

24 August 2022



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Online lodgement

The Manager
Market Announcements Office
ASX Limited
Central Park
Level 152-158 St Georges Terrace
Perth WA 6000

FOR IMMEDIATE RELEASE TO THE MARKET

Dear Sir/Madam

Takeover bid by Genesis Minerals Limited for Dacian Gold Limited – Interests under Institutional Acceptance Facility

We refer to the institutional acceptance facility (**Acceptance Facility**) established by Genesis Minerals Limited (ASX: GMD) (**Genesis**) in relation to its recommended off-market takeover bid for all of the fully paid ordinary shares in Dacian Gold Limited (ASX: DCN) (**Dacian**) (**Dacian Shares**), the terms of which are set out in section 11.4 of Genesis' Bidder's Statement dated 29 July 2022 (**Bidder's Statement**). Capitalised terms used in this letter have the same meaning given to them in the Bidder's Statement.

Genesis currently has a relevant interest in 328,549,402 Dacian Shares (representing approximately 27.18% of the Dacian Shares on issue). This is an increase from 290,132,384 Dacian Shares (representing approximately 24.00% of the Dacian Shares on issue) as disclosed in Genesis' Form 604 dated 22 August 2022.

As at 5:00pm (Perth time) on 23 August 2022, the aggregate number of Dacian Shares in respect of which:

(a) Genesis (via the Facility Agent) has received acceptance instructions (in the form of acceptance forms and/or directions to Custodians to accept the Offer) under the Acceptance Facility (**Acceptance Instructions**); and

(b) Genesis has a relevant interest,

has changed from 290,132,384 Dacian Shares (representing approximately 24.00% of the number of Dacian Shares on issue) to 406,773,574 Dacian Shares (representing approximately 33.65% of the number of Dacian Shares on issue).

A breakdown of Dacian Shares under the above categories is set out in the following table. A Form 604 is enclosed with this letter, notifying of a change in Genesis' relevant interest in Dacian Shares.

	Number of Dacian Shares		% of Dacian Shares	
	Previous notice*	Current notice	Previous notice*	Current notice
Acceptance Instructions	-	78,224,172	-%	6.47%
Relevant interest	290,132,384	328,549,402	24.00%	27.18%
Total	290,132,384	406,773,574	24.00%	33.65%

* As set out in the Form 604 dated 22 August 2022.

Dacian Shares which are the subject of Acceptance Instructions under the Acceptance Facility do not, at this stage, constitute formal acceptances of the Offer and may be withdrawn at any time prior to the conditions for the Acceptance Facility being met. Those conditions require the Facility Agent to receive a letter from Genesis (**Confirmation Letter**) confirming that either:

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- (a) Genesis has declared the Offer free of all Conditions that may not have already been fulfilled or waived; or
 - (b) Genesis will declare the Offer free of all of the Conditions that have not been fulfilled or waived as soon as practicable after all Acceptance Instructions are validly processed or implemented.

Accordingly, Genesis does not have a relevant interest in Dacian Shares the subject of Acceptance Instructions.

As soon as reasonably possible after Genesis provides the Confirmation Letter to the Facility Agent, the Facility Agent must deliver the Acceptance Instructions to Genesis. Genesis will acquire a relevant interest in the Dacian Shares the subject of Acceptance Instructions once those Acceptance Instructions are delivered by the Facility Agent to Genesis.

Further details regarding the Acceptance Facility are set out in section 11.4 of the Bidder's Statement.

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

For further information please contact:

Investors and Media

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Dacian Gold Limited (**Dacian**)

ACN/ARSN 154 262 978

1. Details of substantial holder (1)

Name Genesis Minerals Limited ACN 124 772 041 (**Genesis**), Ulysses Mining Pty Ltd ACN 153 592 208 and Metallo Resources Pty Ltd ACN 166 635 178 (each a **Group Entity**)

ACN/ARSN (if applicable) As set out above

There was a change in the interests of the substantial holder on 23/08/2022
The previous notice was given to the company on 22/08/2022
The previous notice was dated 22/08/2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	290,132,384	24.00%	328,549,402*	27.18%*

* Excludes amounts under the Institutional Acceptance Facility established in relation to the Takeover Offer (defined below), totaling 78,224,172 fully paid ordinary shares in Dacian (**Dacian Shares**) and representing approximately 6.47% of the total number of Dacian Shares on issue (as at 5:00pm (Perth time) on 23 August 2022).

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22/08/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	7,519,746 ORD	7,519,746
23/08/22	Genesis	Acquisition of a relevant interest by way of acceptances of offers made under Genesis' off-market takeover bid for all of the Dacian Shares on the terms set out in the Bidder's Statement dated 29 July 2022 (Takeover Offer)	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	30,897,272 ORD	30,897,272

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
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Genesis	Genesis	Genesis	Relevant interest under section 608(1)(a) of the Corporations Act as holder of the shares	123,910,441 ORD	123,910,441
Genesis	Shareholders of Dacian who have accepted offers under the Takeover Offer	Genesis, subject to the terms of the Takeover Offer	Relevant interest under section 608(8) of the Corporations Act as a result of acceptance of offers under the Takeover Offer	204,638,961 ORD	204,638,961

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Genesis and each Group Entity	47 Outram Street, West Perth WA 6005

Signature

print name Geoff James

capacity

CFO & Company Secretary

sign here

G. A. James

date

24/08/2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.