

24 October 2022

## Genesis Minerals Limited ABN 72 124 772 041

### First Supplementary Bidder's Statement

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#### 1 Important notice

This document is a supplementary bidder's statement under section 643(1) of the *Corporations Act 2001* (Cth). It is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) issued by Genesis Minerals Limited (ABN 72 124 772 041) (**Genesis**) in relation to its off-market takeover bid for all the shares in Dacian Gold Limited (ABN 61 154 262 978) (**Dacian**). This First Supplementary Bidder's Statement supplements, and should be read together with, Genesis' bidder's statement dated 29 July 2022 (as varied by notices of variation dated 26 August 2022, 9 September 2022, 3 October 2022, 17 October 2022 and 24 October 2022) (**Original Bidder's Statement**).

Capitalised terms in this First Supplementary Bidder's Statement have the same meaning given in the Original Bidder's Statement, unless the context otherwise requires. The rules of interpretation in section 12 of the Original Bidder's Statement also apply to this First Supplementary Bidder's Statement. The First Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Original Bidder's Statement.

This First Supplementary Bidder's Statement is dated 24 October 2022. A copy of this First Supplementary Bidder's Statement was lodged with ASIC and given to ASX on 24 October 2022. Neither ASIC, the ASX nor any of their respective officers take any responsibility for its contents.

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

#### 2 Offer Period

The Offer is now scheduled to close at 5.00pm Perth time on Monday, 31 October 2022 (unless further extended).

#### 3 Offer is now "best and final as to consideration"

Genesis has determined that the Offer is now "best and final as to consideration".

This means that Genesis **will not improve the Offer** by increasing the number of Genesis Shares offered for each Dacian Share under the Offer.

#### 4 ASX Announcement

Annexed to this First Supplementary Bidder's Statement is an ASX announcement by Genesis in relation to the Offer released on 24 October 2022.

#### 5 Further information

Dacian Shareholders who have any questions in relation to the Offer or who would like another acceptance form should call 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.

**6 Approval of First Supplementary Bidder's Statement**

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

Date: 24 October 2022

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

A handwritten signature in black ink, appearing to read 'Raleigh Finlayson', with a long horizontal flourish extending to the right.

**Raleigh Finlayson**  
Managing Director  
Genesis Minerals Limited

**Annexure to First Supplementary Bidder's Statement – Genesis ASX Announcement**

24th October 2022

# Offer for Dacian declared best and final

There will be no increase in the Offer consideration

## HIGHLIGHTS

- The Offer consideration has been declared best and final and will not be increased
- The Offer is extended to 5pm Perth time on Monday, 31<sup>st</sup> October
- The Offer is unconditional and Genesis has majority control of Dacian
- As at 19 October, Genesis had voting power in Dacian of 75.5%
- Dacian shareholders may be eligible for rollover tax relief if Genesis reaches 80%
- The Offer is unanimously recommended by the Independent Dacian Directors, in the absence of a superior proposal

Genesis Minerals Limited (**Genesis**) (ASX:GMD) refers to its Dacian Board recommended off-market takeover offer (**Offer**) for all the fully paid shares in Dacian Gold Limited (**Dacian**) (ASX:DCN). The Offer is now **unconditional** and will close at 5pm Perth time on Monday 31 October 2022 (unless further extended).

As at 19 October 2022, Genesis had voting power in Dacian of 75.5%. Dacian shareholders may be eligible for rollover tax relief if Genesis' acquires more than 80% of Dacian. For further information please refer to section 9 of the Bidder's Statement dated 29th July 2022.

### Offer declared best and final as to consideration

Genesis declares its Offer of 0.0843 Genesis shares per Dacian share **best and final as to consideration**. There will be **no increase in the number of Genesis Shares offered for each Dacian Share under the Offer**.

### Minority Dacian shareholders - 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

Acceptance forms have been provided to all Dacian shareholders. 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

This announcement is approved for release by Raleigh Finlayson, Managing Director of Genesis. For further information, please contact:

Investors and Media - Troy Irvin, Genesis Minerals, T: +61 8 9322 6178, [investorrelations@genesisminerals.com.au](mailto:investorrelations@genesisminerals.com.au)