

17 October 2022



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Dear Dacian Shareholder

GENESIS EXTENDS ITS OFFER PERIOD

Genesis Minerals Limited (ACN 124 772 041) (**Genesis**) has extended the offer period under its off-market takeover bid for all the fully paid ordinary shares in Dacian Gold Limited (ACN 154 262 978) (**Dacian**) (as varied by notices of variation dated 26 August 2022, 9 September 2022 and 3 October 2022) (**Offer**). The Offer is now scheduled to close at **5:00pm Perth time on Monday, 24 October 2022** (unless withdrawn or further extended).

A formal notice of variation (as required by the *Corporations Act 2001* (Cth)) is set out on the reverse of this letter.

Update on the Offer

Genesis has acquired a relevant interest in a majority of the voting shares in Dacian, with Genesis having voting power in Dacian of 74.43% as at 5:00pm Perth time on 11 October 2022 and has appointed three nominee directors to the five person Dacian Board. Accordingly, with the Offer being unconditional, **Genesis has control of Dacian**.

Dacian shareholders intending to accept the Offer are **encouraged to do so immediately**. By accepting the Offer, Dacian shareholders will receive 0.0843 Genesis shares per Dacian share, allowing Dacian shareholders to hold shares in a financially stronger company with attractive growth prospects in the Tier 1 Leonora-Laverton gold district.

Liquidity and valuation risk

Dacian shareholders who do not accept the Offer prior to the close will not receive the scrip consideration under the Offer, unless Genesis is entitled to proceed to compulsory acquisition (in which case they will receive the consideration, but at a later date than if they accepted the Offer).

Dacian shareholders should be aware that if Genesis is NOT entitled to proceed to compulsory acquisition, and Dacian continues to be listed on the ASX following the Offer, then the decrease in the number of Dacian shares available for trading may have a material adverse impact on their liquidity and valuation. Furthermore, depending on the level of acceptances received and other considerations, Dacian may apply to de-list from the ASX, in which case it may become more difficult for Dacian shareholders to sell their Dacian shares.

How to ACCEPT

All Dacian shareholders should have received an Acceptance Form with Genesis' Bidder's Statement, including instructions on how to accept. If you have any queries in relation to the Offer, or wish to request a new Acceptance Form, please contact the Offer Information Line on the following phone numbers:

Within Australia (toll-free): 1300 397 908

Outside Australia: +61 3 9415 4153

Yours faithfully,

A handwritten signature in blue ink that reads 'G. A. James'.

Geoff James
Company Secretary

This announcement is approved for release by Raleigh Finlayson, Managing Director, Genesis.

A copy of this notice was lodged with ASIC on 17 October 2022. ASIC takes no responsibility for the contents of this notice.

Notice of variation of Offer – extension of offer period

To: **Australian Securities & Investments Commission**

ASX Limited

Dacian Gold Limited ABN 61 154 262 978 (Dacian)

Each Dacian shareholder and other person referred to in sections 650D(1)(c) and 650D(2) of the *Corporations Act 2001* (Cth) (as modified by ASIC Class Order [13/521])

Genesis Minerals Limited ABN 72 124 772 041 (**Genesis**) gives notice for the purposes of section 650D of the *Corporations Act 2001* (Cth) (**Corporations Act**) that its takeover offer (**Offer**) for all of the fully paid ordinary shares in Dacian contained in its bidder's statement dated 29 July 2022 (**Bidder's Statement**) (as varied by notices of variation dated 26 August 2022, 9 September 2022 and 3 October 2022) is varied by extending the period during which the Offer will remain open so that the Offer will now close at 5:00pm Perth time on Monday, 24 October 2022 (unless further extended or withdrawn).

Capitalised terms in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.

Genesis gives notice that it has extended its Offer to now close at 5.00pm Perth time on Monday, 24 October 2022.

In accordance with section 650C of the Corporations Act, Genesis varies the Offer by:

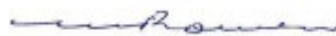
- (a) extending the Offer Period so that the Offer will remain open for acceptance until 5:00pm Perth time on Monday, 24 October 2022 (unless further extended or withdrawn); and
- (b) replacing "17 October 2022" with "24 October 2022" in each place the closing date of the Offer is referred to in the Bidder's Statement (including the acceptance forms) (as varied by notices of variation dated 26 August 2022, 9 September 2022 and 3 October 2022).

Date: 17 October 2022

Signed for and on behalf of **Genesis Minerals Limited** pursuant to a resolution of the directors.



Raleigh Finlayson
Managing Director
Genesis Minerals Limited



Michael Bowen
Non-executive Director
Genesis Minerals Limited