which is not offered to all holders of Dacian Shares under the Offer.

During the period from the date of this Bidder's Statement to the date before the date of the Offer, neither Genesis nor any associate of Genesis gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

- accept the Offer; or
- dispose of Dacian Shares,

and which is not offered to all holders of Dacian Shares under the Offer.

5.10 No escalation agreements

Neither Genesis nor any associate of Genesis has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

6 Intentions of Genesis

6.1 Introduction to intentions

This section 6 sets out the intentions of Genesis on the basis of facts and public information concerning Dacian which are known to Genesis as at the Last Practicable Date before the date of this Bidder's Statement, in relation to the following:

- the continued operation of Dacian;
- any major changes to be made to the operation of Dacian;
- the future employment of Dacian employees; and
- the compulsory acquisition of Dacian Shares and the removal of Dacian from the official list of ASX.

While Genesis has conducted due diligence on Dacian, Genesis does not have detailed knowledge of all material information necessary to reach final decisions as to its intentions. Genesis will only reach final decisions in light of material facts and circumstances at the relevant time and following completion of the review of Dacian's operations referred to below.

Accordingly, the statements set out in this section 6 are statements of current intentions only and may vary as new information becomes available or circumstances change.

6.2 Specific intentions relating to the composition of the Genesis Board and Dacian Board

If Genesis acquires a Relevant Interest of more than 50% of Dacian Shares then on issue and the Offer is unconditional, it is proposed that:

- the current Non-Executive Chair of Dacian, Mr Mick Wilkes, will resign from the Dacian Board and will join the Genesis Board;
- Dacian and its group entities will appoint to their respective boards a majority of Genesis nominee directors (see sections 6.3(e) and 6.4(a) below);
- Mr Anthony Kiernan AM, will join the Genesis Board as Non-Executive Chair; and
- current Genesis Directors, Mr Tommy McKeith and Mr Nev Power, will retire from the Genesis Board.

The biographies of Mr Kiernan AM and Mr Wilkes are set out in section 2.6(b).

6.3 Intentions on acquiring 90% or more of Dacian Shares

This section 6.3 describes Genesis' intentions if at the end of the Offer Period, Genesis:

- receives valid acceptances of at least 75% (by number) of the Dacian Shares not held by Genesis (and its Associates); and
- acquires a Relevant Interest in at least 90% (by number) of the Dacian Shares then on issue.

(a) Compulsory acquisition of Dacian Shares

If Genesis and its Associates collectively have Relevant Interests in at least 90% of Dacian Shares during, or at the end of the Offer Period, Genesis will give a notice pursuant to Part 6A.1

of the Corporations Act to compulsorily acquire all outstanding Dacian Shares, even if Dacian Shares to which those notices relate are issued after the Offer closes but before notices are given (pursuant to section 661A(4)(b) of the Corporations Act).

Dacian Shareholders should consult their legal advisors for a determination of their legal rights with respect to any compulsory acquisition.

The income tax consequences to a Dacian Shareholder of a compulsory acquisition may differ from the income tax consequences to such Dacian Shareholder accepting the Offer. See section 9 for further information on taxation considerations for Dacian Shareholders who dispose their Dacian Shares under the Offer.

(b) ASX listing

At the conclusion of the compulsory acquisition process, Genesis intends to arrange for Dacian to be removed from the official list of the ASX.

(c) Strategic review

Genesis intends to conduct a strategic review of Mt Morgans in the December half of 2022. The strategic review provides an opportunity to re-set strategy at Mt Morgans, without immediate mining pressure in a challenging cost environment. As part of this review, Genesis intends to focus on the following areas (amongst others):

- reviewing Dacian's existing deposits, exploration opportunities and priorities to assess their technical prospects, costs to maintain, expenditure commitments and overall commercial justification;
- reviewing the options available to utilise the assets and equipment at Mt Morgans, including potential relocations or reconfiguration of equipment;
- identifying additional targets in Dacian's tenement package that may warrant additional exploration activity to determine future potential development projects; and
- undertaking a general review of Dacian's operations in order to remove duplications and integrate Genesis' and Dacian's operational and corporate structures.

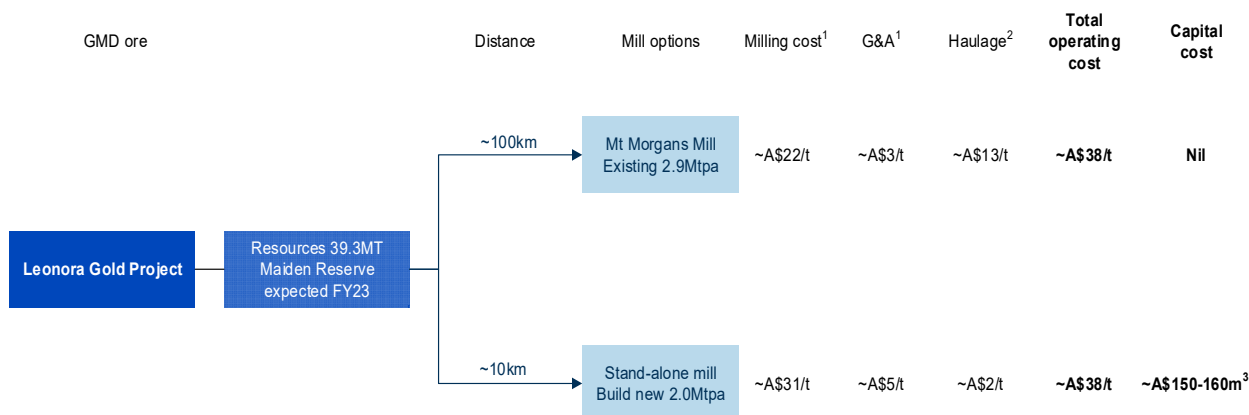
Potential outcomes of the review of Mt Morgans include the following:

- Process existing stockpiles at Mt Morgans, followed by care and maintenance.
- Continue milling at Mt Morgans under the management of the Combined Group.
- Re-start mining operations once a more accommodative cost and labour environment in Western Australia emerges.

In addition, the review will aim to optimise the Combined Group's operations, including through:

- accelerated development of Genesis' high-grade "shovel-ready" Ulysses project (including a core 363koz @ 6.4g/t; representing one of the highest-grades in the Leonora District);
- application of the ex-Saracen owner-operator open pit mining model (Kalgoorlie Super Pit; Thunderbox) to the Combined Group's assets;
- further consolidation in the Leonora-Laverton District; and

- combining production from the Combined Group's projects with the large-scale strategic milling infrastructure at Mt Morgans. In this regard, Genesis believes that utilising the Mt Morgans mill for processing future ore produced from the Leonora Gold Project will result in a capital saving of between A\$150 million to A\$160 million (compared to the cost of Genesis building a new stand-alone mill to process ore from the Leonora Gold Project), with no additional operating cost.¹² The basis for this potential capital saving is illustrated below:



Notes:

- Based on Genesis management estimates.
- Haulage cost assumes 13c/tkm for average 100km haul (assumes Genesis builds a haul road from its deposits to the Mt Morgans mill); 20c/tkm for average 10km haul (shorter cycle times).
- Market rate for an approximately 2.0Mtpa mill at GMD's Leonora Gold Project. Genesis has not undertaken detailed and current design and cost optimisation work in relation to the construction of a standalone mill, and this estimate should therefore be considered preliminary.

Genesis has a long life, base case production target of approximately 150,000 ounces per annum derived from a combination of bulk open pit mining with a high-grade sweetener from Ulysses.¹³ Genesis believes that with its management expertise, time and capital to grow the Combined Group's Mineral Resources and Ore Reserves, optimise the mine plan and build run-of-mine stockpile, there is potential to further increase the production rate through expansion of the Mt Morgans mill.

(d) Use of funding from the Genesis Capital Raising

Assuming completion of Tranche 2 of the Genesis Capital Raising (which is conditional on Genesis Shareholder approval to be sought at a general meeting of Genesis Shareholders on 25 August 2022), Genesis intends to apply the funds raised under the Genesis Capital Raising as follows:

- \$67.4 million on the development of the Ulysses project and exploration activities for the Combined Group's assets;
- \$12.6 million on the Dacian Placement; and

¹² As previously announced by Genesis on 5 July 2022, a maiden Ore Reserve is anticipated for Genesis' Leonora Gold Project in FY 2023.

¹³ Refer to the investor presentation announced by Genesis on 5 July 2022 and section 10.6(b) of this Bidder's Statement for further information.

- \$20 million for other working capital and general corporate purposes.

(e) Dacian Board

Genesis intends to replace all members of the Dacian Board with its own nominees. The identity of such nominee directors has not yet been finally determined, but it is expected they will be predominantly drawn from the current directors and management of Genesis.

See also section 6.2 above.

(f) ANZ Facility

As noted in section 4.3(b) above, the final repayment of \$2 million under Dacian's ANZ Facility is due on 31 December 2022. In addition, Dacian also has gold hedging arrangements in place which, as at 30 June 2022, comprised 10,500 ounces at an average hedge price of \$2,667/ounce deliverable over the six months to December 2022.

Following completion of the Offer, Genesis will assess whether to prepay or seek to maintain or extend the ANZ Facility in conjunction with ANZ. Genesis will also determine the requirements for the outstanding hedging (if any) at that time.

If required, Genesis will repay the amounts outstanding under the ANZ Facility and close any outstanding hedging earlier than the current 31 December 2022 schedule out of the cash reserves of the Combined Group.

(g) Impact on Dacian's executives and employees

As part of its strategic review, Genesis will evaluate the future operation and management requirements of the Combined Group. Depending on the outcome of this review, there may be changes to the staffing requirements of the Combined Group.

Genesis currently has only a small number of corporate and exploration staff, and very limited operational staff. Accordingly, most operational employees of Dacian will likely be required to continue the production operations of the Combined Group, subject to the outcomes of the strategic review. In addition, if Genesis acquires a Relevant Interest of more than 50% of Dacian Shares then on issue and the Offer is unconditional, it is proposed that the current Chief Executive Officer of Dacian, Mr Dale Richards, will be appointed Chief Geologist of Genesis. However, it is possible that certain corporate and administrative functions (for example, those relating to the maintenance of Dacian's listing on the ASX and some head office functions) may become redundant.

The extent and timing of any potential job losses cannot be fully predicted in advance of the strategic reviews to be undertaken by Genesis. Where practicable, Genesis will seek to minimise job losses through redeployment of the relevant Dacian employees into other parts of the Genesis business. If redundancies do occur, the relevant employees will be treated in accordance with their contractual and other legal entitlements.

6.4 Intentions on acquiring more than 50.1% but less than 90% of Dacian Shares

This section 6.4 describes Genesis' intentions if it were to acquire a Relevant Interest in at least 50.1% but less than 90% of Dacian's Shares on issue.

The ability of Genesis to implement any of the intentions set out in section 6.4 will be subject to, among other things:

- the legal obligations of the Dacian Directors to have regard to the interests of Dacian and Dacian Shareholders;

- the requirements of the Corporations Act relating to transactions between related parties; and
- potentially the Listing Rules relating to transactions between related parties.

These shareholder protections may limit or modify the implementation of the intentions outlined below. As a result of those requirements, the approval of minority Dacian Shareholders may be required for the implementation of some of the intentions outlined below.

Subject to the limitations noted above, Genesis' intentions for Dacian as a part owned controlled entity are as follows:

(a) Directors

Subject to the Corporations Act and Dacian's constitution, Genesis intends to seek to replace some of the members of the Dacian Board so that Genesis nominees constitute at least a majority of the members of the Dacian Board. No decision has been made at this stage about the identity of the proposed nominees to the Dacian Board or which current Dacian Directors would be removed.

See also section 6.2 above.

(b) Strategic review

If, following the Offer Period, Dacian becomes a controlled entity but not a wholly owned subsidiary of Genesis, it is the present intention of Genesis to attempt to procure that the Dacian Board implements the objectives outlined in section 6.3(c) to the extent possible and appropriate, noting the limitations outlined above.

Following the end of the Offer Period, Genesis would continue to monitor the performance of Dacian and as appropriate conduct a strategic review of Dacian's structure, assets, business, personnel and operations. Following this process, the executive management of Dacian may be enhanced or supplemented by Genesis, with a view to ensuring Dacian has the best possible skills and resources available to undertake its business.

(c) Funds raised under the Genesis Capital Raising

The use of funds raised under the Genesis Capital Raising set out in section 6.3(d) is based on the assumption that Genesis acquires 100% of Dacian pursuant to the Offer. The Offer is subject to Genesis obtaining a Relevant Interest in at least 50.1% of Dacian Shares (on a fully diluted basis). If this Condition is satisfied or waived by Genesis, but Genesis does not acquire a 90% Relevant Interest in Dacian, it will be unable to compulsorily acquire the remaining Dacian Shares. In this scenario, Dacian will remain a separate company, but will be consolidated by Genesis and have Genesis nominees appointed to the Dacian Board. In these circumstances, the nature of any future capital raising by Dacian will be determined by the Dacian Board. To the extent Genesis is unable or unwilling to participate in such capital raising by Dacian, funds raised in the Capital Raising may be re-allocated for the development and exploration of Genesis' assets or for working capital purposes in Genesis' absolute discretion.

(d) ASX listing

Genesis intends, subject to satisfying the relevant requirements, to remove Dacian from the official list of the ASX.

In relation to the removal of Dacian from the official list of the ASX, ASX guidance indicates that the usual conditions that ASX would expect to be satisfied in order for it to approve the removal of Dacian from the official list in the context of a successful takeover bid include:

- at the end of the Offer, Genesis owns or controls at least 75% of the Dacian Shares and the Offer has remained open for at least two weeks after Genesis attained ownership or control of at least 75% of the Dacian Shares; and
- the number of Dacian Shareholders (other than Genesis) having holdings with a value of at least \$500 is fewer than 150, and in such case, the ASX will not usually require Genesis to obtain Dacian Shareholder approval for Dacian's removal from the official list of the ASX.

In addition, the ASX may approve an application for Dacian to be removed from the official list of the ASX with shareholder approval and, where such removal is sought later than one month after the close of the Offer, Genesis would be entitled to vote on the resolution approving the removal.

If Dacian is removed from the official list of the ASX, there may be risks related to remaining as a minority shareholder in Dacian. These include reduced or non-existent liquidity if shareholders wish to sell their Dacian Shares.

(e) Further acquisition of interest in Dacian

Genesis may, at some later time, acquire further Dacian Shares in a manner consistent with the Corporations Act and any other applicable laws.

It is possible that, even if Genesis is not entitled to proceed to compulsory acquisition of minority holdings after the end of the Offer Period under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act; for example, as a result of acquisitions of Dacian Shares in reliance on the "3% creep" exception in item 9 of section 611 of the Corporations Act. If so, it may exercise those rights.

6.5 Intentions for Dacian if not controlled by Genesis

Genesis reserves its right to declare the Offer free from the 50.1% minimum acceptance Condition (or any other Condition) to the Offer. However, it has made no decision as to whether it will do so.

This section 6.5 describes Genesis' intentions if it were to declare the Offer free of the 50.1% minimum acceptance Condition and if Dacian does not become a controlled entity of Genesis.

In that circumstance:

- Genesis does not expect to be in a position to give effect to the intentions set out in sections 6.2, 6.3 or 6.4 of this Bidder's Statement; and
- Genesis' current intention is to continue to hold any stake in Dacian with a view to maximising returns for its investment (this may result in Genesis acquiring additional shares, to the extent permitted by law).

6.6 Limitations in giving effect to intentions

The ability of Genesis to implement the intentions set out in this section 6 will be subject to the legal obligations of the Genesis Directors to have regard to the interests of Genesis and all Genesis Shareholders, and the requirements of the Corporations Act and the Listing Rules relating to transactions between related parties. Genesis will only make a decision on the above mentioned courses of action following legal and financial advice in relation to those requirements.

7 Profile of the Combined Group

7.1 Overview of the Combined Group

Following completion of the Offer you will become a shareholder in a financially stronger company with a positive growth outlook and continue to participate in the growth of Dacian's business as its competencies are complementary to Genesis's compelling strategic platform. Following the completion of the Offer, the Combined Group will have:

- a pro-forma market capitalisation of \$581 million;¹⁴
- a strong balance sheet of approximately \$138 million cash and cash equivalents, and \$2 million debt;¹⁵
- an experienced and highly qualified management and exploration team with a proven track record of advancing exploration projects to production, based in Western Australia, with the skills and balance sheet to advance the assets efficiently and effectively; and
- an approximate 4.2Moz Mineral Resource exclusively in the world-class Leonora district, with a focus on growth through exploration and a pathway to production through the existing milling solution;
- the financial capacity and operational experience and exploration expertise to continue to grow the existing Mineral Resource, and to bring the combined assets back into production in due course.

The strategic benefits outlined above assume Genesis achieves 100% ownership in Dacian. Those strategic benefits may not be achievable or may only be achievable to a lesser extent at lower levels of Genesis ownership in Dacian.

¹⁴ Pro forma market capitalisation based on the Genesis Share price of \$1.300 (as at the Last Practicable Date prior to this Bidder's Statement) multiplied by Genesis' pro forma ordinary shares diluted using the Treasury Stock Method, including Genesis Shares issued to Dacian Shareholders under the Offer, Genesis Shares issued to holders of Dacian Performance Rights during the Offer Period and Genesis Shares issued under Tranche 2 of the Genesis Capital Raising.

¹⁵ Based on Genesis' and Dacian's 30 June 2022 unaudited cash and cash equivalents, and debt balance, plus gross proceeds of A\$100 million raised under the Genesis Capital Raising assuming Tranche 2 of the Genesis Capital Raising is approved by Genesis Shareholders.

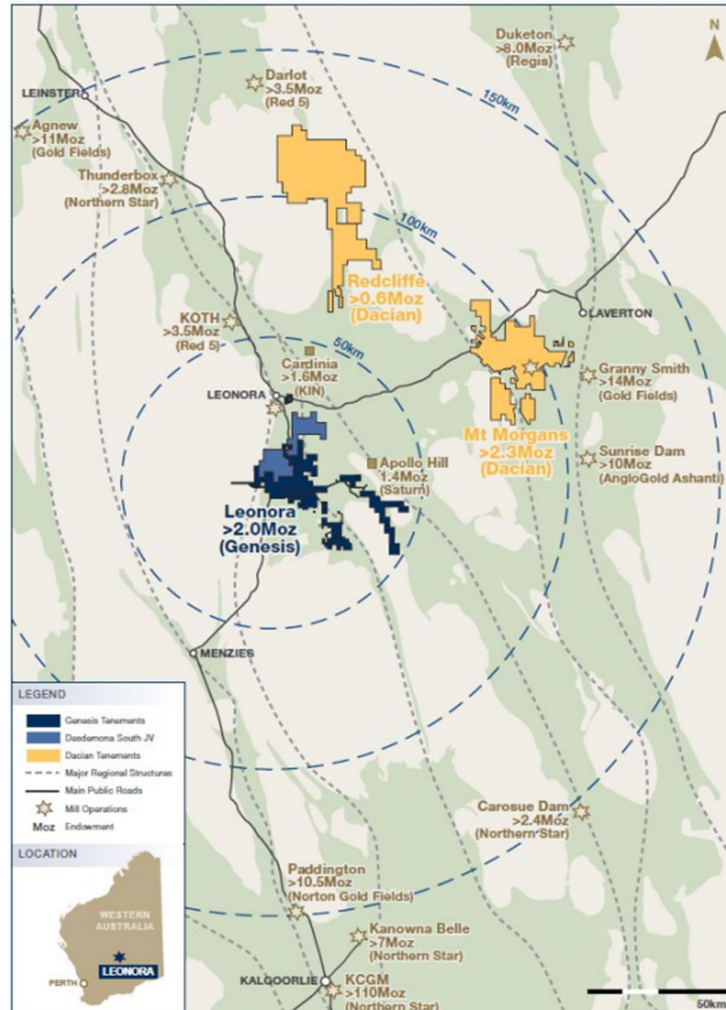


Figure 5: Map showing location of Combined Group assets¹⁶

7.2 Strategic and operational review

As described in section 6.3, following completion of the Offer, Genesis intends to conduct a review of Dacian's and the Combined Group's operations covering the strategic, financial and operating matters outlined in that section.

The outcome of this review has the potential to identify synergies that may result in cost savings for the Combined Group. Other than the potential capital savings associated with utilising the Mt Morgans mill to process future ore produced from the Leonora Gold Project as set out in section 6.3(c), Genesis has not yet quantified these potential synergies.

7.3 Effect of the Offer on Combined Group's Mineral Resources and Ore Reserves

If the Offer is successful, the Combined Group will have 4.2Moz of Mineral Resources at an average grade of 1.7g/t and Ore Reserves of 101koz at an average grade of 1.3g/t.

A maiden Ore Reserve is anticipated for Genesis' Leonora Gold Project in FY 2023.

¹⁶ Figure 5 does not reflect Dacian's Mineral Resources and Ore Reserves as set out in Dacian's ASX announcement dated 27 July 2022 and entitled "2022 Mineral Resources and Ore Reserves update".

Please refer to Attachment D for further information regarding the Combined Group's Mineral Resources and Ore Reserves.

7.4 Capital structure of the Combined Group

Under the Offer, Genesis is offering to issue Genesis Shares to Dacian Shareholders. The actual number of Genesis Shares on issue at completion of the Offer will depend on the level of acceptances of the Offer and the number of Dacian Performance Rights converted into Dacian Shares during the Offer Period.

The potential effect of the Offer on Genesis' capital structure, assuming Genesis acquires 100% of Dacian but prior to completion of Tranche 2 of the Genesis Capital Raising, is summarised in the table below:

Capital structure of the Combined Group	Number held by Genesis Shareholders	Number held by Dacian Shareholders	Total for Combined Group ¹⁸
Ordinary shares ¹⁹	297,287,478	92,330,977	389,618,455
Performance Rights	3,608,332	Nil ²⁰	3,608,332
Options	44,956,850	Nil ²¹	44,956,850
Total	345,852,660	92,330,977	438,183,637
Diluted percentage ²²	78.9%	21.1%	100.0%
Diluted percentage (TSM) ²³	77.0%	23.0%	100.0%
Undiluted percentage	76.3%	23.7%	100.0%

¹⁷ The table above excludes Tranche 2 of the Genesis Capital Raising. The percentage interest of Dacian Shareholders in the Combined Group will be 19.1% on a diluted basis and 21.2% on an undiluted basis assuming Tranche 2 of the Genesis Capital Raising is completed.

¹⁸ Assumes no new securities are issued by Genesis, other than as contemplated under the Offer contained in this Bidder's Statement and as a result of 7,216,668 Genesis Performance Rights vesting as described in section 3.1. Excludes Tranche 2 of the Genesis Capital Raising.

¹⁹ Assumes that the Offer is accepted by all Dacian Shareholders and the conditions to the Offer are satisfied or waived prior to the close of the Offer Period.

²⁰ Assumes all Dacian Performance Rights vest and accept into the Offer.

²¹ Assumes all Dacian Options are cancelled under the Option Cancellation Agreement.

²² Diluted to include all Genesis Performance Rights and Genesis Options.

²³ Diluted under the Treasury Stock Method to account for in the money options and performance rights.

The potential effect of the Offer on Genesis' capital structure, assuming Genesis acquires 100% of Dacian and completion of Tranche 2 of the Genesis Capital Raising, is summarised in the table below:

Capital structure of the Combined Group	Number held by Genesis Shareholders	Number held by Dacian Shareholders	Total for Combined Group
Ordinary shares ²⁴	342,439,707	92,330,977	434,770,684
Performance Rights	3,608,332	Nil	3,608,332
Options	44,956,850	Nil	44,956,850
Total	391,004,889	92,330,977	483,335,866
Diluted percentage	80.9%	19.1%	100.0%
Diluted percentage (TSM)	79.4%	20.6%	100.0%
Undiluted percentage	78.8%	21.2%	100.0%

7.5 Substantial holders of the Combined Group

Based on information known to Genesis at the time of this Bidder's Statement and the information provided by Dacian at section 4, the table below summarises the substantial shareholders of the Combined Group assuming that Genesis acquires 100% of Dacian Shares under the Offer.

Name	Number of Genesis Shares held following completion of the Offer	Current Relevant Interest in Genesis	Relevant Interest following completion of the Offer
Paradice Investment Management Pty Ltd	30,296,050 ²⁵	8.71%	8.38%

7.6 Offer Consideration

The consideration for the acquisition of the Dacian Shares to which the Offer relates will be satisfied by the issue of Genesis Shares. Based on the number of Dacian Shares on issue as at the Last Practicable Date, the maximum number of Genesis Shares which would be required to be issued under the Offer if every Dacian Shareholder accepted the Offer is 91,471,996 Genesis Shares.²⁶

In addition, if during the Offer Period, all Dacian Performance Rights on issue as at the Last Practicable Date before the date of this Bidder's Statement are converted and the Offer is

²⁴ Assumes the completion of Tranche 2 of the Genesis Capital Raise.

²⁵ Based on latest substantial notice plus subscription under the Genesis Capital Raising. Assumes Tranche 2 Placement is completed.

²⁶ Genesis expects that the number of Genesis Shares to be issued under the Offer will be lower than this amount due to Ineligible Foreign Shareholders and Small Parcel Shareholders not being entitled to receive Genesis Shares as consideration for their Dacian Shares pursuant to the Offer. See sections 10.7(d) and 11.8 for further information.

accepted in respect of the Dacian Shares issued, then an additional 858,981 Genesis Shares would be issued.²⁷ Genesis has the capacity to issue the maximum number of Genesis Shares which it may be required to issue under the Offer. Genesis intends to apply for the quotation of Genesis Shares issued under the Offer on the ASX within 7 days of the date of the Offer in accordance with the Corporations Act (see section 11.12).

The Offer itself is not subject to any financing conditions.

7.7 Pro forma historical financial information for the Combined Group

(a) Basis of presentation

Set out below are the historical statements of financial position of Genesis and Dacian as of 31 December 2021 (together, **Historical Financial Information**) and the pro forma historical statement of financial position in relation to the Combined Group as of 31 December 2021 (**Pro Forma Historical Financial Information**). The Historical Financial Information contained in section has been extracted from Genesis' HY22 Interim Report, lodged with ASX on 10 March 2022, and Dacian's HY22 Interim Report, lodged with ASX on 25 February 2022. Copies of the reviewed interim financial reports can be found on their respective websites, being www.genesisminerals.com.au and www.daciangold.com.au.

The Pro Forma Historical Financial Information has been prepared to reflect the acquisition of Dacian by Genesis pursuant to the Offer, assuming that the Offer becomes unconditional and the level of acceptances result in Genesis acquiring 100% of Dacian. The Pro Forma Historical Financial Information is provided for illustrative purposes only and is prepared on the assumption that Dacian became a wholly-owned subsidiary of Genesis on 31 December 2021. It does not illustrate the financial position that may be contained in future financial statements of Genesis and does not contain all disclosures required for a financial report under the Corporations Act. The Pro Forma Historical Financial Information should be read in conjunction with the risk factors in section 8, other information contained in the Bidder's Statement, the accounting policies of Genesis and Dacian as disclosed in their most recent respective annual reports and information disclosed by the companies on ASX.

²⁷ As noted in section 5.2(a), it is proposed that the 300,000 Dacian Options on issue will be cancelled in accordance with the Option Cancellation Deed.

(b) Combined Group Pro Forma Historical Financial Information

A\$m	Historical as at 31 December 2021		Historical Pro Forma as at 31 December 2021			
	Genesis	Dacian	Genesis after capital raisings (1), (2)	Dacian (3)	Adjustments (4)	Combined Group
ASSETS						
Cash and cash equivalents	23.8	26.9	108.2	26.9	2.5	137.6
Trade and other receivables	0.0	4.4	0.0	4.4		4.4
Investments accounted for using the equity method			12.6	0	-12.6	-
Inventories		17.3	0.0	17.3		17.3
Prepayments	0.0		0.0	0		-
Plant and equipment	0.3	81.2	0.3	81.2		81.5
Exploration and evaluation assets, and Mine properties	23.3	214.0	23.3	55.2		78.5
Deferred tax assets		13.1	0.0	13.1		13.1
TOTAL ASSETS	47.5	356.9	144.5	198.1		332.4
LIABILITIES						
Borrowings		28.3	0.0	28.3		28.3
Trade and other payables	1.6	29.4	1.6	29.4		31.0
Provisions – Current	0.3	1.6	0.3	1.6		1.9
Provisions - Non Current	8.7	28.5	8.7	28.5		37.2
TOTAL LIABILITIES	10.6	87.8	10.6	87.8		98.4
NET ASSETS	36.9	269.0	133.9	110.3		234.0

(c) Pro forma adjustments

The following pro forma adjustments have been made for the purposes of preparing the Pro Forma Historical Financial Information:

Note 1: The pro forma adjustment increases cash relating to both tranches of the Genesis Capital Raising announced on 5 July 2022. Tranche 1 of the Genesis Capital Raising completed on 12 July 2022, with 37,835,323 Genesis Shares being issued, raising a total of \$45.6 million (before costs). Tranche 2 of the Genesis Capital Raising remains subject to Genesis Shareholder approval to be sought at a general meeting of Genesis Shareholders to occur on 25 August 2022. If approved, a further 45,152,229 Genesis Shares will be issued, raising a total of \$54.4 million (before costs).

	Genesis Shares	Amount raised (before costs) (A\$m)	Estimated capital raising costs (A\$m)	Net of costs (A\$m)
Tranche 1	37,835,323	\$45.6	\$1.4	\$44.2
Tranche 2	45,152,229	\$54.4	\$1.6	\$52.8
Total	82,987,552	\$100.0	\$3.0	\$97.0

Note 2: The pro forma adjustment includes the issue of 123,910,441 Dacian Shares to Genesis for cash consideration of approximately \$12.6 million under the Dacian Placement Agreement. The placement completed on 12 July 2022.

Note 3: Fair value of Dacian net assets has been assumed to be equal to the implied purchase price. This is an assumption only. Following completion of the Offer, a detailed valuation of the assets and liabilities of Dacian will be undertaken to ascertain the fair value of the assets and liabilities acquired. Therefore, the figures above are illustrative only and the actual impact of the acquisition accounting will differ from that presented above.

Note 4: The adjustments provide for the elimination of the investment under the Dacian Placement Agreement on 100% acquisition of Dacian by Genesis. Adjustments also include estimated costs including stamp duty associated with the acquisition of Dacian by Genesis.

(d) Pro forma adjustments if Genesis controls only 50.1% of Dacian

In the event that at the end of the Offer Period Genesis only controls 50.1% of Dacian Shares, the Pro Forma Historical Financial Information as at 31 December 2021 presented above would remain as is given Genesis would still be able to consolidate Dacian for accounting purposes, but Genesis would have a negative line item on its balance sheet to account for the non-controlling interests of the minority shareholders.

(e) Notes to Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information as at 31 December 2021 has been prepared in a manner consistent with the recognition and measurement principles contained in Australian Accounting Standards, applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as if those events or transactions had occurred as at 31 December 2021.

A preliminary assessment of the Genesis and Dacian accounting policies has not identified any material differences in accounting policies adopted.

The financial impact of Dacian adopting Genesis' accounting policy on acquisition by Genesis is not known and will be subject to the fair value assessment of Dacian's exploration and evaluation assets at the date of acquisition.

In preparing the Pro Forma Historical Financial Information, no adjustments have been made to reflect the operating efficiencies and administrative cost savings that may result from the operations of the Combined Group (as compared to those of Genesis and Dacian as separate entities). Further, the Pro Forma Historical Financial Information does not reflect all transactions which may have occurred since 31 December 2021, as discussed further below.

Genesis released its June Quarterly Report on 5 July 2022 where it reported ending 30 June 2022 cash balance of \$16.1 million and no debt. Dacian also provided an operating update on 5 July 2022 where as at 30 June 2022, it had \$21.6 million in cash and gold on hand, and \$2 million remaining in debt, having made debt repayment of \$14 million between 31 December 2021 and 30 June 2022. These items are not reflected in the above Combined Group Pro Forma Financial Information as at 31 December 2021.

7.8 Forecast financial information for the Combined Group

The Genesis Board has given consideration as to whether a reasonable basis currently exists to produce forecast financial information in relation to the Combined Group. The Genesis Board has concluded that any forecast financial information would have the potential to be misleading and a reasonable basis does not exist for producing such financial forecasts that would be sufficiently meaningful and reliable. This is mainly due to Genesis' exploration and development focus, the uncertainty of commodity prices and the strategic review of Dacian and its assets as detailed in section 6.

8 Risk factors

8.1 Overview of risk factors

If the Offer becomes unconditional, Dacian Shareholders who accept the Offer will become Genesis shareholders, and Genesis will acquire an interest in Dacian.

In that event, Dacian Shareholders will continue to be indirectly exposed to the risks associated with having an interest in Dacian. A number of risks and uncertainties, which are both specific to Genesis and the Combined Group and of a more general nature, may affect the future operating and financial performance of the Combined Group and the value of Genesis Shares. There are also additional risks relating to the Offer and the Combined Group, to which Dacian Shareholders will be exposed through their holding of Dacian Shares. There are also numerous widespread risks associated with investing in the share market generally as well as specific risks associated with Genesis' business. These risk factors are largely beyond the control of Genesis and its Directors because of the nature of Genesis' business. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

This section does not take into account the investment objectives, financial situation, position or particular needs of Dacian Shareholders. You should carefully consider the following risk factors, as well as the other information provided by Genesis, and consult your financial and legal advisers before making a decision as to whether to accept the Offer.

8.2 Risks relating to the Offer

(a) Issue of Genesis Shares as consideration

Dacian Shareholders are being offered consideration under the Offer that consists of a specified number of Genesis Shares, rather than a number of Genesis Shares with a specified market value. As a result, the value of the consideration will fluctuate depending on the market value of the Genesis Shares.

Furthermore, under the Offer, Genesis will issue a significant number of Genesis Shares. Some Dacian Shareholders may not intend to continue to hold their Genesis Shares and may wish to sell them on ASX. There is a risk that if a significant number of Dacian Shareholders seek to sell their Genesis Shares, this may adversely impact the price of Genesis Shares.

(b) Due diligence

Information relating to Dacian that has been presented in, or omitted from, this Bidder's Statement, including all Dacian financial information, has been based on publicly available information. Genesis has only had the opportunity to carry out limited non-public due diligence in respect of Dacian. Any inaccuracy or omission in such publicly available information may adversely affect the results of operations of the Combined Group.

In addition, Dacian may be a party to contracts that grant the counterparty certain rights (including review or termination) on a change of control of Dacian. An exercise of these rights by a counterparty may adversely affect Dacian or the Combined Group.

Dacian Shareholders should also note there are no assurances that any due diligence conducted to date, or to be conducted moving forward, was conclusive or that all material issues and risks in respect of the acquisition of Dacian have been identified, avoided or managed appropriately. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Genesis. This could adversely affect the operations, financial performance or position of Genesis.

(c) Integration risks

There are risks that any integration between the businesses of Genesis and the Dacian Group may take longer than expected and that anticipated efficiencies and benefits of that integration may be less than estimated. These risks include possible differences in the management culture of the two groups, inability to achieve synergy benefits and cost savings, different accounting systems and the potential loss of key personnel, suppliers or other contractual arrangements.

(d) Accounting for the Offer

Genesis will be required to perform a fair value assessment of all Dacian's assets and liabilities if the Offer is successful. This assessment may result in increased non-cash depreciation and amortisation charges. There is a risk that these charges may be substantially greater than those that would exist in Genesis and Dacian as separate businesses. This may reduce the future earnings of the Combined Group.

(e) Risks associated with retention of a minority stake

There are some risks associated with the Offer for Dacian Shareholders who do not accept the Offer and remain Dacian Shareholders. If, in connection with or following the Offer, Genesis acquires between 90% and 100% of the Dacian Shares, Genesis may be entitled to compulsorily acquire the remaining shares of the Dacian Shareholders and apply to remove Dacian from the official list of the ASX.

If, in connection with the Offer, Genesis acquires more than 50.1% but less than 90% of the Dacian Shares, Genesis will hold a controlling interest in Dacian. The remaining Dacian Shareholders will be in a minority position in a company with a large controlling shareholder whose objectives for the company may differ from their own. They could also encounter a lower level of liquidity in Dacian Shares than exists today, which could result in a lower price for those Dacian Shares should they wish to sell them in future. In certain circumstances, Genesis may also be entitled to apply for the removal of Dacian from the official list of the ASX (see section 6.4(d) for further information).

If, following the Offer, Genesis does not acquire a Relevant Interest of at least 50.1% of the Dacian Shares, it may choose to waive the minimum acceptance Condition of its Offer resulting in Genesis holding a non-controlling interest in Dacian. If this occurred, it is possible that Genesis and another person or persons could each hold large minority interests in Dacian. In such a situation, any commercial misalignment between large minority shareholders could impact on the efficient and effective governance of Dacian and could adversely affect its ongoing performance.

(f) Potential unavailability of CGT scrip-for-scrip roll-over relief

Dacian Shareholders who accept the Offer and receive Genesis Shares may, in some circumstances (particularly where Genesis does not obtain 80% or more of the Dacian Shares under the Offer) have a CGT liability but will not be able to elect CGT scrip-for-scrip roll-over relief in respect of the Genesis Shares received in exchange for the Dacian Shares.

A summary of the general Australian income tax, stamp duty and GST implications of accepting the Offer are set out in section 9 of this Bidder's Statement.

Dacian Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances. To the maximum extent permitted by law, Genesis, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Genesis Shares in connection with the Offer.

8.3 Specific risks relating to Genesis and the Combined Group

(a) Funding risks and capital requirements

The Combined Group's capital requirements will depend on a number of factors. For example, Tranche 2 of the Genesis Capital Raising is subject to Genesis Shareholder approval to be sought at a general meeting on 25 August 2022, and there is no guarantee Genesis will receive that approval. While Genesis expects the Combined Group to have sufficient funding in relation to its existing operations (based on existing estimates of funding requirements), funding requirements may change in the future depending on multiple factors including (without limitation) further acquisitions, divestments and commodity prices.

The Combined Group may be required to seek additional financing (either in the form of debt or equity) and there is no guarantee that the Combined Group will be able to secure the required level of funding. Any debt financing, if available, may involve restrictions on the Combined Group's financing and operating activities, or its business strategy and additional equity financing may dilute shareholders and may be undertaken at lower prices than the current market price. No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Combined Group or at all. If the Combined Group is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Combined Group's operations and financial position.

In the ordinary course of operations and development, the Combined Group will be required to issue financial assurances, particularly assurances and bond/bank guarantee instruments, to secure statutory and environmental performance undertakings and commercial arrangements. The Combined Group's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position.

As announced by Genesis on 9 June 2015, as part of the terms of the acquisition of the Ulysses Gold Project, Genesis agreed certain deferred consideration payments to the vendors based on ore produced from the relevant tenements which is treated through a toll treatment plant. Genesis does not currently intend to treat ore from the project through a toll treatment plant. However, the vendors hold caveats over the relevant tenements, and in the event that Genesis undertakes project financing for Ulysses, it may be necessary to remove the caveats to facilitate registration of a mortgage in favour of any financiers. If Genesis is unsuccessful in removing these caveats (or obtaining consent from the project vendors to the registration of a mortgage in favour of financiers), there is a risk that the caveats may prejudice Genesis' ability to undertake project financing.

(b) Exploration and development risks

The business of mineral exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. There is no guarantee of development of any of the Combined Group's projects, including at the Admiral-Clark-Butterfly, Ulysses, Puzzle to Puzzle North, the Orient Well prospects or Dacian's projects. Ultimate and continuous success of activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable reserves;
- access to adequate capital for project development;
- design and construction of efficient development and production infrastructure within capital expenditure budgets;
- securing and maintaining title to tenements;

- obtaining regulatory consents and approvals necessary for the conduct of mineral exploration, development and production;
- securing plant and equipment, particularly given equipment utilisation rates are high in the current period of Western Australian exploration/production activity, hence competition for such equipment may also be high; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Even a combination of experience, knowledge and careful evaluation may not be able to overcome the inherent risks associated with exploring prospective tenements. There can be no assurance that exploration of the tenements (or any other tenements that may be acquired in the future), will result in the development of economically viable deposits of gold or other minerals.

In the event that exploration programs are unsuccessful this could lead to a diminution in the value of the Combined Group's projects, a reduction in the cash reserves of the Combined Group and possible relinquishment of part or all of its projects.

The discovery of mineral deposits including gold deposits is dependent on a number of factors, including the technical skills of the exploration personnel involved and the success of the adopted exploration plan. In addition, there can be a time lag between the commencement of drilling and, if a viable mineral deposit(s) is discovered, the commencement of commercial operations. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited due to various issues including lack of ongoing funding, adverse government policy, geological conditions, commodity prices or other technical difficulties.

These factors may affect the Combined Group's ability to establish mining operations, continue with its projects, earn income from its potential future operations and may affect Genesis' share price.

If a viable mineral deposit(s) is to be developed, the Combined Group will need to apply for a range of environmental and development authorisations which may or may not be granted on satisfactory terms. The future exploration and development activities of the Combined Group may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, Native Title and Aboriginal heritage processes, obtaining government authorisations including environmental, changing government regulations and many other factors beyond the control of the Combined Group. The success of the Combined Group will also depend on the Combined Group having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities.

(c) Discussions with St Barbara

Genesis continues to evaluate numerous regional opportunities and discussions with St Barbara have recommenced and are ongoing. There can be no assurance that these discussions will lead to a transaction being concluded with St Barbara. Accordingly, Dacian Shareholders are cautioned not to place undue reliance on the potential for further Leonora District consolidation when making decisions in relation to the Offer. Any such future transaction would be accompanied by the risks commonly encountered in transactions of resource projects, including due diligence risks, pricing risks, execution risks (including the incurrence of potentially significant transaction costs), dilution risks or credit risks (where the Company is taking on debt). In the present case those risks are exacerbated by the preliminary nature of discussions with St Barbara and the absence of agreement on any commercial terms.

(d) Operating risk

The Combined Group's assets and mining operations, as any others, will be subject to uncertainty with respect to (among other things): ore tonnes, mine grade, ground conditions, metallurgical recovery or unanticipated metallurgical issues (which may affect extraction costs), in fill resource drilling, mill performance, the level of experience of the workforce, operational environment, funding for development, regulatory changes, accidents and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment, storms, floods, bushfires or other natural disasters.

The occurrence of any of these circumstances could result in the Combined Group not realising its operational or development plans, or plans costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on the Combined Group's financial and operational performance.

(e) Mineral Resources and Ore Reserves estimation risk

The estimation of Mineral Resources and Ore Reserves are expressions of judgement based on knowledge, experience and industry practice. The reported estimates, which were valid when originally estimated, may alter significantly when new information or techniques become available. As the Combined Group obtains new information through additional drilling and analysis, and potentially other factors such as expectations of obtaining government authorisations, Ore Reserves and Mineral Resources estimates are likely to change. This may result in alterations to the Combined Group's exploration, development and production plans which may, in turn, positively or negatively affect the Combined Group's operations and financial position. In addition, by their very nature, Mineral Resources and Ore Reserves estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.

Whilst Genesis intends, as at the date of this Bidder's Statement, to undertake exploration activities with the aim of defining new Mineral Resources, no assurances can be given that exploration will result in the determination of a new resource. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

(f) Redcliffe approval and development

Dacian acquired the Redcliffe Gold Project from NTM Gold Limited in March 2021. While there is potential for open pit mining of certain deposits in the Redcliffe Gold Project in the future, final Government approvals for mining activities have not been received and access agreements are yet to be finalised. There is no guarantee that these approvals or agreements will be obtained, and if obtained will be on acceptable terms. Even if approvals are obtained and an access agreement entered into, significant initial capital would be required to fund development and mining. Continued escalating costs may mean that the profitability of the project may be reduced and development and mining may not proceed, which may adversely affect the financial position of the Combined Group.

(g) Processing plant closure

If, following depletion of existing stockpiles, there is insufficient economic ore available to support ongoing operation of the Mt Morgans mill, the Combined Group may be required to place the mill on care and maintenance. Doing so may result in significant care and maintenance costs to maintain access to the infrastructure and to maintain the mill in a manner allowing for efficient recommencement of processing operations. The Combined Group would incur additional costs in restarting the mill and may suffer delays in restarting.

(h) Water supply and management

Water supply for Dacian's operations is sourced from a borefield managed under the tenement conditions imposed by the Western Australian Department of Mines, Industry Regulation and Safety. Due to the presence of stygofauna in the borefield, trigger and action limits were imposed on the borefield which, if reached, necessitate the implementation of a stygofauna action plan which requires supplementary water sources, reduced borefield drawdown, and active exploration for a replacement borefield, which will require significant additional capital funding. Adequate alternate water of a suitable quality is required to underpin future processing and there is no guarantee that such alternate water supply will be found.

(i) Tailings storage facility

Dacian's current tailings storage facility (TSF) design requires lifts on an a 15 to 18 month basis using dried tails as the construction material, with the size of the cells resulting in a very tight turnaround time between construction and deposition commencement. Any delays with commitment of capital and to construction may put production from the Mt Morgans' mill at risk. A new TSF site is likely to be required in the future, which will require a suitable site to be identified, approvals, capital funding and development. Any delays in development of a new TSF when required may lead to delays or cessation of production from the Mt Morgans' mill.

(j) Gas supply

Continued access to the Mt Morgans' power station (which is leased from a third party), to the APA gas pipeline and to input gas at reasonable prices are critical to the ongoing success of the Mt Morgans plant operations. Inflation pressures may adversely affect gas supply and the price of that supply. While Dacian has contracted gas supply through to 31 December 2022, the Combined Group will need to secure reasonably priced reliable supply beyond that time. There are no guarantees that reasonably priced gas supply will be achieved in the future and increased costs and inadequacy of supply may adversely affect the Combined Group's operations.

(k) Metallurgical risks

Metal and/or mineral recoveries are dependent on the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- developing an economic process route to produce a metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(l) Payment and expenditure obligations risks

Pursuant to the licences comprising Genesis' projects, Genesis is subject to payment and expenditure obligations. In particular, tenement holders are required to expend the funds necessary to meet the minimum work commitments attaching to the tenements. Failure to meet these work commitments may render the tenements subject to forfeiture or result in the tenement holders being liable for penalties or fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of Genesis' interest in the projects.

(m) No production revenue

At present, Genesis is not generating any revenues from its projects nor has Genesis commenced commercial production on any of its properties. There can be no assurance that significant additional losses will not occur in the near future or that the Combined Group will be profitable in the future. The Combined Group's operating expenses and capital expenditures may increase in subsequent years as additional consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Combined Group's projects are added. The amount and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which are beyond the Combined Group's control. Genesis expects to continue to incur losses unless and until such time as its projects enter into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Combined Group's projects will require the commitment of substantial resources to conduct time-consuming exploration and development activities. There can be no assurance that the Combined Group will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

(n) Potential acquisitions and associated risks

Genesis continues to receive and be engaged in approaches from third parties in relation to potential acquisitions, mergers and investment opportunities. Genesis has a history of such transactions in the pursuit of growth and increasing shareholder value.

The Genesis Directors presently expect acquisition and merger activity to form an increasing aspect of the Combined Group's strategy to increase shareholder returns in the future. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects, including due diligence risks, execution risks (including the incurrence of potentially significant transaction costs), dilution risks (where equity is used to fund the acquisition) or credit risks (where debt is used). See section 8.3(c) in relation to the risks associated with Genesis' discussions with St Barbara.

(o) Commodity price risk and exchange rate risk

In the future, the Combined Group may earn revenue from the sale of mineral products. In such circumstance, its revenue may be closely related to the price and arrangements it enters into for selling of its products. Product prices fluctuate and are affected by factors including the relationship between global supply and demand for gold, forward selling by producers, the cost of production and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand issues. These factors may have an adverse effect on the Combined Group's exploration, development and production activities as well as its ability to fund those activities.

In particular, the Combined Group's profitability will depend on the world market price of gold. If the market prices for gold fall below the Combined Group's production costs and remain at such levels for any sustained period of time, it may not be economically feasible to commence or continue production. This would materially and adversely affect production, profitability and the Combined Group's financial position. If the price of gold significantly declines, the economic prospects of the projects in which the Combined Group has an interest could be significantly reduced or rendered uneconomic. There is no assurance that, even as commercial quantities of gold are produced, a profitable market will exist for them.

If the Combined Group achieves exploration / development success which leads to viable mining production, its financial performance will be highly dependent on the prevailing commodity prices and exchange rates. These factors can affect the value of the Combined

Group's assets and may have an adverse effect on the viability of the Combined Group's exploration, development and production activities, its ability to fund those activities and the value of its assets.

A decline in the market prices of gold may also require the Combined Group to write down its mineral reserves and resources which would have a material and adverse effect on its earnings and profitability. Should any significant write-down in reserves and resources be required, a material write-down of the Combined Group's investment in the affected mining properties and increased amortisation, reclamation and closure expenses may be required.

(p) Liquidity risk

Liquidity risk arises from the possibility that the Combined Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. At present, Genesis manages this risk through the following mechanisms: preparing forward-looking cash flow analysis in relation to its operational, investing and financial activities which are monitored on a monthly basis; monitoring the state of equity markets in conjunction with Genesis' current and future funding requirements, with a view to appropriate capital raisings as required; managing credit risk related to financial assets; only investing surplus cash with major financial institutions; and comparing the maturity profile of current financial liabilities with the realisation profile of current financial assets.

(q) Climate change risk

There are a number of climate-related factors that may affect the operations and proposed activities of the Combined Group. As at the date of this Bidder's Statement, the climate change risks particularly attributable to Genesis include:

- the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. Genesis may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact Genesis and its profitability. While Genesis will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Combined Group will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by Genesis, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Combined Group operates.

(r) Reliance on key personnel

The Combined Group's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. The loss of the services of one or more of such key management personnel could have an adverse effect on the Combined Group. The Combined Group ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

(s) Access and third-party interests

The Combined Group may be required to obtain the consent from the holders of third-party interests which overlay areas within its tenements, prior to accessing or commencing any

exploration or mining activities on the affected areas. Genesis' existing tenements are in areas that have been the subject of exploration activities. Given the history of the areas, the Genesis Directors believe that third party risk to access the tenements is low. As part of the process of submitting a program of works for any ground disturbing activities, any underlying stakeholders will be notified, and Genesis will work to minimise disturbance in relation to the proposed activities in accordance with applicable law. Given that the exploration activities contemplated by Genesis are proximate to or otherwise in areas that have already been actively explored to some extent, the Genesis Directors consider the risk of any impediments with respect to underlying stake holders to be low. However, exploration success may result in extended work programs that may require further consents.

(t) Joint venture parties, agents and contractors

The Genesis Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Combined Group is or may become party to, or the insolvency or managerial failure by any of the contractors or other service providers used by the Combined Group, which may adversely affect the Combined Group's activities.

(u) Environmental liabilities risk

Genesis' activities are subject to potential risks and liabilities associated with the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration) is not generally available to Genesis (or to other companies in the minerals industry) at a reasonable price. To the extent that the Combined Group becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Combined Group and could have a material adverse effect on the Combined Group. Laws and regulations intended to ensure the protection of the environment are constantly changing and are generally becoming more restrictive.

(v) Land rehabilitation requirements

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Combined Group in connection with its mineral exploration, the Combined Group will need to allocate financial resources that might otherwise be spent on further exploration and/or development programs.

(w) Laws, regulations, rules, approvals, licences and permits

The Combined Group's operations will be subject to various Federal, State and local laws and plans, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety and occupational health. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development.

Approvals, licences and permits required to comply with such rules and regulations are subject to the discretion of the applicable government officials. No assurance can be given that the Combined Group will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation.

(x) Native title and aboriginal heritage

The Directors of Genesis will closely monitor the potential effect of native title claims involving the tenements in which the Combined Group will have an interest. If native title rights do exist, the ability of the Combined Group to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. Considerable expense may be incurred in negotiating and resolving issues, including any compensation arrangements reached in settling Native Title claims lodged over any of the tenements held or acquired by the Combined Group.

The presence of Aboriginal sacred sites and cultural heritage artefacts if present on the tenements is protected by State and Commonwealth laws. Any destruction or harming of such sites and artefacts may result in the Combined Group incurring significant fines and Court injunctions, which may adversely impact on exploration and mining activities. The Combined Group will review and, as required, conduct surveys before conducting work which could disturb the surface of the land. The existence of such sites may limit or preclude exploration or mining activities on those sites and delays and expenses may be experienced in obtaining clearances.

Genesis notes that as at the date of this Bidder's Statement there are no registered Aboriginal sites in the boundaries of its tenements, however, certain tenements for Genesis' Ulysses Gold Project are affected by native title claims.

There is a risk that unregistered Aboriginal sites and objects may exist on the land the subject of the Combined Group's current and future tenements, the existence of which may preclude or limit mining activities in certain areas of its tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing the Combined Group to fines and other penalties.

(y) Litigation risk

The Combined Group will be exposed to possible litigation risks including Native Title claims, tenure disputes, disputes in relation to the interpretation of royalty agreements or other contractual entitlements, environmental claims, occupational health and safety claims and employee claims. Further, the Combined Group may be involved in disputes with other parties now or in the future which may result in litigation or other forms of dispute resolution procedure. Any such claim or dispute if proven, may impact adversely on the Combined Group's operations, financial performance and financial position.

(z) Insurance coverage risk

Exploration and development operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, ground or slope failures, fires, floods, earthquakes and other environmental occurrences, political and social instability that could result in damage to or destruction of mineral properties, personal injury or death, environmental damage, delays in exploration activities caused by industrial accidents or labour disputes, changes in regulatory environment, monetary losses and possible legal liability.

It is not always possible to obtain insurance against all such risks and the Combined Group may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Combined Group or to other companies in the industry on acceptable terms. Should such liabilities arise, they could adversely affect the Combined Group's financial position and result in increasing costs and a decline in the value of the Genesis securities.

8.4 General risks

(a) COVID-19

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of Genesis remains uncertain. Genesis' Share price may be adversely affected in the short to medium term by the continued economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Combined Group's operations and are likely to be beyond its control.

(b) Economic risks

The operating and financial performance of the Combined Group will be influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies.

The Western Australian mining sector is currently experiencing supply chain disruptions, inflationary cost pressures and labour availability challenges. If those conditions persist, it may have an adverse impact on the Combined Group's operating and financial performance and financial position.

More generally, changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities, war, pandemics or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Combined Group's operating and financial performance and financial position.

(c) Unforeseen expenses

Genesis may be subject to significant unforeseen expenses or actions. This may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events.

(d) Share market conditions

There are risks associated with any investment in securities. Publicly listed securities and, in particular, securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies.

The price at which Genesis Shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the Genesis Shares to trade at prices below the price at the date of the Offer. There is no assurance that the price of the Genesis Shares will increase following the Offer, even if Genesis' earnings increase.

Some of the factors which may affect the price of Genesis Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(e) Equity dilution

Genesis may elect to issue Genesis Shares or other securities in Genesis in the future. While Genesis will be subject to the constraints of the Listing Rules regarding the percentage of capital that it is able to issue within a 12 month period (other than where exceptions apply), the increase in the number of securities issued and the possible sale of these securities may have the effect of depressing the price of Genesis securities already on issue. In addition, Genesis shareholders at the time may be diluted as a result of the issue of such securities.

(f) Changes in taxation rules or their interpretation

Changes in tax law (including value added taxes, indirect taxes or stamp duties), or changes in the way tax laws are interpreted, may impact the Combined Group's tax liabilities or the tax treatment of a Genesis shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Genesis Shares involves tax considerations which may differ for each Genesis shareholder. Each Dacian Shareholder is encouraged to seek professional tax advice in connection with the Offer and how they may be discretely impacted.

(g) Force majeure events

Events may occur within or outside Australia that could impact on the Australian economy, the Combined Group's operations and the price of Genesis Shares. These events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, pandemics and outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for the Combined Group's products and its ability to operate its assets. Genesis has only a limited ability to insure against some of these risks.

(h) Litigation

As at the date of this Bidder's Statement, Genesis is not aware of any material disputes or litigation being undertaken. However, it is possible that the Combined Group may be involved in disputes and litigation in the course of its future operations. There is a risk that any material or costly dispute or litigation and compensation or damages could adversely impact the financial position or performance of the Combined Group.

8.5 Speculative nature of investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Combined Group or by investors in Genesis. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Combined Group and the value of Genesis Shares.

9 Tax considerations

9.1 Overview of tax considerations

This section 9 contains a general description of the Australian income tax (including CGT) and GST and stamp duty consequences for Dacian Shareholders who either accept the Offer and dispose of their Dacian Shares to Genesis, or whose Dacian Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act.

This section 9 deals only with Dacian Shareholders who are individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their Dacian Shares on capital account for Australian income tax purposes.

The comments outlined in this summary are not applicable to all Dacian Shareholders and in particular does not consider Dacian Shareholders who:

- hold their Dacian Shares for the purpose of speculation or a business of dealing in securities (eg as trading stock or revenue assets);
- are partnerships or individuals who are partners of such partnerships;
- acquired their Dacian Shares pursuant to an employee share, option or rights plan;
- are under a legal disability;
- are exempt from Australian income tax;
- are subject to the Investment Manager Regime under Subdivision 842-I of the Tax Act in respect of their Dacian Shares;
- are subject to the taxation of financial arrangement rules in Division 230 of the Tax Act in relation to gains and losses on their Dacian Shares; or
- are foreign residents of Australia who hold their Dacian Shares in carrying on a business through a permanent establishment in Australia.

The information in this section 9 is based on the Australian tax law and administrative practice of the Australian tax authorities in effect as at the date of this Bidder's Statement. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of a Dacian Shareholder. The precise implications of ownership or disposal of Dacian Shares will depend on each Dacian Shareholder's specific circumstances. These comments should not be viewed as a substitute for advice from an appropriate professional advisor having regard to each Dacian Shareholder's individual circumstances.

Dacian Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

This summary does not take into account the tax law of countries other than Australia. Dacian Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of the Offer under the laws of their country of residence, as well as under Australian law, of acceptance of the Offer.

To persons receiving this Bidder's Statement in Australia:

The information contained in this section 9 does not constitute "financial product advice" within the meaning of the Corporations Act. To the extent that this document contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act.

Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

9.2 Australian resident Dacian Shareholders

This section applies to Dacian Shareholders who are residents of Australia for Australian income tax purposes and hold their Dacian Shares on capital account.

(a) CGT event on the disposal of Dacian Shares to Genesis

If the Offer becomes unconditional, acceptance of the Offer by a Dacian Shareholder will result in the disposal of their Dacian Shares to Genesis in exchange for Genesis Shares. The disposal of the Dacian Shares to Genesis will give rise to a CGT event for Dacian Shareholders. The timing of the CGT event should be the date you accept the Offer.

If a Dacian Shareholder does not dispose of their Dacian Shares under the Offer and their Dacian Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, those Dacian Shareholders will also be treated as having disposed of their Dacian Shares for CGT purposes. In this case, the timing of the CGT event should be the date when the Genesis becomes the owner of the Dacian Shares.

In the absence of CGT roll-over relief (discussed below), the following tax consequences are expected to arise for the Dacian Shareholders that acquired (or are deemed to have acquired) their Dacian Shares on or after 20 September 1985:

- a capital gain will be realised to the extent the capital proceeds received by the Dacian Shareholder from the disposal of their Dacian Shares exceed the cost base of those shares; or
- a capital loss will be realised to the extent the capital proceeds received by the Dacian Shareholder from the disposal of their Dacian Shares are less than the reduced cost base of those shares.

Capital losses can only be offset against capital gains derived in the same income year or later income years. Specific loss recoupment rules apply to companies which must be satisfied if those carry forward tax losses are to be used in future years. Dacian Shareholders should seek their own tax advice in relation to the operation of these rules.

(b) Cost base and reduced cost base of a Dacian Share

The cost base of a Dacian Share will generally include the cost of acquiring that Dacian Share plus any incidental costs of their acquisition and disposal (such as brokerage fees and legal costs). The reduced cost base of the Dacian Shares is usually determined in a similar but not identical manner to the cost base although some differences in the calculation of reduced cost base do exist depending on the Dacian Shareholder's individual circumstances.

(c) Capital proceeds received by Dacian Shareholders

The capital proceeds for the disposal of a Dacian Share should be equal to the Offer consideration receivable by the Dacian Shareholder. The capital proceeds should be equal to the market value of the Genesis Shares received by the Dacian Shareholder, determined as at the time of the CGT event.

(d) Indexation of the cost base of a Dacian Share

Certain Dacian Shareholders who acquired their Dacian Shares at or before 11.45am on 21 September 1999 can choose to increase the cost base of their Dacian Shares for indexation based on the "consumer price index" movement from the date of acquisition to 30 September 1999. Only individuals, complying superannuation funds, trusts and listed investment companies can choose to apply indexation. Other types of taxpayers do not qualify.

Dacian Shareholders who choose to apply indexation forego the opportunity to apply the CGT Discount (discussed below at 9.2(e)). In addition, indexation is not included in determining the reduced cost base. This means that indexation cannot increase the amount of a capital loss.

(e) CGT Discount

The CGT Discount may apply to Dacian Shareholders that are individuals, complying superannuation funds or trusts, who have held, or are taken to have held, their Dacian Shares for at least 12 months (not including the date of acquisition or the date of disposal) at the time of the disposal of their Dacian Shares to Genesis.

The CGT Discount is:

- one-half if the Dacian Shareholder is an individual or trustee: meaning only 50% of the capital gain (without any allowance for indexation) will be included in assessable income; and
- one-third if the Dacian Shareholder is a trustee of a complying superannuation entity: meaning only two-thirds of the capital gain (without any allowance for indexation) will be included in assessable income.

The CGT Discount is not available to Dacian Shareholders that are companies or Dacian Shareholders who choose for indexation to apply (described above).

If the Dacian Shareholder makes a discounted capital gain, any current year and/or carried forward capital losses will be applied to reduce the undiscounted capital gain before the relevant CGT discount is applied. The resulting amount is then included in the Dacian Shareholder's net capital gain for the income year and included in assessable income.

The CGT Discount rules relating to trusts are complex. Accordingly, we recommend trustees seek their own independent advice on how the CGT Discount applies to them and the trust's relevant beneficiaries.

(f) CGT scrip for scrip roll-over

Dacian Shareholders who make a capital gain from the disposal of their Dacian Shares may be eligible to choose CGT scrip for scrip roll-over relief (provided certain conditions are met). Broadly, CGT scrip for scrip roll-over relief enables Dacian Shareholders to disregard the capital gain they make from the disposal of their Dacian Shares under the Scheme.

For CGT scrip for scrip roll-over relief to be available, Genesis must become the owner of 80% or more of the shares in Dacian, the Dacian Shareholder must make a capital gain upon

disposal of their Dacian Shares, and have acquired their Dacian Shares after 20 September 1985. If a capital loss arises, no CGT scrip for scrip roll-over relief is available.

Dacian Shareholders do not need to inform the Australian Taxation Office, or document their choice to claim CGT scrip for scrip roll-over relief in any particular way, other than to complete their income tax return in a manner consistent with their choice.

Genesis will not make a choice under subsection 124-795(4) of the Tax Act to deny scrip for scrip roll-over relief (where it would otherwise be available).

If Genesis does not obtain 80% or more of the Dacian Shares under the Offer, no Dacian Shareholder who disposes their Dacian Shares under the Offer will be eligible for CGT scrip for scrip roll-over relief and the general CGT consequences outlined above at section 9.2(a) will apply.

(g) Consequences for choosing CGT scrip-for-scrip roll-over relief

If a Dacian Shareholder chooses to obtain CGT scrip-for-scrip roll-over relief, the capital gain arising on the disposal of their Dacian Shares under the Offer should be disregarded.

The first element of the cost base for their Genesis Shares is then determined by attributing, on a reasonable basis, the existing cost base of the Dacian Shares exchanged under the Offer. The first element of the reduced cost base is determined similarly.

Finally, for the purposes of determining future eligibility for the CGT Discount, the acquisition date of the Genesis Shares is taken to be the date when the Dacian Shareholder originally acquired their Dacian Shares.

(h) Consequences if CGT scrip-for-scrip roll-over relief is not available or is not chosen

If a Dacian Shareholder does not qualify for CGT scrip for scrip roll-over relief, the Dacian Shareholder chooses not to obtain CGT scrip-for-scrip roll-over relief or the Dacian Shareholder is a Small Parcel Shareholder whose Dacian Shares are sold in accordance with section 11.8 of the Bidder's Statement, the general CGT treatment outlined at section 9.2(a) will apply.

If a Dacian Shareholder makes a capital loss from the disposal of their Dacian Shares, this loss may be used to offset capital gains in the same or subsequent years of income (subject to satisfying certain conditions). The capital loss cannot be offset against ordinary income or carried back to offset net capital gains arising in earlier income years.

9.3 Foreign tax resident Dacian Shareholders

This section applies to Dacian Shareholders that are not residents of Australia for Australian income tax purposes (i.e. foreign tax residents) and hold their Dacian Shares on capital account. It does not apply to Dacian Shareholders who have held their Dacian Shares or at any time in carrying on a business at or through a permanent establishment in Australia.

Foreign tax resident Dacian Shareholders who hold their Dacian Shares on capital account should generally not be subject to the CGT rules in Australia on the disposal of their Dacian Shares, provided their Dacian Shares are not an "indirect Australian real property interest".

Any foreign tax resident Dacian Shareholders who, together with their associates, own 10% or more of Dacian Shares should seek independent professional advice in relation to their own particular circumstances, including whether any protection will be available under a relevant double tax agreement.

Any foreign tax resident individual Dacian Shareholder who was previously a resident of Australia and chose to disregard a capital gain or capital loss upon ceasing to be an Australian tax resident will be subject to Australian CGT consequences on disposal of their Dacian Shares as set out in section 9.2 above.

Broadly, a foreign tax resident Dacian Shareholder's Dacian Shares will not be an indirect Australian real property interest unless both of the following conditions are satisfied:

- that Dacian Shareholder, together with its associates (as defined under Australian taxation law, and broadly discussed below), held 10% or more of the issued shares in Dacian at the time of disposal or for at least 12 months during the 24 months prior to the disposal of their Dacian Shares; and
- the aggregate market value of Dacian's assets which are taxable Australia property (being direct and indirect interests in Australian real property, including land, leases of land mining tenements and property affixed to land) exceeds the aggregated market value of Dacian's assets which are not taxable Australian property.

The term "associate" for these purposes is very broad. It includes:

- entities that have majority ownership (50% or more of the voting shares) of, or otherwise control, the foreign tax resident Dacian Shareholder,
- entities which are majority owned or controlled by the foreign tax resident Dacian Shareholder,
- a trustee of a trust where the foreign tax resident Dacian Shareholder is capable of benefiting (whether directly or indirectly) under the trust, and
- (generally) an associate of an associate.

As at the date of this Bidder's Statement, Genesis expects that the aggregate market value of Dacian's assets, which are taxable Australian property, exceeds the aggregate market value of Dacian's assets which are not taxable Australian property. Accordingly, any foreign tax resident Dacian Shareholder that holds, together with their associates, a 10% or more interest in Dacian Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their Dacian Shares) should be subject to Australian CGT.

Importantly, foreign tax resident Dacian Shareholders who, together with their associates, hold an interest of 10% or more in Dacian Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their Dacian Shares) may be able to access CGT scrip for scrip roll-over relief in respect of any capital gain realised on their Dacian Shares as a result of the Offer but only to the extent:

- the foreign tax resident Dacian Shareholders, together with their associates, also hold a 10% or more interest in Genesis Shares just after the Offer is implemented; and
- the aggregate market value of Genesis' assets, after the Offer is implemented which are taxable Australia property exceeds the aggregated market value of Genesis' assets which are not taxable Australian property.

Even if CGT scrip for scrip roll-over relief is obtained by these Dacian Shareholders, the Foreign Resident CGT Withholding Tax Rules will continue to operate as outlined below at section 9.4.

Foreign tax resident Dacian Shareholders who, together with their associates, do not hold a 10% or more interest in Dacian Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their Dacian Shares), should not be subject to CGT on the disposal of their Dacian Shares and therefore, there should be no obligation for Genesis to

withhold a portion of the Offer Consideration to satisfy the Foreign Resident CGT Withholding Tax Rules (discussed below).

9.4 Foreign Resident CGT Withholding Tax Rules

Australia's foreign resident capital gains withholding tax regime applies to transactions involving the acquisition of certain indirect interests in Australian real property from relevant foreign residents. A 'relevant foreign resident' for these purposes is any Dacian Shareholder who:

- (a) Genesis knows or reasonably believes their Dacian Shares to constitute an indirect Australian real property interest; and
- (b) either:
 - (i) Genesis:
 - (A) knows is a foreign resident; or
 - (B) reasonably believes is a foreign resident; or
 - (C) does not reasonably believe is an Australian resident, and either has an address outside Australia or Genesis is authorised to provide a financial benefit relating to the transaction to a place outside Australia; or
 - (ii) has a connection outside Australia of a kind specified in the regulations.

The relevant withholding tax rate is 12.5%.

A Dacian Shareholder that does not meet the conditions of the foreign resident CGT withholding tax rules described above should provide Genesis with a signed and completed declaration (**CGT Declaration**). This includes either of the following:

- Dacian Shareholders who are Australian residents for tax purposes; and
- Dacian Shareholders who are foreign tax residents, and whose Dacian Shares are 'membership interests' but not 'indirect Australian real property interests' (as those terms are defined in the Tax Act).

The CGT Declaration is contained in the Acceptance Form, accompanying this Bidder's Statement. Each Dacian Shareholder should read the CGT Declaration in full and follow the instructions provided on the form.

Unless a signed CGT Declaration form regarding residency or interest, or Variation Notice granted by the Commissioner of Taxation, is provided to Genesis for these Dacian Shareholders, Genesis may withhold and pay to the Commissioner of Taxation a withholding amount of 12.5% from the Offer Consideration (as outlined in section 11.7(h) of this Bidder's Statement).

Dacian Shareholders who have an amount withheld should generally be entitled to a credit for the amount withheld upon lodging an Australian income tax return. If you are unsure about whether a credit for the withholding tax may be claimed or how to lodge an Australian income tax return, you should seek independent professional tax advice in this regard.

As outlined above, these rules will continue to operate even if a foreign resident Dacian Shareholder can access CGT scrip for scrip roll-over relief in respect of any capital gain. If this occurs, the foreign resident Dacian Shareholder would need to engage with the Commissioner of Taxation and obtain a Variation Notice (referred to above).

Dacian Shareholders should seek their own independent tax advice as to the implications of the foreign resident capital gains withholding tax rules and the making of a residency declaration or an interest declaration.

9.5 GST

No GST should be payable by Dacian Shareholders on the acquisition by Genesis of their Dacian Shares under the Offer, or on the receipt by Dacian Shareholders of the Genesis Shares as Offer Consideration. Dacian Shareholders who are registered for GST may not be entitled to input tax credits (or only entitled to reduced input tax credits) for any GST incurred on costs associated with the disposal of their Dacian Shares.

9.6 Stamp duty

No stamp duty should be payable by the Dacian Shareholders on the acquisition by Genesis of their Dacian Shares under the Offer or on the receipt by Dacian Shareholders of the Genesis Shares as Offer Consideration.

10 Additional information

10.1 Status of Conditions

The Offer is subject to a number of Conditions set out in section 11.9. Genesis will provide updates on any material developments relating to the status of these Conditions through announcements to the ASX.

The date for giving the notice on the status of the Conditions required by section 630(1) of the Corporations Act is 26 August 2022 (subject to extension in accordance with section 630(2) of the Corporations Act if the Offer Period is extended).

Genesis is not aware of any events or circumstances which would result in the non-fulfilment of any of the defeating Conditions.

10.2 Date for determining holders of shares

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) is the Register Date.

10.3 Expiry date

No securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of this Bidder's Statement.

10.4 Pre-Bid Agreement

On 4 July 2022, Genesis entered into a pre-bid acceptance agreement with Perennial Value Management Ltd (**Perennial**) (**Pre-Bid Agreement**) under which Perennial agreed to accept the Offer in respect of 76,398,453 Dacian Shares.

Perennial is required to accept the Offer:

- provided Genesis makes the Offer by 4 September 2022;
- once and only in respect of all of the Dacian Shares held by Perennial; and
- only if Perennial has not already accepted Genesis' Offer in relation to all of the Dacian Shares held by Perennial.

10.5 Treatment of Dacian Convertible Securities

Genesis is not making a separate takeover offer to holders of Dacian Convertible Securities. However, holders of Dacian Convertible Securities whose Dacian Convertible Securities are exercised or converted (as applicable) into Dacian Shares during the Offer Period will be able to accept the Offer in respect of the Dacian Shares which they are issued.

In relation to:

- the Dacian Performance Rights, each Dacian Director has confirmed its intention that, subject to and on Genesis acquiring a Relevant Interest in more than 50% of the Dacian Shares on issue and the Offer being declared unconditional, to take all action and exercise all discretion as reasonably necessary to cause all of the Dacian Performance Rights on issue to either vest and be exercised, or to lapse for nil or nominal consideration (if that has not already occurred); and

- the Dacian Options, Genesis has entered into an Option Cancellation Deed for all of the Dacian Options held by Mr Mick Wilkes (representing all of the Dacian Options on issue). See section 5.2(a) for further detail.

10.6 JORC compliance statements

(a) Genesis

Full details of:

- Genesis' exploration results contained in this Bidder's Statement are provided in Genesis' ASX announcements dated 5 July 2022 and entitled "June quarterly report and drilling update" and 3 February 2022 and entitled "Exceptional new drilling results set to underpin resource growth at Ulysses"; and
- the Leonora Gold Project Mineral Resource estimate contained in this Bidder's Statement are provided in Genesis' ASX announcement dated 29 March 2022 and entitled "Leonora Resource increases by 400,000oz to 2Moz".

The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcement and the Company confirms that all material assumptions and technical parameters underpinning the mineral resource estimates in the relevant market announcement continue to apply and have not materially changed.

(b) Production target

Full details and material assumptions of the production target contained in this Bidder's Statement is provided in Genesis' ASX announcement dated 5 July 2022 and entitled "Presentation on Dacian Transaction and Equity Raising". The Company confirms that all material assumptions underpinning the production target in that market announcement continue to apply and have not materially changed.

(c) Dacian

Genesis has not independently verified the information relating to Dacian's Mineral Resources and Ore Reserves contained in this Bidder's Statement. Please refer to Dacian's announcement released to ASX on 27 July 2022 entitled "2022 Mineral Resources and Ore Reserves Update" for the Competent Person's Statements relating to Dacian's Mineral Resources and Ore Reserves.

10.7 Genesis Shareholders based outside Australia and Small Parcel Shareholders

(a) Genesis Shareholders based outside Australia

The Offer is not registered in any jurisdiction outside Australia and this Bidder's Statement does not constitute an offer of Genesis Shares in any jurisdiction in which it would be unlawful. In particular, this Bidder's Statement may not be distributed to any person, and the Genesis Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

Canada

This Bidder's Statement and any related subscription materials are not, and under no circumstances are to be construed as, a prospectus, an advertisement or a public offering of securities in Canada. No securities commission or similar authority in Canada has reviewed or in any way passed on this Bidder's Statement or the merits of the securities described herein, and any representation to the contrary is an offence.

No dealer, salespersons or other individual has been authorized to give any information or to make any representations not contained in this Bidder's Statement and, if given or made, such information or representations must not be relied on as having been authorized by Genesis.

Except as otherwise expressly required by applicable law or as agreed to in contract, no representation, warranty or undertaking (express or implied) is made and no responsibilities or liabilities of any kind or nature whatsoever are accepted by any agent of Genesis as to the accuracy or completeness of the information contained in this Bidder's Statement or any other information provided by Genesis in connection with the offer of Genesis Shares in Canada.

Financial information that may be contained in this document has been prepared in accordance with accounting standards which may differ in certain respects from those accounting principles used in Canada. Prospective investors should conduct their own investigation and analysis and consult their own financial advisers.

Unless specifically stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Genesis and its directors and officers are located outside of Canada and, as a result, it may not be possible for Canadian shareholders to effect service of process within Canada on Genesis or its directors or officers. All or a substantial portion of the assets of Genesis and its directors and officers are located outside of Canada and, as a result, it may not be possible to satisfy a judgment against them in Canada or to enforce a judgment obtained in Canadian courts against them outside of Canada.

France

This Bidder's Statement has not been, and will not be, registered with or approved by any securities regulator in France or elsewhere in the European Union. Accordingly, this Bidder's Statement may not be made available, nor may the Genesis Shares be offered for sale, in France except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Genesis Shares in France is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- to fewer than 150 natural or legal persons (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Hong Kong

This Bidder's Statement is confidential in Hong Kong and for the sole use by shareholders of Dacian. The contents of this Bidder's Statement have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Bidder's Statement, you should obtain independent professional advice.

This Bidder's Statement also does not constitute a prospectus (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document which is or contains

an invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for the purposes of issue, this Bidder's Statement or any advertisement, invitation or document relating to the Offer, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong).

Copies of this Bidder's Statement may be issued to a limited number of persons in Hong Kong in a manner which does not constitute any issue, circulation or distribution of this Bidder's Statement, or any offer or an invitation in respect of these securities, to the public in Hong Kong. This Bidder's Statement is for the exclusive use of Dacian shareholders in connection with the Offer, and no steps have been taken to register or seek authorisation for the issue of this Bidder's Statement in Hong Kong. Only the person to whom a copy of this Bidder's Statement has been issued may take action in response to this Bidder's Statement. The Offer is personal to the person to whom this Bidder's Statement has been delivered, and an acquisition or subscription for securities under the Offer will only be accepted from such person.

This Bidder's Statement is confidential to the person to whom it is addressed and no person to whom a copy of this Bidder's Statement is issued may issue, circulate, distribute, publish, reproduce or disclose (in whole or in part) this Bidder's Statement to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with the consideration of the Offer by the person to whom this Bidder's Statement is addressed.

New Zealand

This Bidder's Statement is not a New Zealand product disclosure statement or other similar offering or disclosure document under New Zealand law and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other relevant New Zealand law. The offer of Genesis Shares under the Offer is being made to existing Dacian Shareholders with registered addresses in New Zealand in reliance on an exemption from the relevant New Zealand securities regime, and, accordingly, this Bidder's Statement may not contain all the information that a product disclosure statement under New Zealand law is required to contain.

Norway

This Bidder's Statement has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this Bidder's Statement shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act.

The Genesis Shares may not be offered or sold, directly or indirectly, in Norway except:

- to "professional clients" (as defined in the Norwegian Securities Trading Act of 29 June 2007 no. 75);
- to fewer than 150 non-professional clients; or
- in any other circumstances provided that such offer of Genesis Shares does not result in a requirement for the registration, or the publication by Genesis, of a prospectus pursuant to the Norwegian Securities Trading Act of 29 June 2007 no. 75.

Singapore

The Offer is made pursuant to the exemption under section 273(1)(b) of the Securities and Futures Act (Cap 289) (**SFA**). This Bidder's Statement and any document or material in

connection with the offer or sale, or invitation for subscription or purchase of Shares are not a prospectus as defined in the SFA and, therefore, have not been and will not be lodged or registered as a prospectus with the Monetary Authority of Singapore (**MAS**). Accordingly, statutory liability under the SFA in relation to the content of prospectuses will not apply. MAS assumes no responsibility for the contents of this Bidder's Statement. MAS has not in any way considered the merits of the Shares being offered pursuant to the Offer as described in this Bidder's Statement. You should consider carefully whether this offer is suitable for you.

This Bidder's Statement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of Shares may not be circulated or distributed, whether directly or indirectly, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore except pursuant to and in accordance with the exemption set out in section 273(1)(b) of the SFA or otherwise in accordance with any other relevant exemption under the SFA.

Any offer of Genesis Shares is personal to you, as a shareholder of Dacian, and is not made to you with a view to the securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this Bidder's Statement nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares.

The Genesis Shares may not be offered or sold in the United Kingdom by means of this Bidder's Statement or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Bidder's Statement is issued on a confidential basis in the United Kingdom to "qualified investors" (as defined in the UK Prospectus Regulation) and fewer than 150 other persons who are existing shareholders of Dacian. This Bidder's Statement may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Genesis Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Genesis.

In the United Kingdom, this Bidder's Statement is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this Bidder's Statement relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Bidder's Statement.

United States

This Bidder's Statement has not been filed with, or reviewed by, the US Securities and Exchange Commission or any state securities authority and none of them has passed on or endorsed the merits of the offer of Shares or the accuracy, adequacy or completeness of this document. Any representation to the contrary is a criminal offence.

The Genesis Shares have not been, and will not be, registered under the US Securities Act 1933 or the securities laws of any US state or other jurisdiction. The Genesis Shares are not being offered in any US state or other jurisdiction where it is not legally permitted to do so. Accordingly, this Bidder's Statement may be delivered, and the Genesis Shares may be issued, in the United States only to Dacian Shareholders who are Institutional Accredited Investors.

Dacian Shareholders should note that the Offer is made for the securities of an Australian company in accordance with the laws of Australia and the listing rules of the Australian Securities Exchange. The Offer is subject to the disclosure requirements of Australia that are different from those of the United States. Any financial statements included in the Bidder's Statement have been prepared in accordance with Australian accounting standards and may not be comparable to the financial statements of US companies.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Genesis is incorporated in Australia and some of its officers and directors are residents of Australia. You may not be able to sue Genesis or its officers or directors in Australia for violations of the US securities laws. It may be difficult to compel Genesis and its affiliates to subject themselves to a US court's judgment.

You should be aware that Genesis may purchase securities other than under the Offer, such as in privately negotiated purchases outside the offer period.

Any pro forma historical financial information included in this Bidder's Statement does not purport to be in compliance with Article 11 of the SEC's Regulation S-X. The pro forma adjustments made in arriving at the pro forma historical financial information included in this Bidder's Statement may not be permissible under the SEC's rules and regulations on pro forma financial presentations.

(b) Ineligible Foreign Shareholders

Dacian Shareholders who are Ineligible Foreign Shareholders will not be entitled to receive Genesis Shares as consideration for their Dacian Shares pursuant to the Offer, unless Genesis otherwise determines.

A Dacian Shareholder is an Ineligible Foreign Shareholder for the purposes of the Offer if their address as shown in the register of members of Dacian is in a jurisdiction other than Australia or its external territories, Canada, France (excluding Dacian Shareholders who are not "qualified investors" (as defined in Article 2(e) of the Regulation (EU) 2017/1129) are deemed to be Ineligible Foreign Shareholders), Hong Kong, New Zealand, Norway, Singapore, the United Kingdom or the United States (except Dacian Shareholders in the United States who are not Institutional Accredited Investors are deemed to be Ineligible Foreign Shareholders) unless Genesis determines (in its absolute discretion) that it is not legally or practically constrained from making the Offer to a Dacian Shareholder in the relevant jurisdiction and to issue Genesis Shares to such a shareholder on acceptance of the Offer, and that it is lawful for the shareholder to accept the Offer in such circumstances in the relevant jurisdiction (**Ineligible Foreign Shareholder**). Notwithstanding anything else in this Bidder's Statement, Genesis is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

(c) Small Parcel Shareholder

A Dacian Shareholder is a Small Parcel Shareholder if the total number of shares held by it is less than a Small Parcel.

(d) Ineligible Foreign Shareholders and Small Parcel Shareholders

The Genesis Shares which would otherwise have been issued to Ineligible Foreign Shareholders and Small Parcel Shareholders will instead be issued to a nominee approved by ASIC, who will sell these shares. The net proceeds of the sale of such shares will then be remitted to the relevant Ineligible Foreign Shareholders and Small Parcel Shareholders. See section 11.8 for further details.

10.8 Disclosure of interests of Genesis Directors

(a) Interests in Genesis securities

As at the date of this Bidder's Statement, the Directors of Genesis had the following Relevant Interests in Genesis securities:²⁸

Director*	Shares	Options	Performance Rights
Tommy McKeith	1,352,004	499,309	-
Raleigh Finlayson	12,055,556	30,527,779	3,000,000
Gerry Kaczmarek	388,974	122,943	-
Neville Power	1,990,343	2,365,437	-
Michael Bowen	861,112	1,930,556	-

*And/or their associates.

(b) Interests in Dacian securities

As at the date of this Bidder's Statement, none of the Genesis Directors have a Relevant Interest in, or voting power in relation to, Dacian Shares.

(c) Indemnity and insurance

The constitution of Genesis permits the grant of an indemnity (to the maximum extent permitted by law) in favour of each director, the company secretary, past directors and secretaries and all past and present executive officers.

Genesis has entered into deeds of indemnity and access with all of the current directors. This indemnity is against liability to third parties by such officers unless the liability arises out of conduct involving a lack of good faith. The indemnity also covers costs or expenses incurred by an officer in unsuccessfully defending proceedings relating to that person's position. Genesis maintains an insurance policy in respect of certain present and future officers against certain liability incurred in that capacity.

²⁸ The table below does not take into account any Genesis Shares to be issued to a Genesis Director under the Genesis Capital Raising, which is subject to Genesis Shareholder approval at a general meeting of Genesis Shareholders to be held on 25 August 2022.

10.9 Consents

Each of the following has consented to being named in the Bidder's Statement in the capacity as noted below and have not withdrawn such consent prior to the date of lodgement of this Bidder's Statement:

- Gilbert + Tobin as legal adviser to Genesis in relation to the Offer;
- Sternship Advisers as financial adviser to Genesis in relation to the Offer;
- Computershare Investor Services Pty Limited as Genesis' Share Registry and Computershare Clearing Pty Ltd as agent for the Acceptance Facility in relation to the Offer; and
- Euroz Hartleys Limited as Nominee in relation to the Offer.

Each of the parties referred to in this section 10.9:

- has not authorised or caused the issue of this Bidder's Statement;
- does not make, or purport to make, any statement in this Bidder's Statement or on which a statement made in the Bidder's Statement is based other than as specified in this section; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement other than a reference to its name and a statement included in this Bidder's Statement with the consent of that party as specified in this section.

There are a number of persons referred to elsewhere in this Bidder's Statement who are not experts and who have not made statements included in this Bidder's Statement nor are there any statements made in this Bidder's Statement on the basis of any statements made by those persons. These persons did not consent to being named in the Bidder's Statement and did not authorise or cause the issue of the Bidder's Statement.

This Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX. Under the terms of ASIC Class Order 13/521, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement. If you would like to receive a copy of any of those documents, or the relevant parts of the documents containing the statements, (free of charge), during the bid period, please contact the Offer Information Line on 1300 397 908 (within Australia) or +61 3 9415 4153 (outside Australia). For legal reasons, calls to this number will be recorded.

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72 (Corporations Instrument 2016/72), this Bidder's Statement may include or be accompanied by certain statements:

- which fairly represent what purports to be a statement by an official person;
- which are a correct and fair copy of, or extract from, what purports to be a public official document; or
- which are a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

In addition, as permitted by Corporations Instrument 2016/72, this Bidder's Statement contains trading data sourced from IRESS provided without their consent.

10.10 Disclosure of fees and benefits received by certain persons

Other than as set out below or elsewhere in this Bidder's Statement, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- to a director or proposed director of Genesis to induce them to become, or to qualify as, a director of Genesis; or
- for services provided by an interested person in connection with the formation or promotion of Genesis or the offer of Genesis Shares under the Offer.

The persons named in this Bidder's Statement as performing a function in a professional or advisory capacity in connection with the Offer and with the preparation of the Bidder's Statement on behalf of Genesis are Sternship Advisers as financial adviser and Gilbert + Tobin as legal adviser.

The fee for professional services paid or payable to Sternship Advisers as financial adviser to Genesis is \$1,700,000. The fee for professional services paid or payable to Gilbert + Tobin as legal adviser to date is approximately \$300,000.

10.11 Social security and superannuation implications of the Offer

Acceptance of the Offer may have implications under your superannuation arrangements or on your social security entitlements. If in any doubt, you should seek specialist advice.

10.12 Other material information

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

- material to the making of a decision by a Dacian Shareholder whether or not to accept the Offer; and
- known to Genesis,

which has not previously been disclosed to Dacian Shareholders.

11 Terms and Conditions of the Offer

11.1 Offer

- (a) Genesis offers to acquire all of Your Shares on and subject to the terms and conditions set out in this section 11 of this Bidder's Statement.
- (b) The consideration under the Offer is 0.0843 Genesis Shares for every 1 Dacian Share you hold. If this calculation results in an entitlement to a fraction of a Genesis Share, that fraction will be rounded down to the next whole number of Genesis Shares.
- (c) If, at the time this Offer is made to you, you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not receive Genesis Shares. Instead, you are offered and will receive the net proceeds determined in accordance with section 11.8 of this Bidder's Statement.
- (d) The Genesis Shares to be issued are ordinary shares in Genesis and will be credited as fully paid and have the rights summarised in section 3.6 of this Bidder's Statement.
- (e) By accepting this Offer, you undertake to transfer to Genesis not only the Shares to which the Offer relates, but also all Rights attached to those Shares (see section 11.6(c)(vi) and section 11.6(c)).
- (f) This Offer is being made to each person registered as the holder of Shares in the register of Dacian Shareholders on the Register Date. It also extends to:
 - (i) holders of securities that come to be Dacian Shares during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by, such securities and which are on issue as at the Register Date; and
 - (ii) any person who becomes registered, or entitled to be registered, as the holder of Your Shares during the Offer Period.
- (g) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is, or is entitled to be, registered as the holder of some or all of Your Shares, then:
 - (i) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to that other person in respect of those Shares;
 - (ii) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to you in respect of any other Shares you hold to which the Offer relates; and
 - (iii) this Offer will be deemed to have been withdrawn immediately at that time.
- (h) If at any time during the Offer Period you are registered or entitled to be registered as the holder of one or more parcels of Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate and distinct offer on the same terms and conditions as this Offer had been made in relation to each of those distinct parcels and any distinct parcel you hold in your own right. To validly accept the Offer for each parcel, you must comply with the procedure in section 653B(3) of the Corporations Act. If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or the Acceptance Form, please call the Offer Information Line on 1300 397 908 (within Australia) or +61 3 9415 4153 (outside Australia) to request those additional copies.

- (i) If Your Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee you should contact that nominee for assistance in accepting the Offer.
- (j) The Offer is dated 4 August 2022.

11.2 Offer Period

- (a) Unless withdrawn, the Offer will remain open for acceptance during the period commencing on the date of this Offer and ending at 5.00 pm (Perth time) on the later of:
 - (i) 5 September 2022; or
 - (ii) any date to which the Offer Period is extended.
- (b) Genesis reserves the right, exercisable in its sole discretion, to extend the Offer Period in accordance with the Corporations Act.
- (c) If, within the last 7 days of the Offer Period, either of the following events occurs:
 - (i) the Offer is varied to improve the consideration offered; or
 - (ii) Genesis' voting power in Dacian increases to more than 50%,then the Offer Period will be automatically extended so that it ends 14 days after the relevant event in accordance with section 624(2) of the Corporations Act.

11.3 How to accept this Offer

- (a) General
 - (i) Subject to section 11.1(g) and section 11.1(h), you may only accept this Offer for all of Your Shares.
 - (ii) You may accept this Offer at any time during the Offer Period.
- (b) Shares held in your name on Dacian's issuer sponsored sub-register

To accept this Offer for Shares held in your name on Dacian's issuer sponsored sub register (in which case your Securityholder Reference Number will commence with 'I'), you must:

 - (i) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and
 - (ii) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period at the address shown on the Acceptance Form.
- (c) Shares held in your name in a CHESS Holding
 - (i) If Your Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X') and you are not a Participant, you should instruct your Controlling Participant (for Dacian Shareholders who are not institutions, this is normally the stockbroker either through whom you bought Your Shares or through whom you ordinarily acquire shares on the ASX) to initiate

acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

- (ii) If Your Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X') and you are a Participant, you should initiate acceptance of this Offer in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.
 - (iii) Alternatively, to accept this Offer for Shares held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X'), you may sign and complete the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form and ensure that it (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period at the address shown on the Acceptance Form.
 - (iv) If Your Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X'), you must comply with any other applicable ASX Settlement Operating Rules.
- (d) Shares of which you are entitled to be registered as holder

To accept this Offer for Shares which are not held in your name, but of which you are entitled to be registered as holder, you must:

- (i) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and
 - (ii) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period at one of the addresses shown on the Acceptance Form.
- (e) Acceptance Form and other documents
- (i) The Acceptance Form forms part of the Offer.
 - (ii) If your Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is returned by post, for your acceptance to be valid you must ensure that they are posted or delivered in sufficient time for them to be received by Genesis at the address shown on the Acceptance Form before the end of the Offer Period.
 - (iii) When using the Acceptance Form to accept this Offer in respect of Shares in a CHESS Holding, you must ensure that the Acceptance Form (and any documents required by the terms of this Offer and the instruction on the Acceptance Form) are received by Genesis in time for Genesis to instruct your Controlling Participant to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.
 - (iv) The postage and transmission of the Acceptance Form and other documents is at your own risk.

11.4 Institutional Acceptance Facility

- (a) Establishment of Acceptance Facility
- (i) Genesis has established an institutional acceptance facility (**Acceptance Facility**) in relation to the Offer which is open to professional investors (as defined in section 9 of the Corporations Act) that hold or beneficially own at least 5,000,000 Dacian Shares (**Eligible Professional Shareholders**).
 - (ii) Dacian Shareholders who are not Eligible Professional Shareholders cannot participate in the Acceptance Facility.
 - (iii) The Acceptance Facility has been established to enable Eligible Professional Shareholders who may be unable or unwilling to accept the Offer until the Offer becomes or is declared unconditional (for example, by reason of their investment mandates) to indicate their support for the Offer and their intention to accept the Offer before the Offer becomes or is declared unconditional.
 - (iv) The collection agent for the Acceptance Facility is Computershare Clearing (**Facility Agent**), which can be reached by contacting the Facility Agent by email at custodians@computershare.com.au.
 - (v) Before making a decision whether or not to participate in the Acceptance Facility, Eligible Professional Shareholders are encouraged to consult with their financial or other professional adviser.
- (b) Operation of the Acceptance Facility

The Acceptance Facility will operate as summarised below:

- (i) Eligible Professional Shareholders may lodge with the Facility Agent a duly completed and executed appointment of facility agent form, along with acceptance instruction that demonstrate their intention to accept the Offer in the form of:
 - (A) where the Eligible Professional Shareholder is the registered holder of Dacian Shares, a duly completed and executed Acceptance Form in respect of all of their Dacian Shares, in accordance with the terms of the Offer; and/or
 - (B) where the Eligible Professional Shareholder is the beneficial holder, and those Dacian Shares are held on the Eligible Professional Shareholder's behalf or account by a custodian, nominee or trustee (**Custodian**), a duly completed and executed direction to the Custodian (**Custodian Direction**) to accept the Offer in respect of all of those Dacian Shares in the required form, in accordance with the terms of the Offer,(together, **Acceptance Instructions**).
- (ii) This Acceptance Instructions should be provided to the Facility Agent by email to custodians@computershare.com.au. The original documents should also be couriered or mailed to the Facility Agent (to the address set out in the appointment of facility agent form) immediately on sending the email.
- (iii) The Facility Agent will hold any Acceptance Instructions it receives as acceptance collection agent and bare trustee only and will not acquire a Relevant Interest in the Dacian Shares the subject of the Acceptance Instructions. Acceptance Instructions lodged with the Facility Agent will demonstrate the intention of the

relevant Eligible Professional Shareholder to accept the Offer but will not constitute acceptances of the Offer while they are held by the Facility Agent.

- (iv) Genesis may provide a written confirmation to the Facility Agent (**Confirmation Letter**), at any time and in its discretion (subject to the Corporations Act), which confirms that either:
 - (A) Genesis has declared the Offer free of all the Conditions (set out in section 11.9) that may not have already been fulfilled or waived; or
 - (B) Genesis will declare the Offer free of all the Conditions that have not been fulfilled or waived as soon as practicable after all Acceptance Instructions are validly processed or implemented.
 - (v) As soon as reasonably possible after the Facility Agent receives a Confirmation Letter from Genesis, the Facility Agent must (as applicable):
 - (A) deliver (or procure the delivery of) the Acceptance Forms in accordance with the instructions on the relevant Acceptance Forms, or, in the case of securities held in CHESS Holding, give the Acceptance Forms to the relevant Controlling Participant; and/or
 - (B) deliver (or procure the delivery of) the Custodian Directions to the relevant Custodian; and/or
 - (C) direct the Eligible Professional Shareholder to initiate acceptance of the Offer in accordance with Rule 14.14 of the ASX Settlement Operating Rules.
 - (vi) Genesis is under no obligation to give a Confirmation Letter to the Facility Agent or waive any or all Conditions.
 - (vii) Eligible Professional Shareholders retain all rights and control over the Dacian Shares and will be able to withdraw their Acceptance Instructions at any time prior to the Facility Agent receiving the Confirmation Letter from Genesis.
 - (viii) The Facility Agent will return the Acceptance Instructions promptly on:
 - (A) receipt by the Facility Agent of written notification of withdrawal from the Shareholder, at any time prior to receipt of the Confirmation Letter from Genesis; or
 - (B) Genesis terminating its arrangements with the Facility Agent in respect of the Acceptance Facility.
 - (ix) Genesis reserves the right to declare the Offer free from any of the Conditions at any time (subject to the Corporations Act) irrespective of the number of acceptances held by Genesis, or the number of Dacian Shares that are the subject of Acceptance Instructions held by the Facility Agent.
- (c) Obtaining documentation
- (i) The summary above is subject to the appointment of the facility agent form and the full terms of the Acceptance Facility (**Acceptance Facility Documents**).
 - (ii) If you are an Eligible Professional Shareholder, a copy of the Acceptance Facility Documents may be requested from the Facility Agent by email to

custodians@computershare.com.au or by calling the Offer Information Line on 1300 397 908 (within Australia) or +61 3 9415 4153 (outside Australia).

- (d) Disclosure of Acceptance Instructions
 - (i) Before 8.00pm (Perth time) on each Business Day (or at any other time on reasonable request from Genesis), the Facility Agent will notify Genesis of the number of Dacian Shares in respect of which Acceptance Instructions have been received, or of any withdrawals of Acceptance Instructions that have been received, as at 5.00pm (Perth time) on that day, with the expectation that this information may be released to ASX in conjunction with Genesis' substantial holding notices in response to acceptances of the Offer.
 - (ii) Following receipt of this information from the Facility Agent, Genesis will use its best endeavours to disclose this information to the ASX by 9.30am (Perth time) on the Business Day following any movement of at least 1% in the aggregate level of Genesis' voting power during the Offer Period and the votes attached to Dacian Shares the subject of valid Acceptance Instructions held subject to the Acceptance Facility.

11.5 Validity of acceptances

- (a) Subject to this section 11.5, your acceptance of the Offer will not be valid unless it is made in accordance with the procedures set out in section 11.3 or 11.4.
- (b) Genesis will determine, in its sole discretion, all questions as to the form of documents, eligibility to accept the Offer and time of receipt of an acceptance of the Offer. Genesis is not required to communicate with you prior to or after making this determination. The determination of Genesis will be final and binding on all parties.
- (c) Notwithstanding sections 11.3(b), 11.3(c), 11.3(d) and 11.3(e), Genesis may, in its sole discretion, at any time and without further communication to you, deem any Acceptance Form it receives to be a valid acceptance in respect of Your Shares, even if a requirement for acceptance has not been complied with but the payment of the consideration in accordance with the Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Genesis.
- (d) Where you have satisfied the requirements for acceptance in respect of only some of Your Shares, Genesis may, in its sole discretion, regard the Offer to be accepted in respect of those of Your Shares but not the remainder.
- (e) Genesis will provide the consideration to you in accordance with section 11.7, in respect of any part of an acceptance determined by Genesis to be valid.

11.6 The effect of acceptance

- (a) You will be unable to revoke your acceptance. The contract resulting from your acceptance will be binding on you and you will be unable to withdraw Your Shares from the Offer or otherwise dispose of Your Shares, except as follows:
 - (i) if, by the relevant times specified in section 11.6(b), the Conditions in section 11.9 have not all been fulfilled or freed, this Offer will automatically terminate and Your Shares will be returned to you; or
 - (ii) if the Offer Period is extended for more than one month and the obligations of Genesis to deliver the consideration are postponed for more than one month and,

at the time, this Offer is subject to one or more of the Conditions in section 11.9, you may be able to withdraw your acceptance and Your Shares in accordance with section 650E of the Corporations Act. A notice will be sent to you at the time explaining your rights in this regard.

- (b) The relevant times for the purposes of section 11.6(a)(i) are:
 - (i) in relation to the Conditions in section 11.9(e), the end of the third Business Day after the end of the Offer Period; and
 - (ii) in relation to all other Conditions in section 11.9, the end of the Offer Period.
- (c) By signing and returning the Acceptance Form, or otherwise accepting this Offer pursuant to section 11.3, you will be deemed to have:
 - (i) accepted this Offer (and any variation of it) in respect of, and, subject to all of the Conditions to this Offer in section 11.9 being fulfilled or freed, agreed to transfer to Genesis, Your Shares (even if the number of Shares specified on the Acceptance Form differs from the number of Your Shares), subject to section 11.1(g) and section 11.1(h);
 - (ii) represented and warranted to Genesis, as a fundamental condition going to the root of the contract resulting from your acceptance, that at the time of acceptance, and the time the transfer of Your Shares (including any Rights) to Genesis is registered, that all Your Shares are and will be free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise), that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Shares (including any Rights) to Genesis, and that you have paid to Dacian all amounts which at the time of acceptance have fallen due for payment to Dacian in respect of Your Shares;
 - (iii) irrevocably authorised Genesis (and any director, secretary, nominee or agent of Genesis) to alter the Acceptance Form on your behalf by inserting correct details relating to Your Shares, filling in any blanks remaining on the form and rectifying any errors or omissions as may be considered necessary by Genesis to make it an effective acceptance of this Offer or to enable registration of Your Shares in the name of Genesis;
 - (iv) if you signed the Acceptance Form in respect of Shares which are held in a CHES Holding, irrevocably authorised Genesis (or any director, secretary, nominee or agent of Genesis) to instruct your Controlling Participant to initiate acceptance of this Offer in respect of Your Shares in accordance with Rule 14.14 of the ASX Settlement Operating Rules;
 - (v) if you signed the Acceptance Form in respect of Shares which are held in a CHES Holding, irrevocably authorised Genesis (or any director, secretary, nominee or agent of Genesis) to give any other instructions in relation to Your Shares to your Controlling Participant, as determined by Genesis acting in its own interests as a beneficial owner and intended registered holder of those Shares;
 - (vi) irrevocably authorised and directed Dacian to pay to Genesis, or to account to Genesis for, all Rights in respect of Your Shares, subject, if this Offer is withdrawn, to Genesis accounting to you for any such Rights received by Genesis;

- (vii) irrevocably authorised Genesis to notify Dacian on your behalf that your place of address for the purpose of serving notices on you in respect of Your Shares is the address specified by Genesis in the notification;
- (viii) with effect from the time and date on which all the Conditions to this Offer in section 11.9 have been fulfilled or freed, to have irrevocably appointed Genesis (and any director, secretary or nominee of Genesis) severally from time to time as your true and lawful attorney to exercise all your powers and rights in relation to Your Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in person, by proxy or by body corporate representative, at all general meetings and all court-convened meetings of Dacian and to request Dacian to register, in the name of Genesis or its nominee, Your Shares, as appropriate, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable);
- (ix) with effect from the date on which all the Conditions to this Offer in section 11.9 have been fulfilled or freed, to have agreed not to attend or vote in person, by proxy or by body corporate representative at any general meeting or any court-convened meeting of Dacian or to exercise or purport to exercise any of the powers and rights conferred on Genesis (and its directors, secretaries and nominees) in section 11.6(c)(viii);
- (x) agreed that in exercising the powers and rights conferred by the powers of attorney granted under section 11.6(c)(viii), the attorney will be entitled to act in the interests of Genesis as the beneficial owner and intended registered holder of Your Shares;
- (xi) agreed to do all such acts, matters and things that Genesis may require to give effect to the matters the subject of this section 11.6(c) (including the execution of a written form of proxy to the same effect as this section 11.6(c) which complies in all respects with the requirements of the constitution of Dacian) if requested by Genesis;
- (xii) agreed to indemnify Genesis in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Securityholder Reference Number or in consequence of the transfer of Your Shares to Genesis being registered by Dacian without production of your Holder Identification Number or your Securityholder Reference Number for Your Shares;
- (xiii) represented and warranted to Genesis that, unless you have notified it in accordance with section 11.1(h), Your Shares do not consist of separate parcels of Shares;
- (xiv) irrevocably authorised Genesis (and any nominee) to transmit a message in accordance with Rule 14.17 of the ASX Settlement Operating Rules to transfer Your Shares to Genesis' Takeover Transferee Holding, regardless of whether it has paid the consideration due to you under this Offer;
- (xv) agreed, subject to the Conditions of this Offer in section 11.9 being fulfilled or freed, to execute all such documents, transfers and assurances, and do all such acts, matters and things that Genesis may consider necessary or desirable to convey Your Shares registered in your name and Rights to Genesis; and
- (xvi) agreed to accept the Genesis Shares to which you have become entitled by acceptance of this Offer subject to the constitution of Genesis and have authorised Genesis to place your name on its register of shareholders in respect of those Genesis Shares.

- (d) The undertakings and authorities referred to in section 11.5(c) will remain in force after you receive the consideration for Your Shares and after Genesis becomes registered as the holder of Your Shares.

11.7 Consideration for Your Shares

- (a) Subject to section 11.5(b), this section 11.7 and section 11.8 and the Corporations Act, Genesis will provide the consideration due to you for Your Shares on or before the earlier of:
 - (i) one month after the date of your acceptance or, if this Offer is subject to a defeating Condition when you accept this Offer, within one month after this Offer becomes unconditional; and
 - (ii) 21 days after the end of the Offer Period.
- (b) Where the Acceptance Form requires an additional document to be delivered with your Acceptance Form (such as a power of attorney):
 - (i) if that document is given with your Acceptance Form, Genesis will provide the consideration in accordance with section 11.7(a);
 - (ii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is subject to a defeating Condition, Genesis will provide the consideration due to you on or before the earlier of one month after this Offer becomes unconditional and 21 days after the end of the Offer Period;
 - (iii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is not subject to a defeating Condition, Genesis will provide the consideration due to you on or before the earlier of one month after that document is given and 21 days after the end of the Offer Period; and
 - (iv) if that document is given after the end of the Offer Period, and the Offer is not subject to a defeating Condition, Genesis will provide the consideration within 21 days after that document is given. However, if at the time the document is given, the Offer is still subject to a defeating Condition that relates only to the happening of an event or circumstance referred to in section 652C(1) or (2) of the Corporations Act, Genesis will provide the consideration due to you within 21 days after the Offer becomes unconditional.
- (c) If you accept this Offer, Genesis is entitled to all Rights in respect of Your Shares. Genesis may require you to provide all documents necessary to vest title to those Rights in Genesis, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to Genesis, or if you have (or any previous owner of Your Shares has) received the benefit of those Rights, Genesis will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by Genesis) of those Rights. However, no amount will be deducted in respect of the franking credits (if any) attached to the Rights.
- (d) If you have accepted the Offer and you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will receive your share of the proceeds from the sale of the Genesis Shares in accordance with section 11.8.
- (e) Payment of any cash amount to which you are entitled under the Offer will be made by cheque in Australian currency. Cheques will be posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) to the address as shown either,

at the discretion of Genesis, on your Acceptance Form, or on the register copy supplied by Dacian from time to time.

- (f) The obligation of Genesis to issue and allot any Genesis Shares to which you are entitled will be satisfied by Genesis:
 - (i) entering your name on the register of members of Genesis; and
 - (ii) dispatching or procuring the dispatch to you by pre-paid post to your address recorded in Dacian's register of members last notified to Genesis, an uncertificated holding statement in your name. If Your Shares are held in a joint name, an uncertificated holding statement will be issued in the name of, and forwarded to, the holder whose name appears first in Dacian's register of members last notified to Genesis.
- (g) If at the time you accept the Offer, any authority, clearance or approval is required for you to receive any consideration for Your Shares, including (but not limited to) any authority, clearance or approval of:
 - (i) the Reserve Bank of Australia (whether under the *Banking (Foreign) Exchange Regulations 1959* (Cth) or otherwise);
 - (ii) the Minister for Foreign Affairs (whether under the *Charter of the United Nations Act 1945* (Cth), the *Charter of the United Nations (Dealing with Assets) Regulations 2008* (Cth) or any other regulations made thereunder), or otherwise;
 - (iii) the Commissioner of Taxation; or
 - (iv) any other person as required by any other law of Australia that would make it unlawful for Genesis to provide any consideration for Your Shares,

then you will not be entitled to receive any consideration for Your Shares until all requisite authorities, clearances or approvals have been received by Genesis.

- (h) If Genesis determines, acting reasonably and in good faith that it is liable to pay an amount of Foreign Resident CGT Withholding Tax to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth) (**TAA**) with respect to the acquisition of Dacian Shares from a Dacian Shareholder, Genesis will, for any such Dacian Shareholder:
 - (i) determine the amount required to be paid to the Commissioner of Taxation being 12.5%, or such lesser amount approved by the Commissioner of Taxation in the Variation Notice (**Foreign Resident CGT Payment Amount**);
 - (ii) determine the amount of Genesis Shares as necessary in the reasonable opinion of Genesis to account for the relevant Foreign Resident CGT Payment Amount (taking into account reasonable fluctuations in share price) that would otherwise have been issued to the Dacian Shareholder will be issued to the Nominee;
 - (iii) instruct the Nominee to sell the Genesis Shares withheld under section 11.7(h)(ii), and return to Genesis the relevant sale proceeds, after deducting any reasonable and applicable fees, brokerage, taxes and charges, and transfer to the Dacian Shareholder any surplus amount of Genesis Shares (if any);
 - (iv) remit the Foreign Resident CGT Payment Amount to the Commissioner of Taxation (or retain the sale proceeds, as a reimbursement, where the Foreign Resident CGT

Payment Amount has already been paid by Genesis to the Commissioner of Taxation); and

- (v) after deduction of the Foreign Resident CGT Payment Amount, provide the net proceeds (including, where applicable, the requisite net number of Genesis Shares after an adjustment in respect of deduction on account of the Foreign Resident CGT Payment Amount to reduce the number of Genesis Shares provided) to that Dacian Shareholder for the purposes of this Offer.

For the avoidance of doubt, where the conditions in this section 11.7(h) are satisfied, Genesis will, for the purposes of this Offer, be deemed to have satisfied its obligations to provide the Offer consideration to a Dacian Shareholder if the amount or value of the net proceeds provided to the Dacian Shareholder are equal to the amount or value of the Offer consideration that would have otherwise been provided to the Dacian Shareholder pursuant to the Offer, less the Foreign Resident CGT Payment Amount Payment Amount for that Dacian Shareholder.

11.8 Ineligible Foreign Shareholders and Small Parcel Shareholders

- (a) If you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not be entitled to receive Genesis Shares as the consideration for Your Shares as a result of accepting this Offer, and Genesis will:
 - (i) arrange for the issue to Euroz Hartleys Limited (the **Nominee**) of the number of Genesis Shares to which you and all other Ineligible Foreign Shareholders and Small Parcel Shareholders would have otherwise been entitled but for section 11.1(c) and the equivalent provision in each other offer under the Offer;
 - (ii) cause the Genesis Shares so issued to be offered for sale by the Nominee on ASX as soon as practicable and otherwise in the manner, at the price and on such other terms and conditions as are determined by the Nominee (at the risk of the Ineligible Foreign Shareholders and Small Parcel Shareholders); and
 - (iii) pay you the amount ascertained in accordance with the formula (for the avoidance of doubt, subject to adjustment under section 11.7(h), if applicable):

$$\frac{N \times YS}{TS}$$

where:

'N' is the amount which is received by the Nominee on the sale of all Genesis Shares under this section 11.8 less brokerage and sale expenses;

'YS' is the number of Genesis Shares which would, but for section 11.1(c), otherwise have been allotted to you; and

'TS' is the total number of Genesis Shares allotted to the Nominee under this section 11.8.

- (b) You will receive your share of the proceeds of the sale of Genesis Shares by the Nominee, calculated in accordance with section 11.8(a), in Australian currency.
- (c) Payment will be made by cheque posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) at the address provided on your Acceptance Form within the period required by the Corporations Act.

- (d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Genesis Shares by the Nominee, regardless of any delay in remitting these proceeds to you.
- (e) The Nominee may sell the Genesis Shares in such manner, at such price or prices and on such terms as the Nominee determines, and at the risk of the Ineligible Foreign Shareholders and Small Parcel Shareholders. The Nominee will sell the Genesis Shares on ASX following the issue of those shares to it.
- (f) As the market price of Genesis Shares will be subject to change from time to time, the sale price of the Genesis Shares sold by the Nominee and the proceeds of those sales cannot be guaranteed. Neither Genesis nor the Nominee gives any assurance as to the price that will be achieved for the sale of the Genesis Shares by the Nominee.
- (g) The Nominee will be appointed by, and will provide the Nominee services to, Genesis. In acting as Nominee, the Nominee will not be acting as agent or sub-agent of any Ineligible Foreign Shareholder or Small Parcel Shareholder, does not have duties or obligations (fiduciary or otherwise) to any Ineligible Foreign Shareholder or Small Parcel Shareholder and does not underwrite the sale of the Genesis Shares.

11.9 Conditions of this Offer

Subject to section 11.10, the completion of this Offer and any contract that results from an acceptance of this Offer, are subject to the fulfilment of the Conditions set out below:

- (a) Minimum acceptance

At the end of the Offer Period, Genesis has Relevant Interests in at least 50.1% of Dacian Shares (on a fully diluted basis).

- (b) No acquisitions or disposals

Between the Announcement Date and the end of the Offer Period (each inclusive), neither Dacian nor any of its subsidiaries:

- (i) acquires or disposes of, or enters into or announces any agreement for the acquisition or disposal of, any asset or business, or enters into any corporate transaction, for an amount in aggregate greater than \$1 million; or
- (ii) enters into any contract or commitment that is not in the ordinary course of business, other than a contract or commitment entered into to reasonably respond to an emergency or disaster (including a situation giving rise to a risk of personal injury or damage to property).

- (c) No material adverse change

Between the Announcement Date and the end of the Offer Period (each inclusive) none of the following occurs:

- (i) an event, change, condition, matter or thing occurs or will or is reasonably likely to occur;
- (ii) information is disclosed or announced by Dacian concerning any event, change, condition, matter or thing that has occurred or is reasonably likely to occur; or

- (iii) information concerning any event, change, condition, matter or thing that has occurred or is reasonably likely to occur becomes known to Genesis (whether or not becoming public),

(each of (i), (ii) and (iii) a **Specified Event**) the occurrence or reasonable likelihood of which was not known by Genesis before the Announcement Date and which, whether individually or when aggregated with all such events, changes, conditions, matters or things that have occurred or are reasonably likely to occur, has had or would be considered reasonably likely to have:

- (iv) a material adverse effect on the business, assets, liabilities, financial or trading position, profitability or prospects of the Dacian Group taken as a whole; or
- (v) without limiting the generality of condition 3(d), the effect of a diminution in the value of the consolidated net assets of the Dacian Group, taken as a whole, by at least \$15 million against what it would reasonably have been expected to have been but for such Specified Event.

For the purposes of this Condition 11.9(c), Genesis shall not be taken to know of information concerning any Specified Event before the Announcement Date, unless the information has been disclosed by Dacian in its public filings with the ASX before the Announcement Date or fairly disclosed to Genesis no later than 2 days before the Announcement Date.

- (d) No regulatory action

Between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) there is not in effect any preliminary or final decision, order or decree issued by any Public Authority;
- (ii) no action or investigation is announced, commenced or threatened by any Public Authority; and
- (iii) no application is made to any public authority (other than by Genesis or any associate of Genesis),

in consequence of or in connection with the Offer (other than an application to, or a decision or order of, or action or investigation by, ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act) which restrains, prohibits or impedes, or threatens to restrain, prohibit or impede, or materially impact on, the making of the Offers and the completion of any transaction contemplated by this Bidder's Statement (including, without limitation, full, lawful, timely and effectual implementation of the intentions set out in section 6 of this Bidder's Statement) or which requires the divestiture by Genesis of any Shares or any material assets of Dacian or any subsidiary of Dacian.

- (e) No prescribed occurrences

Between the Announcement Date and the date 3 Business Days after the end of the Offer Period, none of the following prescribed occurrences (being the occurrences listed in section 652C of the Corporations Act) happen:

- (i) Dacian converting all or any of the Dacian Shares into a larger or smaller number of shares under section 254H of the Corporations Act;
- (ii) Dacian or a Dacian Group member resolving to reduce its share capital in any way;

- (iii) Dacian or a Dacian Group member entering into a buyback agreement or resolving to approve the terms of a buyback agreement under sections 257C(1) or 257D(1) of the Corporations Act;
- (iv) Dacian or a Dacian Group member making an issue of shares or granting an option over shares or agreeing to make such an issue or grant such an option other than the issue of Dacian shares:
 - (A) to Genesis pursuant to the Dacian Placement; or
 - (B) on the exercise or conversion (as applicable) of Dacian Options and Dacian Performance Rights on issue before the Announcement Date;
- (v) Dacian or a Dacian Group member issuing, or agreeing to issue, convertible notes;
- (vi) Dacian or a Dacian Group member disposing or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- (vii) Dacian or a Dacian Group member granting, or agreeing to grant, a Security Interest in the whole, or a substantial part, of its business or property;
- (viii) Dacian or a Dacian Group member resolving that it be wound up;
- (ix) the appointment of a liquidator or provisional liquidator of Dacian or a Dacian Group member;
- (x) the making of an order by a court for the winding up of Dacian or a Dacian Group member;
- (xi) an administrator of Dacian or a Dacian Group member being appointed under sections 436A, 436B or 436C of the Corporations Act;
- (xii) Dacian or a Dacian Group member executing a deed of company arrangement; or
- (xiii) the appointment of a receiver, receiver and manager, other controller (as defined in the Corporations Act) or similar official in relation to the whole, or a substantial part, of the property of Dacian or a Dacian Group member.

11.10 Nature and benefit of Conditions

- (a) The Conditions in section 11.9 are conditions subsequent. The non-fulfilment of any condition subsequent does not, until the end of the Offer Period (or in the case of the Conditions in section 11.9(e), until the end of the third Business Day after the end of the Offer Period), prevent a contract to sell Your Shares from arising, but non-fulfilment of any of those Conditions will have the consequences set out in section 11.11(b).
- (b) Subject to the Corporations Act, Genesis alone is entitled to the benefit of the Conditions in section 11.9, or to rely on any non-fulfilment of any of them.
- (c) Each Condition in section 11.9 is a separate, several and distinct condition. No Condition will be taken to limit the meaning or effect of any other Condition.

11.11 Freeing the Offer of Conditions

- (a) Genesis may free this Offer, and any contract resulting from its acceptance, from all or any of the conditions subsequent in section 11.9, either generally or by reference to a particular fact, matter, event, occurrence or circumstance (or class thereof), by giving a

notice to Dacian and to ASX declaring this Offer to be free from the relevant condition or conditions specified, in accordance with section 650F of the Corporations Act. This notice may be given:

- (i) in the case of the Conditions in section 11.9(e), not later than 3 Business Days after the end of the Offer Period; and
 - (ii) in the case of all the other Conditions in section 11.9, not less than 7 days before the end of the Offer Period.
- (b) If, at the end of the Offer Period (or in the case of the Conditions in section 11.9(e), at the end of the third Business Day after the end of the Offer Period), the Conditions in section 11.9 have not been fulfilled and Genesis has not declared the Offer (or it has not become) free from those conditions, all contracts resulting from the acceptance of the Offer will be automatically void.

11.12 Official quotation of Genesis Shares

- (a) Genesis has been admitted to the official list of ASX. Genesis Shares of the same class as those to be issued as consideration have been granted official quotation by ASX.
- (b) An application will be made within 7 days after the start of the bid period to ASX for the granting of official quotation of the Genesis Shares to be issued in accordance with the Offer. However, official quotation is not granted automatically on application.
- (c) Pursuant to the Corporations Act, this Offer and any contract that results from your acceptance of it are subject to a condition that permission for admission to official quotation by ASX of the Genesis Shares to be issued pursuant to the Offer being granted no later than 7 days after the end of the bid period. If this condition is not fulfilled, all contracts resulting from the acceptance of the Offers will be automatically void.

11.13 Withdrawal of this Offer

- (a) This Offer may be withdrawn with the consent in writing of ASIC, which consent may be subject to conditions. If ASIC gives such consent, Genesis will give notice of the withdrawal to ASX and to Dacian and will comply with any other conditions imposed by ASIC.
- (b) If, at the time this Offer is withdrawn, all the Conditions in section 11.9 have been freed, all contracts arising from acceptance of the Offer before it was withdrawn will remain enforceable.
- (c) If, at the time this Offer is withdrawn, the Offer remains subject to one or more of the Conditions in section 11.9, all contracts arising from its acceptance will become void (whether or not the events referred to in the relevant conditions have occurred).
- (d) A withdrawal pursuant to section 11.13 will be deemed to take effect:
 - (i) if the withdrawal is not subject to conditions imposed by ASIC, on and after the date on which that consent in writing is given by ASIC; or
 - (ii) if the withdrawal is subject to conditions imposed by ASIC, on and after the date on which those conditions are satisfied.

11.14 Variation of this Offer

Genesis may vary this Offer in accordance with the Corporations Act.

11.15 No stamp duty

Genesis will pay any stamp duty on the transfer of Your Shares to it.

11.16 Governing laws

This Offer and any contract that results from your acceptance of it are to be governed by the laws in force in Western Australia, Australia.

12 Definitions and interpretation

12.1 Definitions

In this Bidder's Statement and in the Acceptance Form unless the context otherwise appears, the following terms have the meanings shown below:

\$ or A\$ or AUD means Australian dollars, the lawful currency of the Commonwealth of Australia.

Acceptance Facility means the institutional acceptance facility established by Genesis for the purposes of the Offer and as described in section 11.4.

Acceptance Form means the acceptance form enclosed with this Bidder's Statement.

AEST means Australian Eastern Standard Time.

Announcement Date means the date of the announcement of the Offer by Genesis, being 5 July 2022.

ANZ Facility has the meaning given in section 4.3.

ASIC means the Australian Securities and Investments Commission.

ASX means as the context requires, ASX Limited ABN 98 008 624 691 or the securities market conducted by it.

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 532.

ASX Settlement Operating Rules means the operating rules of the ASX Settlement which govern the administration of the Clearing House Electronic Subregister System.

Bidder's Statement means this document, being the statement of Genesis under Part 6.5 Division 2 of the Corporations Act relating to the Offer.

Business Day means a day on which banks are open for business in Perth, Western Australia, excluding a Saturday, Sunday or public holiday.

CGT means capital gains tax.

CGT Discount has the meaning described in section 9.2(e).

CHESS Holding means a number of Shares which are registered on Dacian's share register being a register administered by the ASX Settlement and which records uncertificated holdings of shares.

Combined Group means the group of companies resulting from the combination of the Genesis Group and the Dacian Group should the Offer be successful.

Commissioner of Taxation has the meaning given in the *Taxation Administration Act 1953* (Cth).

Conditions means the conditions to the Offer set out in section 11.9.

Controlling Participant in relation to Your Shares, has the same meaning as in the ASX Settlement Operating Rules.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Instrument 2016/72 means ASIC Corporations (Consents to Statements) Instrument 2016/72.

Dacian or **DCN** means Dacian Gold Limited ABN 61 154 262 978.

Dacian's FY20 Annual Report means Dacian's Annual Financial Report and Directors' Report for the year ended 30 June 2020, lodged with ASX on 29 October 2020.

Dacian's FY21 Annual Report means Dacian's Annual Financial Report and Directors' Report for the year ended 30 June 2021, lodged with ASX on 22 October 2021.

Dacian Board means the board of directors of Dacian.

Dacian Convertible Security means a Dacian Option and a Dacian Performance Right.

Dacian Director means a director of Dacian.

Dacian Group means Dacian and each of its subsidiaries.

Dacian's HY22 Interim Report means Dacian's Interim Financial Report for the half year ended 31 December 2021, lodged with ASX on 25 February 2022.

Dacian Option means an unlisted option to acquire Dacian Shares.

Dacian Placement means the placement of Dacian Shares to Genesis in accordance with the Dacian Placement Agreement.

Dacian Placement Agreement has the meaning given in section 2.4(b).

Dacian Performance Right means a performance right issued by Dacian to acquire a Dacian Share subject to the terms of that performance right.

Dacian Shares means fully paid ordinary shares in the capital of Dacian, including those shares on issue at the end of the Offer Period.

Dacian Shareholder means person who is registered as the holder of a Dacian Share in the Dacian share register.

Eligible Professional Shareholders has the meaning given in section 11.4(a).

Facility Agent has the meaning in section 11.4(a)(iv) of this Bidder's Statement.

Foreign Resident CGT Payment Amount is determined under section 11.7(h) of this Bidder's Statement.

Foreign Resident CGT Withholding Tax means an amount required to be withheld by Genesis and remitted to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth)

FY means a financial year ending 30 June.

Genesis means Genesis Minerals Limited ABN 72 124 772 041.

Genesis Board means the board of directors of Genesis.

Genesis Capital Raising has the meaning given in section 2.4(a).

Genesis Director means a director of Genesis.

Genesis' FY20 Annual Report means Genesis' Annual Financial Report and Directors' Report for the year ended 30 June 2020, lodged with ASX on 25 September 2020.

Genesis' FY21 Annual Report means Genesis' Annual Financial Report and Directors' Report for the year ended 30 June 2021, lodged with ASX on 28 September 2021.

Genesis Group means Genesis and each of its subsidiaries, and a reference to a "Genesis Group Member" is to Genesis or any of its subsidiaries.

Genesis' HY22 Interim Report means Genesis' Interim Financial Report for the half year ended 31 December 2021, lodged with ASX on 10 March 2022.

Genesis Performance Right means a performance right issued by Genesis to acquire a Genesis Share subject to the terms of that performance right.

Genesis Shares means fully paid ordinary shares in the capital of Genesis.

GST means goods and services tax.

Holder Identification Number has the same meaning as in the ASX Settlement Operating Rules.

Ineligible Foreign Shareholder has the meaning given in section 10.7(b).

Institutional Accredited Investor means an "institutional accredited investor" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) or (12) under the US Securities Act of 1933.

Issuer Sponsored Holdings means a holding of Shares on Dacian issuer sponsored subregister.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition.

Last Practicable Date means the last practicable date prior to the date of this Bidder's Statement, being 27 July 2022.

Listing Rules means the Official Listing Rules of ASX, as amended and waived by ASX from time to time.

Mineral Resource has the meaning given in the JORC Code.

Moz means million ounces.

Nominee means the nominee appointed by Genesis and approved by ASIC in accordance with section 11.8 of this Bidder's Statement, being Euroz Hartleys Limited.

Offer means the offer for Your Shares under the terms and conditions contained in section 11 of this Bidder's Statement.

Offer Period means the period during which the Offer will remain open for acceptance in accordance with section 11.2 of this Bidder's Statement.

Option Cancellation Deed has the meaning given in section 5.2(a).

Ore Reserve has the meaning given in the JORC Code.

Oz means ounce.

Participant means an entity admitted to participate in the Clearing House Electronic Sub register System under Rule 4.3.1 and 4.4.1 of the ASX Settlement Operating Rules.

Perennial has the meaning given in section 10.4.

Pre-Bid Agreement has the meaning given in section 10.4.

Public Authority means any government or any governmental, semi governmental, statutory or judicial entity, agency or authority, whether in Australia or elsewhere, including (without limitation) any self regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions, and ASX or any other stock exchange.

Register Date means the date set by Genesis under section 633(2) of the Corporations Act, being 5.00pm (Perth time) on 29 July 2022.

Relevant Interest has the meaning given to that term in sections 608 and 609 of the Corporations Act.

Rights means all accreditations, rights or benefits of whatever kind attaching or arising from Shares directly or indirectly at or after the Announcement Date (including, but not limited to, all dividends or other distributions and all rights to receive them or rights to receive or subscribe for shares, notes, bonds, options or other securities declared, paid or issued by Dacian or any of its subsidiaries).

Securities Act means the United States Securities Act of 1933.

Securityholder Reference Number has the same meaning as in the ASX Settlement Operating Rules.

Security Interest has the same meaning as in section 51A of the Corporations Act.

Share Registry means Computershare Investor Services Pty Limited.

Small Parcel means a parcel of Genesis Shares having a value of less than \$500 based on the highest closing price of Genesis Shares on the ASX during the period from the date of this Bidder's Statement until the earlier of the end of the Offer Period and five ASX trading days before the first day on which Genesis must provide the Offer consideration under the Offer.

Small Parcel Shareholder means a Dacian Shareholder who would be entitled to receive a total number of Genesis Shares as consideration under the Offer which constitute a Small Parcel.

St Barbara means St Barbara Limited ABN 36 009 165 066.

TAA means the *Taxation Administration Act 1953* (Cth).

Takeover Transferee Holding has the same meaning as in the ASX Settlement Operating Rules.

Target's Statement means the statement of Dacian under Part 6.5 Division 3 of the Corporations Act relating to the Offer.

Tax Act means the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth) and the *Taxation Administration Act 1953* (Cth), as applicable.

US\$ or **USD** means United States dollars, the lawful currency of the United States of America.

Variation Notice means a notice of variation granted by the Commissioner of Taxation under section 14-235 of Schedule 1 of the TAA.

VWAP means volume weighted average price.

Your Shares means, subject to section 11.1(g) and section 11.1(h), the Dacian Shares:

- (a) in respect of which you are registered, or entitled to be registered, as holder in the register of shareholders of Dacian on the Register Date; or
- (b) to which you are able to give good title at the time you accept this Offer during the Offer Period.

12.2 Interpretation

In this Bidder's Statement and in the Acceptance Form, unless the context otherwise requires:

- (a) words and phrases have the same meaning (if any) given to them in the Corporations Act;
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (e) a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this Bidder's Statement as relevant;
- (f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- (g) headings and bold type are for convenience only and do not affect the interpretation of this Bidder's Statement;
- (h) a reference to time is a reference to time in Sydney, Australia;
- (i) a reference to writing includes facsimile transmissions; and
- (j) a reference to dollars, \$, A\$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

13 Approval of Bidder's Statement

This Bidder's Statement has been approved by a unanimous resolution passed by the directors of Genesis.

Date: 29 July 2022

Signed for and on behalf of **Genesis Minerals Limited**



Tommy McKeith
Non-Executive Chairman
Genesis Minerals Limited

Company directory

Genesis Minerals Limited ABN 72 124 772 041

A public company limited by shares incorporated in Australia

Directors

Mr Tommy McKeith (Non-Executive Chairman)
Mr Raleigh Finlayson (Managing Director/CEO)
Mr Gerry Kaczmarek (Non-Executive Director)
Mr Neville Power (Non-Executive Director)
Mr Michael Bowen (Non-Executive Director)

Company Secretary

Geoff James

Principal and registered office

47 Outram Street
West Perth WA 6005
Telephone: +61 (8) 9322 6178
Email: info@genesisminerals.com.au
Website: www.genesisminerals.com.au

Offer Information Line

1300 397 908 (within Australia)
+61 3 9415 4153 (within Australia)
Monday to Friday
8.30am – 5pm (AEST)

Financial adviser to the Offer

Sternship Advisers
Level 2, 44A Kings Park Road
West Perth WA 6005

Legal adviser to the Offer

Gilbert + Tobin
Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000

Share Registry and Facility Agent

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth WA 6000

Attachment A Genesis ASX announcements

Genesis made the following ASX announcements during the period after lodgement of Genesis FY21 Annual Report on 28 September 2021 and before the issue of this Bidder's Statement:

Date	Announcement
22/07/2022	Notice of General Meeting/Proxy Form
22/07/2022	Shareholder Letter
12/07/2022	Change in substantial holding from GMD
12/07/2022	Placements Funds Received
11/07/2022	Becoming a substantial holder
11/07/2022	Application for quotation of securities - GMD
11/07/2022	Placement Cleansing Notice
11/07/2022	Placement Funds Received
05/07/2022	Becoming a substantial holder from GMD
05/07/2022	Genesis and Dacian to Merge via Recommended Takeover Offer
05/07/2022	Proposed issue of securities - GMD
05/07/2022	Presentation on Dacian Transaction and Equity Raising
05/07/2022	Acquisition of Dacian Gold and Capital Raising
05/07/2022	June Quarterly Report and Drilling Update
04/07/2022	Trading Halt
04/07/2022	Pause in Trading
24/06/2022	Application for quotation of securities - GMD
14/06/2022	Board Update
08/06/2022	Media Speculation
08/06/2022	Pause in Trading
27/05/2022	Notification regarding unquoted securities - GMD
27/05/2022	Application for quotation of securities - GMD
28/04/2022	Quarterly Activities/Appendix 5B Cash Flow Report

Date	Announcement
22/04/2022	Application for quotation of securities - GMD
11/04/2022	Notification regarding unquoted securities - GMD
11/04/2022	Application for quotation of securities - GMD
04/04/2022	Open for Business - Corporate Presentation
04/04/2022	Executive Appointments
29/03/2022	Investor Presentation by Raleigh Finlayson
29/03/2022	Leonora Resource Increases By More Than 400,000oz to 2Moz
10/03/2022	Half Year Accounts
04/03/2022	Notification regarding unquoted securities - GMD
01/03/2022	Change of Registered Office
25/02/2022	Application for quotation of securities - GMD
24/02/2022	Board Update
21/02/2022	Final Director's Interest Notice - M Fowler
21/02/2022	Initial Director's Interest Notice - R Finlayson
21/02/2022	Raleigh Finlayson Appointed Managing Director
16/02/2022	Ceasing to be a substantial holder
16/02/2022	Ceasing to be a substantial holder from ALK
15/02/2022	Investor Presentation - RIU Explorers Conference
11/02/2022	Application for quotation of securities - GMD
03/02/2022	Exceptional New Drilling Results at Ulysses
28/01/2022	Quarterly Activities/Appendix 5B Cash Flow Report
19/01/2022	Application for quotation of securities - GMD
13/01/2022	Despatch of Holding Statements - Consolidation of Capital
12/01/2022	Change of Director's Interest Notice x 5 - Consolidation
10/01/2022	Completion of Consolidation of Capital
06/01/2022	Update on Consolidation of Capital

Date	Announcement
04/01/2022	Change of Director's Interest Notice - Fowler
04/01/2022	Notification of cessation of securities - GMD
04/01/2022	Application for quotation of securities - GMD
22/12/2021	Application for quotation of securities - GMD
21/12/2021	Change of Director's Interest Notice x 5
17/12/2021	Appendix 3G - Entitlement Offer
17/12/2021	Appendix 2A - Entitlement Issue
17/12/2021	Application for quotation of securities - GMD
15/12/2021	Entitlement Offer Raises A\$4.8M
10/12/2021	Change of Director's Interest Notice - Fowler
10/12/2021	Application for quotation of securities - GMD
03/12/2021	Application for quotation of securities - GMD
01/12/2021	Dispatch of Offer Letter to Eligible Shareholders
01/12/2021	Letter to Eligible Shareholders - Entitlement Offer
01/12/2021	Letter to Ineligible Shareholders - Entitlement Offer
29/11/2021	Change of Director's Interest Notice - McKeith, Bowen, Power
26/11/2021	Change in substantial holding
25/11/2021	Notification regarding unquoted securities - GMD
25/11/2021	Change in substantial holding from ALK
25/11/2021	Application for quotation of securities - GMD
25/11/2021	Share Placement Funds Received
23/11/2021	Update - Proposed issue of securities - GMD
23/11/2021	Update - Proposed issue of securities - GMD
23/11/2021	Update - Proposed issue of securities - GMD
23/11/2021	Entitlement Offer Prospectus
19/11/2021	Initial Director's Interest Notice - Power

Date	Announcement
19/11/2021	Initial Director's Interest Notice - Bowen
19/11/2021	Final Director's Interest Notice - Earner
19/11/2021	Final Director's Interest Notice - Bradshaw
19/11/2021	Change of Director's Interest Notice - Fowler
19/11/2021	Application for quotation of securities - GMD
19/11/2021	Results of Meeting and Board Changes
19/11/2021	Managing Director's Presentation to Shareholders
19/11/2021	Chairman's Address to Shareholders
18/11/2021	Withdrawal of Resolution at 2021 Annual General Meeting
29/10/2021	Application for quotation of securities - GMD
26/10/2021	Quarterly Activities/Appendix 5B Cash Flow Report
19/10/2021	Change of Director's Interest Notice - Fowler
19/10/2021	Application for quotation of securities - GMD
18/10/2021	Consolidation/Split - GMD
18/10/2021	Proposed Consolidation of Capital
18/10/2021	Notice of Annual General Meeting/Proxy Form
18/10/2021	Shareholder Letter
14/10/2021	Investor Presentation - RRS Conference
14/10/2021	Outstanding Results Confirm Strong Potential at Ulysses
06/10/2021	Cleansing Notice
06/10/2021	Application for quotation of securities - GMD
01/10/2021	Change of Director's Interest Notice - Kaczmarek
30/09/2021	Cleansing Notice
30/09/2021	Application for quotation of securities - GMD
30/09/2021	Change in substantial holding
28/09/2021	Date of Annual General Meeting

Date	Announcement
28/09/2021	Corporate Governance Statement and Appendix 4G

Attachment B Genesis' Mineral Resources

Project		Cut off grade (g/t)	Measured			Indicated			Inferred			Total		
			Tonnes (t)	Au (g/t)	Au (oz)	Tonnes (t)	Au (g/t)	Au (oz)	Tonnes (t)	Au (g/t)	Au (oz)	Tonnes (t)	Au (g/t)	Au (oz)
Ulysses	High Grade	0.5/2.0	658,000	6.1	129,000	908,000	6.3	184,000	188,000	8.2	50,000	1,754,000	6.4	363,000
	Low Grade	0.5	137,000	1.4	6,000	3,433,000	2.3	250,000	2,418,000	2.8	219,000	5,988,000	2.5	475,000
Sub Total						4,341,000	3.1	434,000	2,607,000	3.2	269,000	7,743,000	3.4	838,000
Admiral	Open Pits	0.5				5,081,000	1.5	242,000	8,741,000	1.1	318,000	13,822,000	1.3	560,000
Orient Well	Open Pits	0.5				4,304,000	1.0	138,000	4,496,000	1.1	164,000	8,800,000	1.1	302,000
Puzzle	Open Pits	0.5				5,765,000	1.1	204,000	2,950,000	1.1	107,000	8,715,000	1.1	310,000
Total	High Grade	0.5/2.0	658,000	6.1	129,000	908,000	6.3	184,000	188,000	8.2	50,000	1,754,000	6.4	363,000
	Open Pits	0.5	137,000	1.3	6,000	18,582,000	1.4	835,000	18,606,000	1.3	808,000	37,325,000	1.4	1,648,000
Stockpiles						226,000	0.8	6,000				226,000	0.8	6,000
Grand Total			795,000	5.3	135,000	19,717,000	1.6	1,025,000	18,794,000	1.4	857,000	39,306,000	1.6	2,017,000

Notes:

1. 0.5g/t cut-off above 280mRL, 2g/t Below 280mRL.
2. Rounding discrepancies may occur.

Attachment C Dacian's Mineral Resources and Ore Reserves

1. Dacian's Minerals Resources

MINING CENTRE	Deposit/Area	Deposit/Prospect	Cut-off grade (Au g/t) and constraints	Measured			Indicated			Inferred			Total Mineral Resource		
				Tonnes (kt)	Au g/t	Au Oz	Tonnes (kt)	Au g/t	Au Oz	Tonnes (kt)	Au g/t	Au Oz	Tonnes (kt)	Au g/t	Au Oz
MT MORGANS	Westralia Mine Corridor	Beresford	2.0	130	4.3	18,000	1,920	4.0	247,000	1,490	3.0	144,000	3,540	3.6	410,000
		Allanson	2.0	70	4.2	9,000	550	4.5	79,000	890	3.9	113,000	1,510	4.1	201,000
		Morgans North - Phoenix Ridge	2.0							330	6.7	72,000	330	6.7	72,000
		SUBTOTAL		220	3.8	27,000	2,470	4.1	326,000	2,720	3.8	329,000	5,390	3.9	682,000
	Westralia Satellite Deposits	Transvaal	2.0				650	3.8	79,000	1,110	3.5	126,000	1,760	3.6	205,000
		Ramornie OP	0.5							570	2.5	46,000	570	2.5	46,000
		Ramornie UG	0.5 & >290RL OR 2.0 & <290RL							160	2.7	13,000	160	2.7	13,000
		Craic	2.0				30	7.9	8,000	70	5.9	13,000	100	6.5	21,000
		McKenzie Well	0.5							950	1.1	34,000	950	1.1	34,000
		SUBTOTAL					680	3.9	86,000	2,850	2.5	232,000	3,530	2.8	318,000
	GREATER WESTRALIA MINING AREA	SUBTOTAL		200	4.2	27,000	3,150	4.1	412,000	5,570	3.1	561,000	8,920	3.5	1,001,000
	Jupiter OP*	Heffernans*	0.5				1,610	1.2	60,000				1,610	1.2	60,000
		Doublejay*	0.5	1,960	1.6	100,000	3,140	1.1	106,000	220	0.9	7,000	5,310	1.2	212,000
		Ganymede*	0.5				2,450	1.0	75,000	250	1.0	8,000	2,700	1.0	83,000
		Mt Marven*	0.5				1,220	1.2	48,000	500	1.4	23,000	1,720	1.3	71,000
		SUBTOTAL	0.5	1,960	1.6	100,000	8,420	1.1	289,000	970	1.2	37,000	11,340	1.2	426,000
	JUPITER MINING AREA	SUBTOTAL		1,960	1.6	100,000	8,420	1.1	289,000	970	1.2	37,000	11,340	1.2	426,000
	Cameron Well Project Area	Cameron Well											0	-	-
		Maxwells	0.5				170	0.9	5,000	500	0.8	12,000	660	0.8	17,000
	CAMERON WELL PROJECT AREA	SUBTOTAL					170	0.9	5,000	500	0.8	12,000	660	0.8	17,000
	Stockpiles	Mine Stockpiles	0	370	0.7	9,000							370	0.7	9,000
		LG Stockpiles	0	1,250	0.6	23,000							1,250	0.6	23,000
		Jupiter Heapleach	0							3,630	0.4	48,000	3,630	0.4	48,000
Total - Stockpiles			1,620	0.6	32,000				3,630	0.4	48,000	5,250	0.5	79,000	
TOTAL MMGO	SUBTOTAL		3,780	1.3	159,000	11,730	1.9	706,000	10,670	1.9	658,000	26,180	1.8	1,523,000	
REDCLIFFE PROJECT	Southern Zone	GTS	0.5 & >300RL OR 2.0 & <300RL				930	1.9	56,000	1,360	1.2	51,000	2,290	1.4	107,000
		Hub	0.5 & >300RL OR 2.0 & <300RL				710	4.4	100,000	710	2.4	55,000	1,420	3.4	155,000
		Bindy	0.5 & >300RL OR 2.0 & <300RL							3,080	1.3	129,000	3,080	1.3	129,000
		Kelly	0.5 & >300RL OR 2.0 & <300RL							2,350	0.9	67,000	2,350	0.9	67,000
		SUBTOTAL					1,640	2.9	155,000	7,500	1.3	302,000	9,130	1.6	458,000
	Central Zone	Nambi	0.5 & >300RL OR 2.0 & <300RL				880	2.9	82,000	870	2.8	78,000	1,750	2.9	160,000
		Redcliffe	0.5 & >300RL OR 2.0 & <300RL							930	1.2	35,000	930	1.2	35,000
		Mesa - Westlode	0.5 & >300RL OR 2.0 & <300RL							850	1.0	28,000	850	1.0	28,000
		SUBTOTAL					880	2.9	82,000	2,650	1.7	142,000	3,530	2.0	224,000
	TOTAL	SUBTOTAL					2,520	2.9	237,000	10,150	1.4	444,000	12,660	1.7	681,000
TOTAL			3,780	1.3	159,000	14,250	2.1	943,000	20,820	1.6	1,102,000	38,840	1.8	2,204,000	

Note: Rounding may have caused imbalanced totals.

* Reported above A\$2,400 pit optimisation shell.

2. Dacian's Ore Reserves

Area	Deposit	Cut-off Grade	Proved			Probable			Total		
		Au g/t	Tonnes t	Au g/t	Au oz	Tonnes t	Au g/t	Au oz	Tonnes t	Au g/t	Au oz
Redcliffe	Hub OP	0.7				256,000	4.1	34,000	256,000	4.1	34,000
	GTS OP	*0.8/0.9/1.0				499,000	2.2	35,000	499,000	2.2	35,000
	Sub-total					755,000	2.8	69,000	755,000	2.8	69,000
Mt Morgans	Mine Stockpiles	0.5				371,000	0.7	9,000	371,000	0.8	9,000
	LG Stockpiles	0.5				1,249,000	0.6	23,000	1,249,000	0.6	23,000
	Sub-total					1,620,000	0.6	32,000	1,620,000	0.6	32,000
	TOTAL ORE RESERVE		0	0.0	0	2,375,000	1.3	101,000	2,375,000	1.3	101,000

*Oxide, transitional and fresh ore respectively.

Attachment D Combined Group Mineral Resources and Ore Reserves

1. Combined Group's Mineral Resources

Deposit / area	Measured			Indicated			Inferred			Total		
	Tonnes kt	Au g/t	Au koz	Tonnes kt	Au g/t	Au koz	Tonnes kt	Au g/t	Au koz	Tonnes kt	Au g/t	Ounces koz
Ulysses (High grade) ¹	658	6.1	129	908	6.3	184	188	8.2	50	1,754	6.4	363
Ulysses (Low Grade) ²	137	1.4	6	3,433	2.3	250	2,418	2.8	219	5,988	2.5	475
Admiral ²				5,081	1.5	242	8,741	1.1	318	13,822	1.3	560
Orient WII ²				4,304	1.0	138	4,496	1.1	164	8,800	1.1	302
Puzzle ²				5,765	1.1	204	2,950	1.1	107	8,715	1.1	310
Genesis Stockpile				226	0.8	6				226	0.8	6
Total Leonora – Genesis	795	5.3	135	19,717	1.6	1,025	18,794	1.4	857	39,306	1.6	2,017
Greater Westralia	200	4.2	27	3,150	4.1	412	5,570	3.1	561	8,920	3.5	1,001
Jupiter Op	1,960	1.6	100	8,420	1.1	289	970	1.2	37	11,340	1.2	426
Cameron Well				170	0.9	5	500	0.8	12	660	0.8	17
Stockpiles	1,620	0.6	32				3,630	0.4	48	5,250	0.5	79
Total Mt Morgans	3,780	1.3	159	11,730	1.9	706	10,670	1.9	658	26,180	1.8	1,523
Southern Zone				1,640	2.9	155	7,500	1.3	302	9,130	1.6	458

Central Zone				880	2.9	82	2,650	1.7	142	3,530	2.0	224
Total Redcliffe				2,520	2.9	237	10,150	1.4	444	12,660	1.7	681
Group Total	4,575	2.0	294	33,967	1.8	1,968	39,614	1.5	1,959	78,146	1.7	4,221

Notes:

1. Reported above 0.5 g/t Au above 280mRL, 2.0 g/t Au below 280mRL
2. Reported above 0.5 g/t Au

2. Combined Group's Ore Reserves

Deposit / area	Tonnes (kt)	Grade (g/t Au)	Ounces (koz)
Redcliffe			
Hub OP	256	4.1	34
GTS OP	499	2.2	35
Total Redcliffe	755	2.8	69
Mt Morgans			
Mine stockpiles	371	0.8	9
Low grade stockpiles	1,249	0.6	23
Total Mt Morgans	1,620	0.6	32
Group Total	2,375	1.3	101

Genesis Minerals Limited
ABN 72 124 772 041

Return your Form:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

☎ **Phone:**
(within Australia) 1300 397 908
(outside Australia) +61 3 9415 4153

DCNTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Takeover Acceptance Form

ISSUER

 **Your form must be received by the end of the Offer Period.**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Genesis Minerals Limited ("Genesis") (ABN 72 124 772 041) to acquire all of your Shares in Dacian Gold Limited ("Dacian") (ABN 61 154 262 978) the terms of which are set out in the Bidder's Statement from Genesis dated 29 July 2022 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the Dacian register, as provided to Genesis. The current address recorded by Genesis is printed above and overleaf. If you have recently bought or sold Dacian Shares your holding may differ from that shown. If you have already sold all your Dacian Shares, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Dacian Shares.

Step 3: Foreign tax resident Dacian Shareholders Declaration

Please refer to sections 9.3 and 9.4 of the Bidder's Statement for further details before completing step 3 overleaf. If you mark the box in step 3, Genesis WILL withhold a sufficient portion of the Offer consideration otherwise payable to you to enable the payment of 12.5% Capital Gains Tax (CGT) withholding tax to the Australian Taxation Office.

Step 4: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

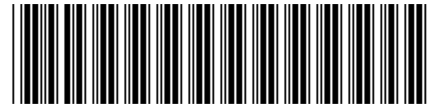
- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



I 1111111111 IND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Offer Details: Securityholding as at Register Date:

2000

Consideration to be issued to you on the basis of 0.0843 Genesis Shares
for every Dacian Shares accepted.

By accepting the Offer for ALL of your Dacian Shares, you are accepting the Offer for ALL the Dacian Shares as recorded by Genesis as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Dacian Shares. The consideration applicable is set out in the terms of Genesis's Offer.

STEP 3 Foreign tax resident Dacian Shareholders Declaration

Please refer to sections 9.3 and 9.4 of the Bidder's Statement for further details before completing the below section.

By leaving this box blank, I/we declare that

- I/we am/are an Australian tax resident Dacian Shareholder; or
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held less than 10% of the Dacian Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

By marking this box, I/we declare that:

- I/we am/are a foreign tax resident Dacian Shareholder; and
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held 10% or more of the Dacian Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

STEP 4 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by Genesis for Dacian Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our Dacian Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Genesis Minerals Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Genesis Minerals Limited or to third parties upon direction by Genesis Minerals Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Return your Form:



To Your Controlling Participant:
Return this form directly to your stockbroker



By Mail:
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:



Phone:
(within Australia) 1300 397 908
(outside Australia) +61 3 9415 4153

DCNTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Takeover Acceptance Form

CHES

 **Your form must be received with sufficient time to allow processing prior to the end of the Offer Period.**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Genesis Minerals Limited ("Genesis") (ABN 72 124 772 041) to acquire all of your Shares in Dacian Gold Limited ("Dacian") (ABN 61 154 262 978) the terms of which are set out in the Bidder's Statement from Genesis dated 29 July 2022 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor. Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the Dacian register, as provided to Genesis. The current address recorded by Genesis is printed above and overleaf. If you have recently bought or sold Dacian Shares your holding may differ from that shown. If you have already sold all your Dacian Shares, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Dacian Shares.

As your Dacian Shares are in a CHES holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Genesis to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise Genesis and Computershare Investor Services Pty Limited ("CIS") to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you warrant to Genesis (and authorise Genesis to warrant on your behalf) that you have full legal and beneficial ownership of the Dacian Shares to which this form relates and that Genesis will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

You should allow sufficient time for your Controlling Participant or Genesis to initiate the acceptance of Genesis's Offer on your behalf. Neither Genesis or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: Foreign tax resident Dacian Shareholders Declaration

Please refer to sections 9.3 and 9.4 of the Bidder's Statement for further details before completing step 3 overleaf. If you mark the box in step 3, Genesis WILL withhold a sufficient portion of the Offer consideration otherwise payable to you to enable the payment of 12.5% Capital Gains Tax (CGT) withholding tax to the Australian Taxation Office.

Step 4: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



X 2222222222

I ND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

2000

Consideration to be issued to you on the basis of 0.0843 Genesis Shares
for every Dacian Shares accepted.

By accepting the Offer for ALL of your Dacian Shares, you are accepting the Offer for ALL the Dacian Shares as recorded by Genesis as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Dacian Shares. The consideration applicable is set out in the terms of Genesis's Offer.

STEP 3 Foreign tax resident Dacian Shareholders Declaration

Please refer to sections 9.3 and 9.4 of the Bidder's Statement for further details before completing the below section.

By leaving this box blank, I/we declare that

- I/we am/are an Australian tax resident Dacian Shareholder; or
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held less than 10% of the Dacian Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

By marking this box, I/we declare that:

- I/we am/are a foreign tax resident Dacian Shareholder; and
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held 10% or more of the Dacian Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

STEP 4 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by Genesis for Dacian Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our Dacian Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Genesis Minerals Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Genesis Minerals Limited or to third parties upon direction by Genesis Minerals Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.