21st December 2023

Partial disposal of Director's shareholding

100% of proceeds to meet personal tax obligations

Genesis Minerals Limited (**Genesis**) (ASX: GMD) advises that Managing Director Raleigh Finlayson has sold two million Genesis shares at an average price of A$1.74 per share. 100% of the proceeds will be used to meet personal tax obligations arising from a) the vesting of performance rights and b) the funding of an options exercise.

Mr Finlayson has made a significant personal investment of A$14.3m in Genesis to date. The sale represents less than 4% of his holding (on a fully diluted basis) and he has no intention to sell any further shares in the medium term.

Mr Finlayson remains committed to leading Genesis' strategy of building a premium gold business with sustainable, high quality, +300koz pa production 100% from the Leonora District in Western Australia.

A Change of Director's Interest Notice (Appendix 3Y) is attached.

This announcement is approved for release by Geoff James, Company Secretary, Genesis.

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Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Genesis Minerals Limited
ABN 72 124 772 041

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Raleigh Finlayson
Date of last notice	1 December 2023
Date of this notice	21 December 2023

Part 1 - Change of director's relevant interests in securities
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	MSH Group Pty Ltd <Finlayson Family A/C> Raleigh Finlayson is a director and shareholder of MSH Group Pty Ltd
Date of change	19 and 20 December 2023
No. of securities held prior to change	21,718,766 Fully Paid Ordinary Shares 24,694,445 unlisted Options: • 194,445 exercisable @ $1.00 per option, vested, expiring 17/12/23 • 12,250,000 exercisable @ $1.05 per option, vested, expiring 25/11/24 • 12,250,000 exercisable @ $1.05 per option, vested, expiring 25/11/25 3,220,000 unlisted Strategic Growth Retention Rights expiring 31 December 2028 1,100,000 unlisted Performance Rights expiring 30 June 2027
Class	Fully Paid Ordinary Shares and unlisted Options
Number acquired	194,445 Fully Paid Ordinary Shares from the exercise of unlisted Options
Number disposed	194,445 unlisted Options exercised 2,000,000 Fully Paid Ordinary Shares

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$194,445 paid for the exercise of Unlisted Options @ $1.00 per option $3,455,364 net proceeds from the sale of 2,000,000 Fully Paid Ordinary Shares
No. of securities held after change	19,913,211 Fully Paid Ordinary Shares 24,500,000 unlisted Options: • 12,250,000 exercisable @ $1.05 per option, vested, expiring 25/11/24 • 12,250,000 exercisable @ $1.05 per option, vested, expiring 25/11/25 3,220,000 unlisted Strategic Growth Retention Rights expiring 31 December 2028 1,100,000 unlisted Performance Rights expiring 30 June 2027
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of unlisted Options. On-market sale of shares with 100% of the proceeds to be used to meet personal tax obligations arising from the vesting of performance rights and the funding of exercise of options.

Part 2 – Change of director's interests in contracts (not applicable)

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.