



25 October 2024

Dear shareholder,

Genmin Limited ABN 81 141 425 292 (**Company**) wishes to advise that an extraordinary general meeting (**EGM**) will be held at **9.00am (AWST)** on **Thursday, 28 November 2024** via **Zoom Teleconference**.

There will not be a physical venue available for shareholders to attend in person and the EGM will be held virtually. Shareholders will be able to participate in the EGM, ask questions on the business the subject of the EGM and make comments in real time via the Zoom Teleconference, with online voting conducted via the Computershare Meeting Platform.

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the notice of EGM unless a shareholder has made a valid election to receive documents in hard copy.

Instead, the notice of EGM and accompanying explanatory materials (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link:

www.genmingroup.com/investors/asx-announcements/

Meeting information

How to participate online in the EGM

You can participate and ask questions at the EGM online via the Zoom Teleconference. To join the Zoom Teleconference from your computer, you will need to enter the URL below into your browser and register your details in advance of the EGM.

https://us06web.zoom.us/meeting/register/tZUtfuGuqTlqG9w_BoLcACjdIJGszi0anwXq

After registering, you will receive a confirmation email containing information about how to join the EGM via the Zoom Teleconference.

All shareholders and visitors are requested to join the EGM at least 10 minutes prior to the commencement of the EGM so that all participants can be identified and registered for the EGM prior to the commencement of the EGM.

How to vote online at the EGM

Arrangements have been made with the Company's share registry for shareholders to be able to vote online at the EGM via the Computershare Meeting Platform. To access the Computershare Meeting Platform please follow the instructions below.

To vote at the EGM, you can log in by entering the following URL <https://meetnow.global/MAXNFPL> on your computer, tablet or smartphone. Online registration will open 30 minutes before the EGM.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the EGM to obtain their login details. To vote online at the EGM follow the instructions below.

GENMIN LIMITED | ASX: GEN | ACN 141 425 292

London House, Suite 3, Level 8, 216 St Georges Terrace, Perth WA 6000
+61 8 9200 5812 | admin@genmingroup.com | genmingroup.com

Step 1: Click on 'Join Meeting Now'.

Step 2: Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the EGM to obtain their login details.

Step 3: Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.

Step 4: Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the EGM is in progress.

Lodging Proxy Form prior to EGM

If you are unable to participate in the EGM, you are encouraged to appoint a proxy to participate and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the EGM in accordance with your directions.

You can submit your Proxy Form online by visiting www.investorvote.com.au, or by post, fax, or mobile phone. See pages 8-9 of the Meeting Materials for additional details.

Completed Proxy Forms (and any necessary supporting documents) must be received by the Company's share registry no later than **9.00am (AWST) on Tuesday, 26 November 2024**.

Even if you plan to participate in the EGM online, we encourage you to submit your proxy vote as early as possible so that your vote will be counted if for any reason you cannot participate on the day of the EGM (for example, if there is an issue with your internet connection that prevents you from participating online).

How to ask questions

Shareholders will be given an opportunity at the EGM to ask questions on the business the subject of the EGM. However, we welcome questions from Shareholders before the EGM. Questions should relate to matters relevant to the business of the EGM.

You can ask the Company a question prior to the EGM by email addressed to Dennis Wilkins, Company Secretary at dwc@genmingroup.com.

Your questions must be received on or before 5.00pm (AWST) on Monday, 25 November 2024.

The Chair will endeavour to answer as many of the questions asked as possible at the EGM. However, there may not be sufficient time available at the EGM to address all of the questions raised. The Company will not be sending individual replies.

Electronic communications

The Company is committed to promoting positive environmental outcomes, so it encourages all shareholders to provide an email address to receive their communications electronically. This ensures the Company is providing shareholders with the information they need in the fastest, most cost-effective manner possible, while also significantly reducing the Company's environmental impact.

You can make an election as to whether you would like to receive certain documents, including annual reports and documents related to shareholder meetings (for example, notices of meeting and proxy/voting forms), as follows:

1. You can make a standing election to receive the documents in physical or electronic form;
2. You can make a one-off request to receive a document in physical or electronic form; or

3. You can elect not to receive certain documents such as annual reports.

To update your communication preferences (including to provide your email address and elect to receive communications electronically), visit <https://www.computershare.com.au/easyupdate/GEN> and follow the prompts. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) and postcode to login in and manage your details.

Of course, you will always be able to access and read the Company's annual report, notices of meeting and other shareholder documents when they are published on the Company's website and the ASX market announcements platform.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers.

If you are unable to access the Meeting Materials online, please contact Dennis Wilkins, Company Secretary at +61 8 9389 2111 or by sending an email to dwc@genmingroup.com.

Further information and support on how to use the Computershare Meeting Platform for the EGM is available by calling Computershare. Should you have any difficulties, you can contact the share registry by telephone on 1300 850 505 (within Australia) and +61 3 9415 4000 (overseas).

For and on behalf of the Board,



Dennis Wilkins
Company Secretary



Notice of Extraordinary General Meeting.

Notice is hereby given that an extraordinary general meeting (**EGM**) of Genmin Limited ABN 81 141 425 292 (**Company**) will be held at **9.00am (AWST) on Thursday, 28 November 2024 via Zoom Teleconference**.

There will not be a physical venue available for Shareholders to attend in person and the EGM will be held virtually. Shareholders will be able to participate in the EGM, ask questions and make comments in real time via the Zoom Teleconference, with online voting conducted via the Computershare Meeting Platform.

Explanatory Materials accompany and form part of this notice of extraordinary general meeting (**Notice of Meeting**) and provide additional information on the resolutions (**Resolutions**) contained in the Notice of Meeting to be considered at the EGM. Terms used in this Notice of Meeting and the Explanatory Materials are defined in the Glossary.

This Notice of Meeting and the Explanatory Materials should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact Mr Dennis Wilkins, Company Secretary on +61 8 9389 2111.

GENMIN LIMITED | **ASX: GEN** | **ACN** 141 425 292 | **ABN** 81 141 425 292

London House, Suite 3, Level 8, 216 St Georges Terrace, Perth Western Australia 6000

+61 8 9200 5812 | admin@genmingroup.com | [genmingroup.com](https://www.genmingroup.com)

AGENDA

1. Resolution 1 – Ratification of prior issue of New Shares under the Tranche 1 Placement (Listing Rule 7.1)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the issue of 101,378,401 New Shares on 14 October 2024 under the Tranche 1 Placement on the terms and conditions set out in the Explanatory Materials.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a person who participated in the issue of New Shares under the Tranche 1 Placement; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Ratification of prior issue of New Shares under the Tranche 1 Placement (Listing Rule 7.1A)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and all other purposes, Shareholders ratify and approve the issue of 68,621,599 New Shares on 14 October 2024 under the Tranche 1 Placement on the terms and conditions set out in the Explanatory Materials.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- a person who participated in the issue of New Shares under the Tranche 1 Placement; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval for issue of New Options under the Tranche 2 Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and all other purposes, approval is given for the Company to issue 170,000,000 free attaching New Options under the Tranche 2 Placement on the terms and conditions set out in the Explanatory Materials.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of New Options under the Tranche 2 Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Approval for participation in the Tranche 2 Placement by Tembo Capital

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and all other purposes, approval is given for the issue of 29,000,000 New Shares and 29,000,000 free attaching New Options to Tembo Capital under the Tranche 2 Placement on the terms and conditions set out in the Explanatory Materials.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- Tembo Capital or a person who will obtain a material benefit as a result of the issue of the New Shares and New Options under the Tranche 2 Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval for participation in the Tranche 2 Placement by Greg Lilleyman

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and all other purposes, approval is given for the issue of 1,000,000 New Shares and 1,000,000 free attaching New Options to Greg Lilleyman (or his nominee), a Director of the Company, under the Tranche 2 Placement on the terms and conditions set out in the Explanatory Materials.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Greg Lilleyman (or his nominee) or a person who will obtain a material benefit as a result of the issue of New Shares and New Options under the Tranche 2 Placement (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval for issue of Broker Options to Foster Stockbroking and Reach Markets

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and all other purposes, approval is given for the Company to issue 10,000,000 New Options in aggregate to Foster Stockbroking (or its nominee) and Reach Markets (or its nominee) on the terms and conditions set out in the Explanatory Materials.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- Foster Stockbroking and Reach Markets or a person who will obtain a material benefit as a result of the issue of New Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Date: 25 October 2024

BY ORDER OF THE BOARD

A handwritten signature in red ink, appearing to read 'Dennis Wilkins', with a stylized flourish at the end.

Dennis Wilkins
Company Secretary
Genmin Limited

EXPLANATORY MATERIALS

These Explanatory Materials form part of the Notice of Meeting and have been prepared to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Meeting.

A Proxy Form is located at the end of the Explanatory Materials.

Voting entitlements

The Board has determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the EGM, Shares will be taken to be held by the persons who are the registered holders at 4.00pm (AWST) on Tuesday, 26 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the EGM.

Chair of the EGM

Mr Michael Arnett will act as Chair of the EGM (and, if Mr Michael Arnett is unable to attend, another Director will act as Chair of the EGM).

Meeting information

How to participate online in the EGM

You can participate and ask questions at the EGM online via the Zoom Teleconference. **To join the Zoom Teleconference** from your computer, you will need to enter the URL below into your browser and register your details in advance of the EGM.

https://us06web.zoom.us/meeting/register/tZUtfuGuqTlqG9w_BoLcACjdIJGszj0anwXq

After registering, you will receive a confirmation email containing information about how to join the EGM via the Zoom Teleconference.

All Shareholders and visitors are requested to join the EGM at least 10 minutes prior to the commencement of the EGM so that all participants can be identified and registered for the EGM prior to the commencement of the EGM.

How to vote online at the EGM

Arrangements have been made with the Company's share registry for Shareholders to be able to vote online at the EGM via the Computershare Meeting Platform. To access the Computershare Meeting Platform please follow the instructions below.

To vote at the EGM, you can log in by entering the following URL <https://meetnow.global/MAXNFPL> on your computer, tablet or smartphone. Online registration will open 30 minutes before the EGM.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details. To vote online at the EGM follow the instructions below.

Step 1: Click on 'Join Meeting Now'.

Step 2: Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the EGM to obtain their login details.

Step 3: Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.

Step 4: Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the EGM is in progress.

Lodging Proxy Form prior to EGM

If you are unable to participate in the EGM, you are encouraged to appoint a proxy to participate and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the EGM in accordance with your directions.

You can submit your Proxy Form online by visiting www.investorvote.com.au, or by post, fax, or mobile phone. See pages 8-9 for additional details.

Completed Proxy Forms (and any necessary supporting documents) must be received by the Company's share registry no later than **9.00am (AWST) on Tuesday, 26 November 2024**.

Even if you plan to participate in the EGM online, we encourage you to submit your proxy vote as early as possible so that your vote will be counted if for any reason you cannot participate on the day of the EGM (for example, if there is an issue with your internet connection that prevents you from participating online).

How to ask questions

Shareholders will be given an opportunity at the EGM to ask questions on the business the subject of the EGM. However, we welcome questions from Shareholders before the EGM. Questions should relate to matters relevant to the business of the EGM.

You can ask the Company a question prior to the EGM by email addressed to Dennis Wilkins, Company Secretary at dwc@genmingroup.com.

Your questions must be received on or before 5.00pm (AWST) on Monday, 25 November 2024.

The Chair will endeavour to answer as many of the questions asked as possible at the EGM. However, there may not be sufficient time available at the EGM to address all of the questions raised. The Company will not be sending individual replies.

Technical difficulties

Technical difficulties may arise during the course of the EGM. The Chair of the EGM has discretion as to whether and how the EGM should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the EGM will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair of the EGM considers it appropriate, the Chair of the EGM may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a directed proxy in advance of the meeting even if they plan to participate in the meeting online.

Opting in for hard copies

To request a hard copy of the Notice of Meeting, please contact Mr Dennis Wilkins, Company Secretary at +61 8 9389 2111 or by sending an email to dwc@genmingroup.com.

How to vote

- a) As a Shareholder, you can vote on the items of business by:
 - 1) participating in the EGM and voting online; or
 - 2) appointing a proxy, representative or attorney to vote on your behalf at the EGM.
- b) A proxy need not be a Shareholder of the Company.
- c) The Proxy Form sent with this Notice of Meeting should be used for the EGM.
- d) Each Shareholder who is entitled to cast two (2) or more votes at the EGM may appoint up to two (2) persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than two (2) proxies.
- e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the *Corporations Act 2001* (Cth) or under the hand of its duly authorised officer or attorney.
- f) Any Shareholder may by power of attorney appoint an attorney to act on their behalf and such power of attorney or a certified copy thereof must be received by the Company as set out in paragraph (i) below.
- g) Any corporation that is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at the EGM. Appointments of corporate representatives must be received by the Company as set out in paragraph (i) below or handed in at the EGM when registering as a corporate representative.
- h) Any directed proxies that are not voted on a poll at the EGM by a Shareholder's appointed proxy will automatically default to the Chair of the EGM, who is required to vote proxies as directed on a poll.
- i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be received by the Company by **9.00am (AWST) on Tuesday, 26 November 2024** as follows:

At the Company's share registry:

- 1) by post to the Company's share registry:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
- 2) by facsimile to the Company's share registry:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online

Alternatively, Shareholders can register their proxy voting instructions online at www.investorvote.com.au by **9.00am (AWST)** on **Tuesday, 26 November 2024**. Please refer to the enclosed Proxy Form for more information about submitting proxy voting instructions online.

Mobile

Alternatively, Shareholders can vote using their mobile phone by scanning the QR Code on the Proxy Form and following the prompts.

Custodians and nominees

Custodians and nominees are able to vote online at www.intermediaryonline.com.

Enquiries

If you have any questions in respect of the matters set out in the Notice of Meeting, you can contact Mr Dennis Wilkins, Company Secretary on +61 8 9389 2111 or by sending an email to dwc@genmingroup.com.

1. Background

Capital raising

On 4 October 2024, the Company announced that it was conducting a capital raising by way of a placement of 200 million new Shares (**New Shares**) at an issue price of A\$0.05 per New Share (**Issue Price**) and 210 million unlisted options with an exercise price of A\$0.075 and expiry date of 30 April 2025 (**New Options**) to institutional, sophisticated and professional investors to raise up to A\$10 million (before costs) (**Placement**).

The Placement is split into two tranches, being:

- **Tranche 1 Placement** which was unconditional and comprised the issue of 170,000,000 New Shares at the Issue Price to raise A\$8.5 million (**Tranche 1 Shares**), with 101,378,401 New Shares issued under the Company's placement capacity pursuant to Listing Rule 7.1 and 68,621,599 New Shares issued under the Company's additional placement capacity pursuant to Listing Rule 7.1A; and
- **Tranche 2 Placement** which comprises the issue of:
 - 170,000,000 New Options to Tranche 1 Placement participants (**Tranche 2 Options**), subject to shareholder approval (which is the subject of Resolution 3);
 - 29,000,000 New Shares and 29,000,000 New Options to Tembo Capital, subject to shareholder approval (which is the subject of Resolution 4) and FIRB approval;
 - 1,000,000 New Shares and 1,000,000 New Options to Greg Lilleyman, a Director of the Company, subject to shareholder approval (which is the subject of Resolution 5); and
 - 10,000,000 New Options in aggregate to Foster Stockbroking and Reach Markets for services rendered in connection with the Placement (**Broker Options**), subject to shareholder approval (which is the subject of Resolution 6).

Further details regarding the Placement are set out in the Company's ASX announcement dated 4 October 2024 titled "A\$10 million placement".

Loan Facility

On 4 October 2024, the Company also announced that it had executed an unsecured, arm's length US\$1 million loan facility with Tembo Capital (**Loan Facility**). Further details of the Loan Facility are set out in the Company's ASX announcement dated 4 October 2024 titled "*A\$10 million placement*".

If shareholder approval (which is the subject of Resolution 4) and FIRB approval are obtained to permit Tembo Capital's participation in the Tranche 2 Placement, then the total subscription amount of A\$1,450,000 payable by Tembo Capital to the Company for New Shares and attaching New Options under the Tranche 2 Placement will be set-off against the principal amount owing by the Company to Tembo Capital under the Loan Facility, thereby effectively converting the loan to equity via Tembo Capital's participation in the Placement.

Lead manager

Foster Stockbroking is acting as lead manager and bookrunner, with Reach Markets acting as co-manager, in relation to the Placement. Pursuant to an engagement letter dated 25 September 2024 (**FSB Mandate Letter**), the Company has agreed to:

- pay Foster Stockbroking a management fee of 2%, and a distribution fee of 4%, of the gross proceeds of the Placement;
- issue the Broker Options to Foster Stockbroking and Reach Markets, subject to receipt of Shareholder approval (the subject of Resolution 6);
- pay Reach Markets an engagement fee of A\$20,000.

The management and distribution fees will become payable by the Company on the respective settlement dates of each tranche of the Placement.

In addition, the Company has agreed to reimburse Foster Stockbroking for certain other agreed costs and expenses (including legal costs) incurred in relation to the Placement.

Uses of funds

The purpose of the Placement is to provide funding to:

- meet corporate costs and provide general working capital whilst the Company advances discussions on project financing for its Baniaka iron ore project in Gabon (**Baniaka**);
- meet the operating costs of Baniaka and Genmin's small representative office in Libreville, Gabon; and
- cover the costs of the Placement.

New Option terms

The New Options will have an exercise price of A\$0.075 and an expiry date of 30 April 2025. The New Options will not be quoted on ASX.

The terms and conditions of the New Options are set out in the Company's ASX announcement dated 4 October 2024 titled "*Terms and Conditions of free attaching Placement options*".

2. Resolutions 1 and 2 – Ratification of prior issue of New Shares under the Tranche 1 Placement (Listing Rules 7.1 and 7.1A)

Background

Information regarding the issue of the Tranche 1 Shares under the Placement is set out in section 1 of these Explanatory Materials.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the Equity Securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an “eligible entity” can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an additional 10% to a total of 25% (**Additional 10% Placement Capacity**). An “eligible entity” for the purposes of Listing Rule 7.1A is an entity that, as at the date approval from its members for the purposes of Listing Rule 7.1A was obtained, was not included in the S&P/ASX 300 Index and which had a market capitalisation equal to or less than the amount prescribed by ASX (currently A\$300 million). The Company is an “eligible entity” for these purposes and obtained Shareholder approval to access its Additional 10% Placement Capacity at its annual general meeting held on 30 May 2024.

The issue of the Tranche 1 Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as the issue has not yet been approved by Shareholders, it uses up part of the Company’s 15% limit under Listing Rule 7.1 and uses up all of the Company’s Additional 10% Placement Capacity under Listing Rule 7.1A, reducing the Company’s capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date of 14 October 2024, and under Listing Rule 7.1A until the earlier of:

- the date that is 12 months after the Company’s last annual general meeting at which the Additional 10% Placement Capacity was approved;
- the time and date of the Company’s next annual general meeting; and
- the time and date of Shareholder approval of any transaction under Listing Rule 11.1.2 (change to the nature or scale of the Company’s activities) or Listing Rule 11.2 (disposal of the Company’s main undertaking),

(**Additional 10% Placement Capacity Expiry Date**).

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If approved, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company’s capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 or under Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, 101,378,401 of the Tranche 1 Shares will be excluded in calculating the Company’s 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date of 14 October 2024.

If Resolution 1 is not passed, 101,378,401 of the Tranche 1 Shares will be included in calculating the Company’s 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without

Shareholder approval over the 12-month period following the issue date of 14 October 2024.

If Resolution 2 is passed, 68,621,599 of the Tranche 1 Shares will be excluded in calculating the Company's Additional 10% Placement Capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval during the period expiring on the Additional 10% Placement Capacity Expiry Date.

If Resolution 2 is not passed, 68,621,599 of the Tranche 1 Shares will be included in calculating the Company's Additional 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval during the period expiring on the Additional 10% Placement Capacity Expiry Date.

Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- the Tranche 1 Shares were issued to various sophisticated, professional and institutional investors identified by the Company, Foster Stockbroking and Reach Markets (none of which are related parties of the Company). The participants in the Tranche 1 Placement were introduced by Foster Stockbroking, Reach Markets or were already known to the Company. The participants were identified through a book building process, which involved Foster Stockbroking and Reach Markets seeking expressions of interest from sophisticated, professional and institutional investors to participate in the Placement;
- the number of Tranche 1 Shares issued under the Company's placement capacity under Listing Rule 7.1 (being those the subject of Resolution 1) was 101,378,401 and the number of Tranche 1 Shares issued under the Company's Additional 10% Placement Capacity under Listing Rule 7.1A (being those the subject of Resolution 2) was 68,621,599;
- the Tranche 1 Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue in the capital of the Company;
- the Tranche 1 Shares were issued on 14 October 2024;
- the Tranche 1 Shares were issued at a price of A\$0.05 per New Share to raise a total of A\$8,500,000;
- proceeds from the Tranche 1 Shares are proposed to be used for the purposes set out in section 1 of these Explanatory Materials; and
- a voting exclusion statement applies to Resolutions 1 and 2 as set out in the Notice of Meeting.

Recommendation of Directors

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

The Chair intends to vote all available proxies in favour of Resolutions 1 and 2.

3. Resolution 3 – Approval for issue of New Options under the Tranche 2 Placement

Background

Information regarding the proposed issue of the Tranche 2 Options is set out in section 1 of these Explanatory Materials.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Options to Tranche 1 Placement participants.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue Equity Securities during any 12 month period that exceeds the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Tranche 2 Options under the Tranche 2 Placement does not fall within any of the exceptions to Listing Rule 7.1 set out in Listing Rule 7.2 and, together with the issue of the Tranche 1 Shares, exceeds the 15% limit in Listing Rule 7.1. Therefore, the issue of the Tranche 2 Options requires the approval of Shareholders for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Options to Tranche 1 Placement participants. In addition, the issue of the Tranche 2 Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Options to Tranche 1 Placement participants.

Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- the Tranche 2 Options will be issued to the Tranche 1 Placement participants, who comprise various sophisticated, professional and institutional investors identified by the Company, Foster Stockbroking and Reach Markets (none of which are related parties of the Company). The participants in the Tranche 1 Placement were introduced by Foster Stockbroking, Reach Markets or were already known to the Company. The participants were identified through a book building process, which involved Foster Stockbroking and Reach Markets seeking expressions of interest from sophisticated, professional and institutional investors to participate in the Placement;
- the number of Tranche 2 Options that will be issued is 170,000,000;
- the Tranche 2 Options will be issued on the terms referred to in section 1 of these Explanatory Materials;
- the Tranche 2 Options will be issued on Monday, 2 December 2024, or such later date that is no later than 3 months after the date of the EGM;
- the Tranche 2 Options are free attaching New Options that will be issued for nil consideration;
- no funds will be raised from the issue of the Tranche 2 Options. However, it is intended that any funds raised through the exercise of the Tranche 2 Options will be applied towards the Company's working capital requirements; and
- a voting exclusion statement applies to Resolution 3 as set out in the Notice of Meeting.

Recommendation of Directors

The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chair intends to vote all available proxies in favour of Resolution 3.

4. Resolution 4 – Approval for participation in the Tranche 2 Placement by Tembo Capital

Background

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 29,000,000 New Shares and 29,000,000 free attaching New Options to Tembo Capital under the Tranche 2 Placement.

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed entity must not issue, or agree to issue, Equity Securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its Shareholders.

As at the date of announcement of the Placement of 4 October 2024, Tembo Capital held 48.3% of the issued Shares in the Company and is, therefore, a person referred to in Listing Rule 10.11.2.

The proposed issue of New Shares and attaching New Options to Tembo Capital under the Tranche 2 Placement does not fall within any of the exceptions in Listing Rule 10.12 and therefore Shareholder approval is required for the issue of the New Shares and attaching New Options to Tembo Capital.

The effect of approving Resolution 4 will be to allow Tembo Capital to participate in the Tranche 2 Placement and for the Company to issue 29,000,000 New Shares and 29,000,000 free attaching New Options to Tembo Capital (which, assuming that all of the New Shares and New Options under Tranche 2 are issued, will give Tembo Capital a 40.62% interest in the issued share capital of the Company on an undiluted basis).

If Shareholder approval is given for the issue of the New Shares and attaching New Options under Listing Rule 10.11, then:

- Shareholder approval is not required under Listing Rule 7.1 as contemplated by Listing Rule 7.2 exception 14 and the issue of the New Shares and attaching New Options to Tembo Capital will not use up any of the Company's 15% limit under Listing Rule 7.1 or Additional 10% Placement Capacity;
- the Company will be able to proceed with the issue of the New Shares and attaching New Options to Tembo Capital, subject to Tembo Capital also obtaining FIRB approval for its participation in the Placement; and
- the total subscription amount of A\$1,450,000 payable by Tembo Capital to the Company for New Shares and attaching New Options under the Tranche 2 Placement will be set-off against the principal amount owing by the Company to Tembo Capital under the Loan Facility, thereby effectively converting the loan to equity via Tembo Capital's participation in the Placement.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the New Shares and attaching New Options to Tembo Capital and this will reduce the funds available to the Company under the Tranche 2 Placement and the total subscription amount of

A\$1,450,000 that would have been payable by Tembo Capital for its New Shares and attaching New Options will not be able to be set-off against the principal amount owing by Genmin to Tembo Capital under the Loan Facility (meaning the Loan Facility will remain on foot and may need to be repaid in cash).

Information required by Listing Rule 10.13

The following information is provided to Shareholders in relation to the securities to be issued to Tembo Capital for the purposes of Listing Rule 10.13:

- the New Shares and attaching New Options will be issued to Tembo Capital;
- as at the date of announcement of the placement of 4 October 2024, Tembo Capital held 48.3% of the issued Shares in the Company and accordingly is a substantial (30%+) holder in the Company;
- the number and class of securities to be issued to Tembo Capital is 29,000,000 New Shares and 29,000,000 free attaching New Options;
- the New Shares to be issued to Tembo Capital will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue in the capital of the Company. The New Options to be issued to Tembo Capital will be issued on the terms referred to in section 1 of these Explanatory Materials;
- the New Shares and New Options to be issued to Tembo Capital will be issued on Monday, 2 December 2024, or in accordance with the waiver of Listing Rule 10.13.5 obtained by the Company from ASX, no later than the earlier of:
 - 3 business days after the Company's Shareholders have approved the issue of the New Shares and New Options to Tembo Capital and Tembo Capital has received approval or a notice of no objection (as appropriate) from FIRB to acquire the New Shares and New Options; and
 - 3 months after the date of the EGM.
- the New Shares to be issued to Tembo Capital will be issued at a price of A\$0.05 per Share and the New Options to be issued to Tembo Capital are free attaching options that will be issued for nil consideration, being the same issue price as for New Shares issued to Tranche 1 Placement participants and for New Options to be issued under the Tranche 2 Placement;
- proceeds from the New Shares to be issued to Tembo Capital are proposed to be set-off against the principal amount owing by the Company to Tembo Capital under the Loan Facility; and
- a voting exclusion statement applies to Resolution 4 as set out in the Notice of Meeting.

Recommendation of Directors

The Directors recommend that Shareholders vote in favour of Resolution 4.

The Chair intends to vote all available proxies in favour of Resolution 4.

5. Resolution 5 – Approval for participation in the Tranche 2 Placement by Greg Lilleyman

Background

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 1,000,000 New Shares and 1,000,000 free attaching New Options to Mr Lilleyman (or his nominee), a Director of the Company, under the Tranche 2 Placement.

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed entity must not issue, or agree to issue, Equity Securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

A related party of an entity includes a director of the entity. Mr Lilleyman is a director of the Company and is, therefore, a related party of the Company referred to in Listing Rule 10.11.1.

The proposed issue of New Shares and attaching New Options to Mr Lilleyman (or his nominee) under the Tranche 2 Placement does not fall within any of the exceptions in Listing Rule 10.12 and therefore Shareholder approval is required for the issue of the New Shares and attaching New Options to Mr Lilleyman (or his nominee).

The effect of approving Resolution 5 will be to allow Mr Lilleyman to participate in the Tranche 2 Placement and for the Company to issue 1,000,000 New Shares and 1,000,000 free attaching New Options to Mr Lilleyman (or his nominee).

If Shareholder approval is given for the issue of the New Shares and attaching New Options under Listing Rule 10.11, then:

- Shareholder approval is not required under Listing Rule 7.1 as contemplated by Listing Rule 7.2 exception 14 and the issue of the New Shares and attaching New Options to Mr Lilleyman (or his nominee) will not use up any of the Company's 15% limit under Listing Rule 7.1 or Additional 10% Placement Capacity; and
- the Company will be able to proceed with the issue of the New Shares and attaching New Options to Mr Lilleyman (or his nominee).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the New Shares and attaching New Options to Mr Lilleyman (or his nominee) and this will reduce the funds available to the Company under the Tranche 2 Placement.

Information required by Listing Rule 10.13

The following information is provided to Shareholders in relation to the securities to be issued to Mr Lilleyman for the purposes of Listing Rule 10.13:

- the New Shares and attaching New Options will be issued to Mr Lilleyman (or his nominee);
- Mr Lilleyman is a director of the Company and accordingly is a related party of the Company pursuant to Listing Rule 10.11.1;
- the number and class of securities to be issued to Mr Lilleyman (or his nominee) is 1,000,000 New Shares and 1,000,000 free attaching New Options;
- the New Shares to be issued to Mr Lilleyman will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue in the capital of the Company. The New Options to be issued to Mr Lilleyman will be issued on the terms referred to in section 1 of these Explanatory Materials;
- the New Shares and New Options to be issued to Mr Lilleyman will be issued on Monday, 2 December 2024, or such later date that is no later than 1 month after the date of the EGM;
- the New Shares to be issued to Mr Lilleyman will be issued at a price of A\$0.05 per Share and the New Options to be issued to Mr Lilleyman are free attaching options that will be issued for nil consideration, being the same issue price as for New Shares issued to Tranche 1 Placement participants and for New Options to be issued under the Tranche 2 Placement;
- proceeds from the issue of New Shares to Greg Lilleyman are proposed to be used for the purposes set out in section 1 of these Explanatory Materials; and
- a voting exclusion statement applies to Resolution 5 as set out in the Notice of Meeting.

Recommendation of Directors

The Directors (with Mr Lilleyman abstaining) recommend that Shareholders vote in favour of Resolution 5.

The Chair intends to vote all available proxies in favour of Resolution 5.

6. Resolution 6 – Approval for issue of Broker Options to Foster Stockbroking and Reach Markets

Background

Information regarding the proposed issue of the Broker Options to Foster Stockbroking and Reach Markets is set out in section 1 of these Explanatory Materials.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options to Foster Stockbroking and Reach Markets.

Neither Foster Stockbroking or Reach Markets are a related party, or an Associate of a related party, of the Company.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue Equity Securities during any 12 month period that exceeds the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Broker Options to Foster Stockbroking and Reach Markets does not fall within any of the exceptions to Listing Rule 7.1 set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1 (when

aggregated with the issue of the Tranche 1 Shares, which are the subject of Resolutions 1 and 2, the Tranche 2 Shares and New Options to be issued to Tembo Capital and Mr Lilleyman, which are the subject of Resolutions 4 and 5 respectively, and the Tranche 2 Options, which are the subject of Resolution 3). Therefore, the issue of the Broker Options to Foster Stockbroking and Reach Markets requires the approval of Shareholders for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Broker Options to Foster Stockbroking and Reach Markets. In addition, the issue of the Broker Options to Foster Stockbroking and Reach Markets will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Broker Options to Foster Stockbroking and Reach Markets.

Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- the Broker Options will be issued to Foster Stockbroking and Reach Markets;
- the number of Broker Options to be issued is 10,000,000 in aggregate;
- the Broker Options are to be issued on the terms referred to in section 1 of these Explanatory Materials;
- the Broker Options will be issued on Monday, 2 December 2024, or such later date that is no later than 3 months after the date of the EGM;
- the New Options are being issued to Foster Stockbroking and Reach Markets as partial consideration for their roles as lead manager and bookrunner, and co-manager, respectively in relation to the Placement. No funds are being raised from the issue of the Broker Options. However, it is intended that any funds raised through the exercise of the Broker Options will be applied towards the Company's working capital requirements;
- the Broker Options are being issued pursuant to the terms of the FSB Mandate Letter. A summary of the material terms of the FSB Mandate Letter is set out in section 1 of these Explanatory Materials; and
- a voting exclusion statement applies to Resolution 6 as set out in the Notice of Meeting.

Recommendation of Directors

The Directors recommend that Shareholders vote in favour of Resolution 6.

The Chair intends to vote all available proxies in favour of Resolution 6.

GLOSSARY

The meaning of the terms used in the Notice of Meeting and the Explanatory Materials are set out below.

A\$ means Australian dollars.

Additional 10% Placement Capacity has the meaning given in section 2 of the Explanatory Materials.

Additional 10% Placement Capacity Expiry Date has the meaning given in section 2 of the Explanatory Materials.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the financial market that it operates.

AWST means Australian Western Standard Time.

Baniaka has the meaning in section 1 of the Explanatory Materials.

Board means the board of Directors of the Company.

Broker Options has the meaning given in section 1 of the Explanatory Materials.

Chair means the chair of the EGM.

Company or **Genmin** means Genmin Limited (ACN 141 425 292).

Director means a director of the Company.

EGM means the extraordinary general meeting of the Company that is the subject of the Notice of Meeting.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Materials means the explanatory materials accompanying the Notice of Meeting.

FIRB means the Australia Foreign Investment Review Board.

Foster Stockbroking means Foster Stockbroking Pty Limited (ACN 088 747 148).

FSB Mandate Letter has the meaning given in section 1 of the Explanatory Materials.

Listing Rules means the ASX Listing Rules.

Loan Facility means the unsecured, arm's length US\$1 million (A\$1.45 million¹) working capital financing provided by Tembo Capital to the Company, further details of which are set out in the Company's ASX announcement dated 4 October 2024 titled "*A\$10 million placement*".

New Option has the meaning given in section 1 of the Explanatory Materials.

New Share has the meaning given in section 1 of the Explanatory Materials.

Notice or **Notice of Meeting** means this notice of extraordinary general meeting.

Placement has the meaning given in section 1 of the Explanatory Materials.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Reach Markets means Reach Markets Pty Ltd (ACN 145 312 232).

Resolution means a resolution contained in the Notice of Meeting.

¹ Converted to A\$ at a US\$: A\$ exchange rate of 0.6880 published on the Reserve Bank of Australia website on 2 October 2024.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share in the Company.

Tembo Capital means Tembo Capital Mining Co-Investment II LP.

Tranche 1 Placement has the meaning given in section 1 of the Explanatory Materials.

Tranche 1 Shares has the meaning given in section 1 of the Explanatory Materials.

Tranche 2 Options has the meaning given in section 1 of the Explanatory Materials.

Tranche 2 Placement has the meaning given in section 1 of the Explanatory Materials.

Tranche 2 Shares means the 29,000,000 New Shares to be issued to Tembo Capital, and 1,000,000 New Shares to be issued to Greg Lilleyman, under the Tranche 2 Placement.

US\$ means United States dollars.

Zoom Teleconference means a teleconference using the cloud-based video conferencing service provided by Zoom Video Conferencing, Inc (America).

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Tuesday, 26 November 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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 should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

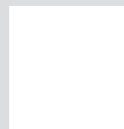
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184402

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Genmin Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Genmin Limited to be held as a virtual meeting on Thursday, 28 November 2024 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of prior issue of New Shares under the Tranche 1 Placement (Listing Rule 7.1) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Ratification of prior issue of New Shares under the Tranche 1 Placement (Listing Rule 7.1A) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval for issue of New Options under the Tranche 2 Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval for participation in the Tranche 2 Placement by Tembo Capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval for participation in the Tranche 2 Placement by Greg Lilleyman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Approval for issue of Broker Options to Foster Stockbroking and Reach Markets | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically