



Prospectus

Genesis Minerals Limited

ABN 72 124 772 041

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 33,031,560 New Shares at an issue price of \$0.05 per share on the basis of 1 New Share for every 4 Existing Shares held to raise up to \$1,651,578 before issue costs.

The Offer is conditionally underwritten by Argonaut Capital Limited. See section 8.3 for details of the Underwriting Agreement.

ASX Code: GMD

This Prospectus provides important information about the Company. You should read the entire document including the Application Form. If you have any questions about the Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 5 March 2013 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisors to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Shareholders with a registered address in Australia and New Zealand can obtain a copy of this Prospectus during the Offer period on the Company's website at www.genesisminerals.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Application Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Application Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 7.5 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 8.15 of this Prospectus. By submitting an Application Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please call the Company Secretary on +61 8 9322 6178 or Computershare Investor Services Pty Limited (the Company's Share Register) on 1300 787 272 at any time between 8.00am and 5.00pm Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.

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Corporate Directory

Directors

Mr Richard Hill Non-Executive Chairman
Mr Michael Fowler Managing Director and CEO
Mr Damian Delaney Non-Executive Director

Company Secretary

Mr Damian Delaney

Registered and Business Office

Unit 6, 1 Clive Street
West Perth WA 6005
Tel: +61 8 9322 6178
Fax: +61 8 9481 2335
Email: info@genesisminerals.com.au

Share Registry

Computershare Investor Services Pty Limited
45 St George's Terrace
PERTH WA 6000
Tel: 1300 787 272
Fax: 08 9323 2033

Underwriter

Argonaut Capital Limited

Solicitors to the Offer

Kings Park Corporate Lawyers
Suite 8, 8 Clive Street
West Perth WA 6005

Website

www.genesisminerals.com.au

Auditor*

Bentleys Pty Ltd
PO Box 44
West Perth WA 6872

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus

1 TIMETABLE TO THE OFFER

Lodgment Date	5 March 2013
Ex Date - Shares trade ex Entitlement	8 March 2013
Record date to determine Entitlement	15 March 2013
Prospectus with Application Form dispatched	18 March 2013
Offer opens for receipt of Applications	21 March 2013
Closing date for acceptances	8 April 2013
Deferred settlement trading	9 April 2013
Notify ASX of under-subscriptions	11 April 2013
Allotment and issue of New Shares	16 April 2013
Dispatch of shareholding statements	17 April 2013
Trading of New Shares expected to commence	17 April 2013
Last date to issue Shortfall Shares (see section 7.3)	8 July 2013

Note:

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the Listing Rules and Corporations Act.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

Shares currently on issue ¹	132,126,239
Options currently on issue	39,821,192
Shares offered under this Prospectus ²	33,031,560
Amount raised under this Prospectus (before costs) ¹	\$2,151,578

Note:

- 1 This includes the Placement of 10,000,000 Shares announced on 21 February 2013.
- 2 This assumes no further Shares are issued (including by way of exercise of Options) prior to the Record Date.

Dear Shareholder,

On behalf of Genesis Minerals Limited, I am pleased to invite you to participate in the fully underwritten 1 for 4 non-renounceable pro-rata entitlement offer at an issue price of \$0.05 per Share to raise approximately \$1,651,578 (before costs).

The Company is currently undertaking detailed geological mapping and a geochemical sampling program over its Cerro Verde project in Chile. Funds raised from the Offer and the recently announced placement will be used to undertake a 3,000 RC and diamond drilling program at its Poncha (Argentina) and Cerro Verde projects.

Argonaut, a substantial shareholder has agreed to fully underwrite the Offer. Investmet, which with its associates currently holds approximately 19.1% of the Company, has agreed to sub-underwrite 50% of the Offer.

This Prospectus and personalised Acceptance Form should be read carefully and in their entirety before deciding whether or not to participate in this Offer. In particular Eligible Shareholders should consider the key risk factors outlined in Section 6 of this Prospectus.

On behalf of your Board, I invite you to consider this investment opportunity and thank you for your ongoing support for our Company.

Yours faithfully,

Richard Hill

Chairman

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares. An investment in the Shares offered under this Prospectus is highly speculative.

Question	Response	Where to find more information
What is being offered?	<p>33,031,560 New Shares are being offered to Eligible Shareholders (assuming no Options are exercised prior to the Record Date) at an issue price of \$0.05 on the basis of 1 New Share for every 4 Existing Shares held.</p> <p>Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares.</p>	Section 5
How will the proceeds of the Offer be used?	<p>The Company intends to use the funds raised from the Offer together with \$500,000 raised from the Placement broadly as follows:</p> <ul style="list-style-type: none">• \$1.72 million for exploration on the Company's Poncha and Cerro Verde projects;• \$280,000 for general working capital; and• Approximately \$150,000 to pay the costs of the Offer and Placement.	Section 5.2
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none">• The Company's projects are early stage exploration tenements in foreign countries with significant exploration risk.• The Company's projects are subject to local and provincial laws which may change or be applied in an inconsistent manner. The Poncha project may be subject to claims by local land owners.• The Company's future capital needs and additional funding may be required to complete the proposed exploration program.• As a junior explorer with no production or income, the Company is exposed to general market and economic condition risks. <p>Please carefully consider these risks and the information contained in other sections of this</p>	Section 6

	Prospectus before deciding whether or not to apply for New Shares.	
Is the Offer underwritten?	The Offer is fully underwritten by Argonaut for an underwriting fee of 5%. Investmet has agreed to sub-underwrite 50% of the New Shares offered.	Section 8.3
What will be the effect on the control of the Offer?	Argonaut and Investmet and their respective associates currently hold approximately 4.77% and 19.19% of the Company's Shares respectively. The maximum voting power Argonaut will have in the Company (based on the assumptions set out in section 5.6) will be 13.82%. The maximum voting power Investmet and its associates will have in the Company (based on the assumptions set out in section 5.6) will be 27.22%.	Section 5.6
How do I apply for Shares under the Offer?	Applications can be made by Eligible Shareholders completing the personalised Application Form and sending it to the Share Registry. Eligible Shareholders may also apply for Shortfall Shares by following the instructions in section 7.3.	Section 7.2
How will the Shortfall Shares be allocated?	The Directors will, in conjunction with the Underwriter allocate any Shortfall Shares at their discretion, including to Eligible Shareholders who apply for Shortfall Shares.	Section 8.6
When will I know if my Application was successful?	A holding statement confirming your allocation under the Offer will be sent to you on or about the date set out in the timetable for the Offer, as set out in section 1.	Section 7
How can I obtain further advice?	Contact the Company Secretary on +61 8 9322 6178 or the Share Registry on 1300 787 272 at any time between 8.00am and 5.00pm (EDST time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional advisor.	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

The Company is seeking to raise approximately \$1,651,578 before issue costs under the Offer, a non-renounceable pro rata offer to Eligible Shareholders at a price of \$0.05 per Share on the basis of 1 New Share for every 4 Existing Shares held as at the Record Date.

Argonaut has agreed to underwrite the balance of the New Shares offered. Investmet has agreed to sub-underwrite 50% of the New Shares offered.

5.2 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer (\$1,651,578) together with funds raised under the Placement (\$500,000) as follows:

Exploration	\$1,729,200
Working Capital	\$275,378
Costs of the Placement and Offer ¹	\$147,000
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Total	\$2,151,578

Notes:

¹ The costs of the Offer and Placement include the Underwriter's fees of \$107,579.

This table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the way funds will be applied. The Board reserves the right to vary the way funds are applied on this basis.

5.3 Effect of the Offer

The effect of the Offer will, assuming that no Options are exercised and that Entitlements are taken up in full, be that:

- (a) cash reserves will increase by approximately \$2,004,578 (after costs and including the Placement);
- (b) the number of Shares on issue will increase from 132,126,239 to 165,157,799; and
- (c) the number of Options on issue will remain the same at 39,821,192. Pursuant to their terms, the exercise price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

5.4 Statement of unaudited financial position

Set out below is the Consolidated Statement of Financial Position of the Company and the Consolidated Pro-Forma Statement of Financial Position (both unaudited), as at 31 December 2012 and on the basis of the following assumptions:

- (a) the Offer and the Placement was effective on 31 December 2012; and

- (b) no further Shares are issued (including by way of exercise of Options) other than under the Placement and all Shares offered under this Prospectus.

The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audited financial report for year ended 30 June 2012.

Consolidated Statement of Financial Position

	Unaudited 31 December 2012 \$	Unaudited Pro forma 31 December 2012 \$
Current Assets		
Cash and cash equivalents	582,275	2,588,853
Trade and other receivables	3,535	3,535
Total Current Assets	585,810	2,592,388
Non-Current Assets		
Plant and equipment	11,164	11,164
Total Non-Current Assets	11,164	11,164
TOTAL ASSETS	596,974	2,603,552
Current Liabilities		
Trade and other payables	157,718	157,718
Provisions	68,690	68,690
TOTAL LIABILITIES	226,408	226,408
NET ASSETS	370,566	2,377,144
EQUITY		
Contributed equity	12,423,289	14,429,867
Reserves	1,292,574	1,292,574
Accumulated losses	(13,345,297)	(13,345,297)
TOTAL EQUITY	370,566	2,377,144

5.5 Consolidated capital structure

Assuming that Entitlements are taken up in full and that no Options are exercised prior to the Record Date, at the close of the Offer, the capital structure of the Company will be:

	Shares	
	Shares No.	Shares %
Existing Shares ¹	132,126,239	80
New Shares issued under this Prospectus	33,031,560	20

Total Shares	165,157,799	100
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Note:

- 1 Details of the issue, and the Company's capital structure, described in this Prospectus include the Placement of 10,000,000 Shares announced on 21 February 2013 and assume that no Options are exercised prior to the Record Date.

Options	Number
Options exercisable at \$0.20 on or before 23 August 2013	75,000
Options exercisable at \$0.15 on or before 23 August 2013	75,000
Options exercisable at \$0.31 on or before 30 November 2013	2,400,000
Options exercisable at \$0.15 on or before 1 March 2014	13,510,596
Options exercisable at \$0.20 on or before 1 March 2014	13,510,596
Options exercisable at \$0.22 on or before 31 December 2014	9,500,000
Options exercisable at \$0.12 on or before 30 November 2015	750,000
Total Options on issue as at the date of this Prospectus	39,821,192¹

Note:

- 1 As announced on 12 February 2013, the Company intends to issue Mr Richard Hill 1 million Options with an exercise price of \$0.10 and 2 million Options with an exercise price of \$0.15 expiring 31 March 2015, subject to Shareholder approval.

5.6 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

Underwriting

As detailed in section 8.3 of this Prospectus, Argonaut has agreed to fully underwrite the subscription of the New Shares not subscribed for under the Offer. Argonaut and its associates have a relevant interest in 6,303,752 Shares, or 4.77% of the voting power in the Company, as at the date of this Prospectus.

Investmet has agreed to sub-underwrite 50% of the New Shares offered. Mr Michael Fotios, or entities he controls, hold more than 20% of Investmet, and Mr Fotios is deemed to have a relevant interest in Investmet's Shares. Investmet holds 21,895,142 Shares. Mr Fotios holds 2,382,000 Shares and Delta Resource Management Pty Limited (an entity he controls) holds 1,000,000 Shares. As a result of their relationship Mr Fotios, Investmet and Delta Resource Management are associates and their Shares are aggregated to determine their

voting power. Investmet and its associates have a relevant interest in 25,277,142 Shares, or a voting power of 19.13%, as at the date of this Prospectus.

The relevant interests of Argonaut and Investmet in the Company following the Offer will depend upon the extent to which Eligible Shareholders (including Argonaut and Investmet) take up their Entitlement.

The following table sets out Argonaut and Investmet's relevant interests in the Company's Shares if Investmet takes up its full Entitlement, Argonaut does not take up its Entitlement and no further Shares are issued prior to the Record Date.

Assuming Investmet takes up its full Entitlement	Argonaut and its associates		Investmet and its associates ¹	
	Number of Shares held	Voting power (%)	Number of Shares held	Voting power (%)
Current	6,303,752	4.77	25,277,142	19.13
75% take up of Entitlement	9,611,536	5.82	34,935,462	21.15
50% take up of Entitlement	12,919,321	7.82	38,274,496	23.17
25% take up of Entitlement	16,227,105	9.83	42,769,780	25.20
Nil take up of Entitlement	19,534,889	11.83	46,077,565	27.22

Note:

1 The details of Investmet and its associates are set out above.

The maximum voting power that Argonaut and Investmet, and their respective associates, may have following the Offer (based upon the above assumptions) is 11.83% and 27.22% respectively.

6 RISK FACTORS

An investment in the New Shares the subject of this Prospectus is highly speculative as the Company is a resource exploration company. Please consider the risks described below and the information contained in other sections of this Prospectus. You should also consider consulting with your professional advisers before deciding whether or not to apply for the New Shares.

The following is a list of the material risks that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations.

6.1 Company and industry risks

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

(a) Exploration and operating risks

The prospects of the Company must be considered in light of the considerable risks, expenses and difficulties frequently encountered by companies in the earlier stage of resource exploration and development activities.

Exploration is a high risk undertaking. The amounts 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 operating losses are incurred, the execution of any joint venture agreements with strategic partners, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental issues and other factors, many of which are beyond the Company's control.

The Company expects to incur losses unless and until such time as any new or current projects enter into commercial production and generate sufficient revenues to fund their continuing operations. The development of the new and current projects will require the commitment of substantial resources. There can be no assurance that the Company's exploration of its current projects or any future projects will result in the delineation or discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

(b) Changes to local laws and claims by local owners

The Company's exploration activities are subject to local laws, certain of which are administered by local and provincial governments. These laws may be amended or applied in an inconsistent manner, both of which may be adverse to the Company. Furthermore, the Company's Poncha project in Argentina may be subject to claims by local land owners which may adversely affect the Company's operations.

(c) Exploration in foreign countries

The Company's tenements are located in Chile and Argentina. Exploration activities conducted by the Company in these countries and title to the tenements may be adversely affected by political instability, war and civil conflict, changes in government policy and local government sentiment, lack of law enforcement and

labour unrest, and the creation of new laws. These changes (which may include new or modified taxes or other government levies as well as other legislation) may impact the profitability and viability of its properties. The effect of unrest and instability on political, social or economic conditions in Argentina and Chile could result in the impairment of exploration, development and mining operations and affect the Company's legal title to its mineral tenements. Any such changes are beyond the control of the Company and may adversely affect its business.

In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of Australian courts. The Company also may be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company's operations.

(d) Reliance on key personnel

The resources business in which the Company is involved is reliant upon a number of directors and key management personnel. The loss of any of these personnel could have a material adverse impact on the resources business of the Company.

(e) Additional requirements for funding

The funds raised by the Offer will primarily be used to fund exploration on the Company's projects. The Company's funding requirements depend on numerous factors including the Company's ability to raise further capital, generate income from its projects, the results of joint venture operations, future exploration and work programs and the acquisition of new projects. This can be dependent on a number of factors including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

Additional equity financing, if available, may be dilutive to Shareholders and at lower prices than the current market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

(f) Gold, copper and other commodity prices

As an explorer for gold and copper and potentially other minerals, any earnings of the Company are expected to be closely related to the price of copper and other commodities.

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's

exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

(g) Markets

The marketability of the Company's production depends in part on the availability, proximity and capacity of infrastructure such as ports, railways, pipelines and processing facilities. Federal and state regulation of resources production and transportation, tax and energy policies, changes in supply and demand and general economic conditions all could adversely affect the ability to produce and market mineral commodities.

(h) Service capacity

Exploration and development activities may be undertaken in locations that have limited or no spare service capacity. There may be delays in securing equipment and personnel required to carry out the Company's planned activities. Such occurrences may increase pressure on costs and time, and limit Company cash flows.

(i) Title to tenements

The Company cannot guarantee that those tenements in which it has an interest and which are still in the application stage or require transfer will ultimately be granted or transferred in whole or in part pursuant to the applicable legislation. There is also no guarantee that the tenements will be granted, extended or transferred without undue delay or that the Company can economically comply with any conditions imposed on any newly granted exploration permits.

(j) Payment obligations

Under the exploration permits and licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the permit holders are required to expend the funds necessary to meet the minimum work commitments attaching to the permits and licences. Failure to meet these work commitments will render the permit liable to be cancelled. Further, if any contractual obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by the Company.

6.2 Mineral Industry Risks

(a) Exploration and development risks

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in

discoveries of an economically viable mineral deposit. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return.

(b) Resource estimates

The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted. Ore reserve and mineral resource estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates and assumptions on the quality and characteristics of ore deposits, which are valid when made, may change substantially after further exploration and on the availability of information. Ore estimation is an interpretive process based on available data and interpretations and estimations may prove to be inaccurate. Actual mineral reserves may differ from those estimated, which may result in either a positive or negative effect on the Company's operations.

(c) Insurances

Insurance of all risks associated with exploration and production is not always available and, where it is available, the cost may be high. The business of the Company is subject to a number of risks and hazards generally, both artificial and natural. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability, particularly as the Company is seeking to acquire new projects which are located in other jurisdictions or involve a new commodity.

(d) Environmental risk

The operations and activities of the Company are subject to regulations concerning the environment. The Government and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidents or other unforeseen circumstances, which could subject the Company to extensive liability.

6.3 General Risks

(a) Securities investments

There are risks associated with any securities investment. The prices at which the Shares trade, may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for mining and exploration companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices will be sustained. These factors may materially affect the market price of the Shares regardless of the Company's operational performance.

(b) Economic Risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, or any other country in which the Company may operate, interest rates and the rate of inflation.

(c) Changes in Government Policies and Legislation

Any material adverse changes in government policies or legislation of Australia or any other country where the Company may acquire economic interests may affect the viability and profitability of the Company.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all of your Entitlement (see section 7.2); and
- (b) apply for Shortfall Shares (see section 7.3);
- (c) allow all or part of your Entitlement to lapse (see section 7.4).

7.2 To subscribe for all of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares offered by this Prospectus before deciding to apply for Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all of your Entitlement, complete the accompanying Application Form in accordance with the instructions set out on that form. The Application Form sets out the number of New Shares you are entitled to subscribe for.

7.3 To apply for Shortfall Shares

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding by completing the accompanying Application Form in accordance with the instructions set out on that form. See section 8.6 for details of the manner in which Shortfall Shares will be allocated.

A single cheque should be used for the application money for your Entitlement and the number of Shortfall Shares you wish to apply for as stated on the Application Form.

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 5pm EST (3pm (WST)) on 8 April 2013.

Surplus application moneys will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares.

7.4 Entitlements not taken up

If you are an Eligible Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Shares and your Entitlement will become Shortfall Shares.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying Application Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

Eligible Shareholders who choose not to take up New Shares will receive no benefit and their shareholding in the Company will be diluted as a result.

7.5 Payment methods

Cheque or bank draft

The completed Application Form must be accompanied by a cheque or bank draft made payable to 'Genesis Minerals Limited - Share Offer Account' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.05 per New Share accepted. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque(s) or bank draft(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Application Form, you may be taken to have applied for such lower number of New Shares as your cleared application money will pay for (and to have specified that number of New Shares in your Application Form) or your Application may be rejected.

The Application Form must be received by the Company to the below address by no later than 5.00pm EST (3pm (WST)) on the Closing Date:

By Post To:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

BPAY®

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form. Shareholders who wish to pay by BPAY® must ensure that payment is received by no later than 5.00pm EST (3pm (WST)) on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 5.00pm EST (3pm (WST)) on the Closing Date.

The Company shall not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment

7.6 Application Form is binding

A completed and lodged Application Form together with a cheque for the application moneys, or by making a payment in respect of an Application by BPay®, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Application Form with the requisite Application Monies, or by making a payment in respect of an Application by BPay®, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you

are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Application Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Application Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon allotment of the Shares.

If the Application Form is not completed correctly or if the accompanying payment of the application moneys is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application moneys.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company offers 33,031,560 New Shares (assuming no Options are exercised before the Record Date) under a non-renounceable pro rata offer to Eligible Shareholders at a price of \$0.05 per Share on the basis of 1 New Share for every 4 Existing Shares held as at the Record Date to raise \$1,651,578 before issue costs. Fractional entitlements will be rounded down to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 7.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares offered under this Prospectus are summarised in section 9.

8.2 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 7 and on the Application Form which accompanies this Prospectus.

8.3 Underwriting

Argonaut has agreed to underwrite all Shortfall Shares in accordance with the Underwriting Agreement. The Underwriter will be paid a fee for underwriting the Offer of 5% (Underwriting Fee). The Company will also be required to reimburse the Underwriter for all of the reasonable costs incurred by the Underwriter in relation to the Offer.

Investmet has agreed to sub-underwrite 50% of the New Shares offered.

The Underwriting Agreement is conditional upon the Company lodging the Prospectus with the ASIC and/or ASX as required after undertaking a reasonable due diligence process.

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- (a) the Company has (subject to certain limitations) agreed to indemnify the Underwriter, its officers, employees, advisers and related bodies corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Offer;
- (b) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer;
- (c) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:

- (i) the S&P / ASX All Ordinaries Index (ASX Code: XAO) or S&P / ASX Small Resources Index (ASX Code: XSR) falls more than 10% from the date of the Underwriting Agreement for a period of 3 continuous Business Days;
- (ii) the Underwriter reasonably forms the view that there is a material omission or misleading and deceptive statement in the Prospectus, or any projection or forecast in the Prospectus becomes unlikely to be met in the projected time;
- (iii) the Company or a related body corporate takes any steps to undertake a proposed buy back of its Shares or passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;
- (iv) the Company's bankers terminates or issues any demand or penalty notice or amending the terms of any existing facility or claiming repayment or accelerated repayment of any facility or requiring additional security for any existing facility;
- (v) a Director of the Company or a related body corporate is charged with an indictable offence or the Company becomes subject to investigations by any persons, or ASIC gives notice of a stop order hearing, or a judgment of \$50,000 or more is obtained against the Company or its related body corporates which is not satisfied within 7 days; or
- (vi) there is an outbreak of hostilities or a material escalation of hostilities, or an adverse change (in law or otherwise), or an event occurs which is likely to materially impact on the assets, operational financial position of the Company or its related body corporates, or the operation of stock markets generally.

8.4 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 5pm (WST) on the Record Date;
- (b) have a registered address in Australia or New Zealand;
- (c) subject to certain limited exceptions, are not in the United States or a US Person or acting for the account or benefit of a US Person (to that extent); and
- (d) are eligible under all applicable securities laws to receive an offer under this Prospectus,

or, in the Company's absolute discretion, they are persons resident in any other country who are reasonably able to demonstrate to the Company that they are otherwise eligible to participate in the Offer relying on a relevant exemption from, or are not otherwise subject to, the lodgment, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they are resident or have a registered address.

It is the responsibility of each Applicant to ensure compliance with the laws of any country relevant to their Application. The Company, in its absolute discretion, reserves the right to determine whether a person is an Eligible Shareholder and therefore able to participate in the Offer, or an Ineligible Shareholder and therefore unable to participate in the Offer. To

the maximum extent permitted by law, the Company disclaims all liability in respect of any determination as to whether a person is an Eligible Shareholder.

By returning the accompanying Application Form along with the application money, or by making a payment in respect of an Application by BPay®, you will be taken to have represented and warranted that you satisfy the criteria above to be an Eligible Shareholder. The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

However, in limited circumstances, and in the Company's absolute discretion, the Company may elect to treat as Eligible Shareholders certain institutional or sophisticated persons who would otherwise not be Eligible Shareholders because their registered addresses are not in Australia or New Zealand.

8.5 Rights trading

The Offer is non-renounceable. This means that the rights of Eligible Shareholders to subscribe for New Shares under this Prospectus are not transferable and there will be no trading of rights on ASX.

8.6 Shortfall Shares

Any Entitlements not taken up may become available as Shortfall Shares. Subject to the terms of the Underwriting Agreement, the Directors reserve the right to, under this Prospectus, offer for issue Shortfall Shares at their discretion within 3 months after the Closing Date, including to those Eligible Shareholders who apply for Shortfall Shares in addition to their Entitlement.

Eligible Shareholders may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding. It is possible that there may be few or no Shortfall Shares available for issue, depending on the level of take up of Entitlements by Shareholders. There is also no guarantee that in the event Shortfall Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

The Company reserves the right to scale back any applications for Shortfall Shares in its absolute discretion and it is an express term of the Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated to them, excess application money will be refunded without interest as soon as practicable after all Shortfall Shares have been issued.

8.7 Offer outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction outside Australia and New Zealand.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the *US Securities Act of 1933*, as

amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

8.8 Treatment of overseas Shareholders

Given the small number of Shareholders with registered addresses outside Australia or New Zealand and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Offer to any Shareholder, as at the Record Date, whose registered address is not situated in Australia and New Zealand. Foreign Shareholders' Entitlements will form part of the Shortfall Shares. The Prospectus is sent to those Shareholders for information only.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

8.9 Beneficial holders, nominees, trustees and custodians

The foreign selling restrictions under the Offer summarised in sections 8.7 and 8.8 of this Prospectus apply to the underlying beneficial holder. Nominees, trustees and custodians must not apply on behalf of any beneficial holder that would not itself be an Eligible Shareholder. Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed. Shareholders who hold Shares on behalf of persons whose registered address is not in Australia or New Zealand are responsible for ensuring that applying for New Shares does not breach securities laws in the relevant overseas jurisdictions.

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

8.10 Allotment and application money

New Shares will be issued only after all application money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 16 April 2013 and normal trading of the New Shares on ASX is expected to commence on 17 April 2013.

All application moneys will be deposited into a separate bank account of the Company and held in trust for Applicants until the Shares are issued or application moneys returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.11 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application moneys without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

8.12 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgment of this Prospectus with the ASIC, and the last market sale price on the date before the lodgment date of this Prospectus, are set out below.

3 month high	3 month low	Last market sale price
\$0.08 on 10 December 2012	\$0.04 on 1 and 4 February 2013	\$0.048 on 5 March 2013

8.13 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Ltd (ASPL), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time however, a charge may be made for additional statements.

8.14 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

8.15 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.16 Enquiries

Any queries regarding the Offer should be directed to Mr Damian Delaney, Company Secretary on +61 8 9322 6178. Any queries regarding the Application Form should be directed to the Company's Share Registry, Computershare Investor Services Pty Limited (within Australia) on 1300 850 505 or (outside Australia) on +61 3 9415 4000. You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO SHARES

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the shares to be issued under this Prospectus are fully paid Shares.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

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

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Liquidation rights

The Company has one class of shares on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

(g) Variation of rights

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding 75% of the Share capital or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act

(h) Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one third of the Directors (rounded to the nearest whole number) must retire from office. If the Company has less than 3 Directors, one Director must retire from office together with any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting. These retirement rules do not apply to certain appointments including the managing director.

(i) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(j) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(k) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of 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.

(l) Listing Rules

If the Company is admitted to trading on the official list of the ASX, then despite anything in the Constitution, 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 and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

10 ADDITIONAL INFORMATION

10.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgment of the Company's annual financial statements of the Company for the financial year ended 30 June 2012 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial statements of the Company for the financial year ended 30 June 2012 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
- (ii) any half-year financial report lodged with ASIC by the Company after the lodgment of that annual report and before the lodgment of this Prospectus; and
- (iii) any continuous disclosure notices given by the Company after the lodgment of the financial statements referred to in paragraph (i) and before the lodgment of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since the lodgment of its 2012 audited financial statements on 25 September 2012:

Date	Description of Announcement
27/02/2013	Change of Director's Interest
21/02/2013	Initial Director's Interest Notice
21/02/2013	Capital Raising
19/02/2013	Final Director's Interest Notice
19/02/2013	Trading Halt
12/02/2013	Director Appointment/Resignation
06/02/2013	Canadian Major to Earn Back into Las Openas Gold Project
04/02/2013	Trading Halt Request
04/02/2013	Trading Halt
31/01/2013	Quarterly Cashflow Report
31/01/2013	Quarterly Activities Report
07/01/2013	Change in substantial holding
17/12/2012	Significant Mineralisation Discovered at Las Openas
27/11/2012	Investor Presentation
27/11/2012	Results of Meeting
20/11/2012	Appendix 3B

08/11/2012	Details of Company Address
31/10/2012	Quarterly Activities Report and Cash Flow Report
29/10/2012	New Mineralised Zone at Cerro Verde
22/10/2012	Notice of Annual General Meeting/Proxy Form
17/10/2012	Las Openas Drilling Commenced
28/09/2012	Exploration Update

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours or from www.asx.com.au.

10.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Richard Hill	Michael Fowler	Damian Delaney
Shares	200,000	3,247,917	445,000
Options	Nil ¹	3,554,168	4,230,002
Entitlement	50,000	811,979	111,250

Note:

- 1 As announced on 12 February 2013, the Company proposes to issue Mr Hill 1 million Options at \$0.10 and 2 million Options at \$0.15 expiring 31 March 2015, subject to Shareholder approval.

Remuneration paid to Directors in the two years prior to the date of this Prospectus ¹		
	To 30/06/2012	To 30/06/11
Richard Hill		
Short term	Nil	Nil
Long term	Nil	Nil
Michael Fowler		
Short term	\$221,736	\$188,750
Long term	\$19,956	\$18,875

Damian Delaney

Short term	\$7,500	Nil
Long term	Nil	Nil

Notes:

1 The Chairman and non-executive Directors are entitled to annual directors' fees of \$50,000 and \$30,000 (inclusive of superannuation) respectively.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (Deeds). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgment of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or

was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Kings Park Corporate Lawyers has acted as solicitors to the Offer. In respect of this work, the Company will pay approximately \$12,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Kings Park Corporate Lawyers has received approximately \$24,500 exclusive of GST in fees for services to the Company in the 2 years prior to the date of this Prospectus.

Argonaut has acted as the underwriter to the Offer and will be paid such fees as are outlined in section 8.3. Argonaut has received \$146,520 exclusive of GST in fees for services to the Company (including as lead manager of the Placement) in the 2 years prior to the date of this Prospectus.

Investmet has acted as the sub-underwriter to the Offer and will be paid such fees as are outlined in section 8.3. Investmet has not received fees for services to the Company in the 2 years prior to the date of this Prospectus.

10.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgment of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Kings Park Corporate Lawyers	Lawyers
Computershare Investor Services Pty Limited	Share Registry

Argonaut Capital Limited

Underwriter

Investmet Limited

Sub-underwriter

10.5 Expenses of the Offer

The total expenses of the Offer and Placement are estimated to be \$147,000, consisting of the following:

Costs	\$
Underwriter's fees	\$107,579
Legal fees	\$12,000
ASX fees	\$7,329
ASIC and other expenses	\$20,092
Total	\$147,000

These expenses have or will be paid by the Company.

10.6 Litigation

As at the date of this Prospectus, the Company is not involved in any other legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company.

10.7 Offer of Shortfall Shares

By this Prospectus the Company offers Shortfall Shares to persons nominated by the Underwriter. Applications for Shortfall Shares can only be made on an application form that accompanies this Prospectus.

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgment of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 5 March 2013

A handwritten signature in black ink, appearing to read "M Fowler". The signature is written in a cursive, slightly slanted style.

Signed for and on behalf of
Genesis Minerals Limited by
Michael Fowler

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
Applicant	a person who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for New Shares pursuant to this Prospectus.
Application Form	the personalised entitlement and acceptance application form attached to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Closing Date	the date set out in section 1.
Company	Genesis Minerals Limited (ABN 72 124 772 041).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deeds	the indemnity, insurance and access deeds between the Company and each of the Directors.
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
EST	Eastern Standard Time.
Existing Share	a Share issued as at 5pm (WST) on the Record Date.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Investmet	Investmet Limited (ACN 125 585 935) sub-underwriter to the Offer.

Listing Rules	the listing rules of the ASX.
New Shares	Shares issued pursuant to this Prospectus.
Offer	an invitation made in this Prospectus to subscribe for New Shares.
Option	an option to purchase a Share.
Placement	the placement of 10 million Shares at \$0.05 by the Company to raise \$500,000 which completed on 27 February 2013.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Computershare Investor Services Pty Limited.
Shareholder	the registered holder of Shares in the Company.
Shortfall Shares	New Shares for which valid Applications have not been received by the Closing Date.
Underwriter or Argonaut	Argonaut Capital Limited (ABN 18 099 761 547).
Underwriting Agreement	the underwriting agreement between the Company and the Underwriter executed on 5 March 2013.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.
WST	Western Standard Time, Western Australia.