

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**) and its subsidiaries listed in Annexure A (each a **Group Entity**)

ACN/ARSN (if applicable) As set out above

There was a change in the interests of the substantial holder on 15/10/2023
The previous notice was given to the company on 20/02/2023
The previous notice was dated 20/02/2023

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	974,393,536	80.08%	994,689,609	81.75%

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
20/02/23	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) omitted from Form 604.	0.0843 Genesis shares for every 1 Dacian Share, as per the Takeover Offer	52,496 ORD	52,496
15/10/23	Genesis	Acquisition of relevant interest under section 608(1)(b) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) arising as a result of the entry into a pre-bid acceptance deed with Marjorie Clare Eshuys (Eshuys), a copy of which is attached in Annexure B (Eshuys Pre-bid Acceptance Deed).	\$10	172,908 ORD	172,908

15/10/23	Genesis	Acquisition of relevant interest under section 608(1)(b) of the Corporations Act arising as a result of the entry into a pre-bid acceptance deed with Alianda Oaks Pty. Ltd. ACN 077 081 451 (Alianda), a copy of which is attached in Annexure C (Alianda Pre-bid Acceptance Deed).	\$10	20,070,669 ORD	20,070,669
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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
Genesis	Genesis	Genesis	Relevant interest under section 608(1)(a) of the Corporations Act as holder of the shares	974,446,032 ORD	974,446,032
Genesis	Eshuys	Eshuys	Relevant interest under section 608(1)(b) of the Corporations Act	172,908 ORD	172,908
Genesis	Alianda	Alianda	Relevant interest under section 608(1)(b) of the Corporations Act	20,070,669 ORD	20,070,669

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:

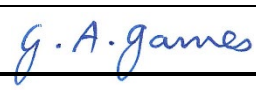
Name and ACN/ARSN (if applicable)	Nature of association
Group Entities identified in bold in Annexure A	Formed or acquired by Genesis in connection with the acquisition of the assets of St Barbara Limited.

6. Addresses

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

Name	Address
Genesis and each Group Entity	Level 7, 40 The Esplanade, Perth WA 6000
Eshuys	674 Mount Macedon Road, Mount Macedon VIC 3441
Alianda	674 Mount Macedon Road, Mount Macedon VIC 3441

Signature

print name	Geoff James	capacity	Company Secretary
sign here		date	16/10/2023

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.
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Annexure A – Group Entities

This is Annexure A referred to in Form 604 (Notice of change of interests of substantial holder).

G. A. James

Name: Geoff James

Title: Company Secretary

Date: 16 October 2023

Genesis Group Entities (wholly owned except where indicated)

Dacian Gold Limited (ASX: DCN) (80.08%)

Genesis Minerals (Leonora) Pty Ltd

Genesis Mining Services Pty Ltd

Metallo Resources Pty Ltd

Ulysses Mining Pty Ltd

Wholly-Owned Subsidiaries of Dacian Gold Limited

Dacian Gold Mining Pty Ltd

Mt Morgans WA Mining Pty Ltd

Redcliffe Project Pty Ltd (formerly NTM Gold Limited)

Wholly-Owned Subsidiaries of Genesis Mining Services Pty Ltd

Genesis Mining Services (SPV 1) Pty Ltd

Wholly-Owned Subsidiaries of Genesis Minerals (Leonora) Pty Ltd

Bardoc Gold Pty Ltd

Wholly-Owned Subsidiaries of Bardoc Gold Pty Ltd

Admiral Gold Pty Ltd

Excelsior Gold Pty Ltd

Spitfire Global Pty Ltd

Starpark Holdings Pty Ltd


Wholly-Owned Subsidiaries of Excelsior Gold Pty Ltd

Aphrodite Gold Pty Ltd

GPM Resources Pty Ltd

Annexure B – Eshuys Pre-bid Acceptance Deed

This is Annexure B of 3 pages as referred to in Form 604 (Notice of change of interests of substantial holder).

A handwritten signature in blue ink that reads "G. A. James". The signature is written in a cursive style. Below the signature is a solid black horizontal line.

Name: Geoff James

Title: Company Secretary

Date: 16 October 2023

13 October 2023

By email

The Directors
c/- The Company Secretary
Genesis Minerals Limited
Level 7, 40 The Esplanade
Perth WA 6000

Dear Sir/Madam

Pre-bid acceptance deed

In consideration of \$10 (which has been received), I agree with Genesis Minerals Limited ACN 124 772 041 (**Genesis Minerals**) to accept (or procure the acceptance of) a takeover bid by Genesis Minerals in relation to Dacian Gold Limited ACN 154 262 978 (**Dacian Gold**) for 172,908 fully paid ordinary shares in Dacian Gold held by me as at the date of this deed (referred to as my **Dacian Gold Shares**), on the terms set out in this letter.

1 Conditions for acceptance

Genesis Minerals may only require us to accept its takeover bid:

- (a) if Genesis Minerals releases a public announcement to ASX Limited (**ASX**) by 5.00pm (Perth time) on or before the first business day after the date of this deed stating that:
 - (i) it intends to proceed with a takeover bid for all the ordinary shares in Dacian Gold it does not already own by way of a scrip offer at not less than 0.1685 Genesis Minerals shares for every one (1) ordinary share in Dacian Gold, conditional only on Genesis Minerals holding a relevant interest in at least 90% of Dacian Gold shares on issue at any time prior to the end of the offer period;
 - (ii) the consideration under the bid will be increased to 0.1935 Genesis Minerals shares for every one (1) ordinary share in Dacian Gold if Genesis Minerals acquires a relevant interest in at least 95.1% of the Dacian Gold shares on issue during or at the end of the offer period for the bid; and
 - (iii) consideration under the bid will be provided to accepting shareholders within seven business days of the later of the date of acceptance and the date the offer becomes or declared unconditional;
- (b) if Genesis Minerals makes, within one (1) month after the date of this deed, offers under a takeover bid for all the ordinary shares in Dacian Gold it does not already own on terms not substantially less favourable than those announced, and those offers have become or are declared unconditional;
- (c) once and only in respect of all of my Dacian Gold Shares; and
- (d) only if I have not already accepted Genesis Minerals' takeover bid in relation to all of my Dacian Gold Shares.

2 Timing of acceptance

- (a) Subject to satisfying the requirements set out in paragraph 1 above, Genesis Minerals may require us, by giving notice in writing (at any time prior to three (3) business days before the end of the period the offers by Genesis Minerals remain open for acceptance), to accept its takeover bid in respect of all my Dacian Gold Shares.
- (b) We agree to deliver a duly completed acceptance form for all my Dacian Gold Shares to Genesis Minerals (or as it directs) by 4.00pm (Perth time) on the business day following receipt of such notice and to do anything else required (including directing any broker, nominee or custodian in relation to my Dacian Gold Shares) to accept Genesis Minerals' takeover bid in accordance with the ASX Settlement Operating Rules in respect of all my Dacian Gold Shares.

3 Other conduct

For so long as this deed remains in force:

- (a) I will not dispose of, agree to or offer to dispose of or encumber any of my Dacian Gold Shares (or any interest in them), except pursuant to an acceptance of Genesis Minerals' takeover bid; RJF
- (b) ~~I will not without the prior written consent of Genesis Minerals requisition or join in the requisition of any general or class meeting of Dacian Gold;~~ GAJ
- (c) ~~I will not take any action or make any statement which is or may be prejudicial to the success of the takeover bid; and~~ RJF
- (d) ~~I will exercise or procure the exercise of the voting rights attached to my Dacian Gold Shares as instructed by Genesis Minerals on any resolution at a general or class meeting of Dacian Gold;~~ GAJ

Once I accept the takeover bid (whether pursuant to paragraph 2 or otherwise) and so long as this deed remains in force, I agree not to withdraw my acceptance even if I may be permitted to do so by law or under the terms of the takeover bid. RJF

4 Confidentiality

We agree to keep this deed confidential until Genesis Minerals has given a substantial holding notice to ASX (which attaches a copy of this deed) in respect of the relevant interest which Genesis Minerals acquires as a result of this deed or until Genesis Minerals has otherwise announced the terms of this deed to ASX.

5 Warranty

We represent and warrant that I am the legal and beneficial owner of my Dacian Gold Shares free of encumbrances, with full power and authority to enter into and complete this deed without the consent of any other person.

6 General

- (a) This deed will terminate if the conditions in paragraph 1(a) and 1(b) are not satisfied within one month after the date of this deed.
- (b) Any date, time or period referred to in this letter shall be of the essence except to the extent to which I and Genesis Minerals agree to vary any date, time or period, in which event the varied date, time or period shall be of the essence.

- (c) We agree that damages would not be an adequate remedy for breach of the undertakings in this letter.
- (d) Any term defined in the *Corporations Act 2001* (Cth) has the same meaning in this deed.
- (e) If any provision of this deed is void, illegal or unenforceable, it may be severed without affecting the enforceability of the other provisions in this deed.
- (f) This deed is governed by the laws of Western Australia. This document is executed as a deed.

Please indicate your acceptance of these terms by executing the enclosed copy of this letter where indicated below and returning it to us.

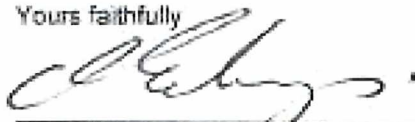
Yours faithfully




Marjorie Clare Eshuys

Agreed on 14 October 2023

Yours faithfully



Signed, sealed and delivered by **Genesis Minerals Limited** in accordance with section 127 of the *Corporations Act 2001* (Cth) by:


Raleigh Finlayson (Oct 15, 2023 15:18 GMT+8)

Signature of director

Raleigh Finlayson

Name of director (print)


Geoff James (Oct 15, 2023 15:19 GMT+8)

Signature of director/secretary

Geoff James

Name of director/secretary (print)

Annexure C – Alianda Pre-bid Acceptance Deed

This is Annexure C of 3 pages as referred to in Form 604 (Notice of change of interests of substantial holder).

A handwritten signature in blue ink, reading "G. A. James", is positioned above a horizontal line.

Name: Geoff James

Title: Company Secretary

Date: 16 October 2023

13 October 2023

By email

The Directors
c/- The Company Secretary
Genesis Minerals Limited
Level 7, 40 The Esplanade
Perth WA 6000

Dear Sir/Madam

Pre-bid acceptance deed

In consideration of \$10 (which has been received), we agree with Genesis Minerals Limited ACN 124 772 041 (**Genesis Minerals**) to accept (or procure the acceptance of) a takeover bid by Genesis Minerals in relation to Dacian Gold Limited ACN 154 262 978 (**Dacian Gold**) for 20,070,669 fully paid ordinary shares in Dacian Gold held by us at the date of this deed (referred to as **our Dacian Gold Shares**), on the terms set out in this letter.

1 Conditions for acceptance

Genesis Minerals may only require us to accept its takeover bid:

- (a) if Genesis Minerals releases a public announcement to ASX Limited (**ASX**) by 5.00pm (Perth time) on or before the first business day after the date of this deed stating that:
 - (i) it intends to proceed with a takeover bid for all the ordinary shares in Dacian Gold it does not already own by way of a scrip offer at not less than 0.1685 Genesis Minerals shares for every one (1) ordinary share in Dacian Gold, conditional only on Genesis Minerals holding a relevant interest in at least 90% of Dacian Gold shares on issue at any time prior to the end of the offer period;
 - (ii) the consideration under the bid will be increased to 0.1935 Genesis Minerals shares for every one (1) ordinary share in Dacian Gold if Genesis Minerals acquires a relevant interest in at least 95.1% of the Dacian Gold shares on issue during or at the end of the offer period for the bid; and
 - (iii) consideration under the bid will be provided to accepting shareholders within seven business days of the later of the date of acceptance and the date the offer becomes or declared unconditional;
- (b) if Genesis Minerals makes, within one (1) month after the date of this deed, offers under a takeover bid for all the ordinary shares in Dacian Gold it does not already own on terms not substantially less favourable than those announced, and those offers have become or are declared unconditional;
- (c) once and only in respect of all of our Dacian Gold Shares; and
- (d) only if we have not already accepted Genesis Minerals' takeover bid in relation to all of our Dacian Gold Shares.

2 Timing of acceptance

- (a) Subject to satisfying the requirements set out in paragraph 1 above, Genesis Minerals may require us, by giving notice in writing (at any time prior to three (3) business days before the end of the period the offers by Genesis Minerals remain open for acceptance), to accept its takeover bid in respect of all our Dacian Gold Shares.
- (b) We agree to deliver a duly completed acceptance form for all our Dacian Gold Shares to Genesis Minerals (or as it directs) by 4.00pm (Perth time) on the business day following receipt of such notice and to do anything else required (including directing any broker, nominee or custodian in relation to our Dacian Gold Shares) to accept Genesis Minerals' takeover bid in accordance with the ASX Settlement Operating Rules in respect of all our Dacian Gold Shares.

3 Other conduct

For so long as this deed remains in force:

- (a) we will not dispose of, agree to or offer to dispose of or encumber any of our Dacian Gold Shares (or any interest in them), except pursuant to an acceptance of Genesis Minerals' takeover bid; RJF
RJF
- (b) ~~we will not without the prior written consent of Genesis Minerals requisition or join in the requisition of any general or class meeting of Dacian Gold;~~ GAJ
GAJ
- (c) ~~we will not take any action or make any statement which is or may be prejudicial to the success of the takeover bid; and~~ RJF
RJF
- (d) ~~we will exercise or procure the exercise of the voting rights attached to our Dacian Gold Shares as instructed by Genesis Minerals on any resolution at a general or class meeting of Dacian Gold~~ GAJ
GAJ
- ~~Once we accept the takeover bid (whether pursuant to paragraph 2 or otherwise) and so long as this deed remains in force, we agree not to withdraw our acceptance (and to procure that any person holding our Dacian Gold Shares on our behalf does not withdraw their acceptance), even if we may be permitted to do so by law or under the terms of the takeover bid.~~ RJF
RJF
- GAJ
GAJ

4 Confidentiality

We agree to keep this deed confidential until Genesis Minerals has given a substantial holding notice to ASX (which attaches a copy of this deed) in respect of the relevant interest which Genesis Minerals acquires as a result of this deed or until Genesis Minerals has otherwise announced the terms of this deed to ASX.

5 Warranty

We represent and warrant that we are the legal and beneficial owner of our Dacian Gold Shares free of encumbrances, with full power and authority to enter into and complete this deed without the consent of any other person.

6 General

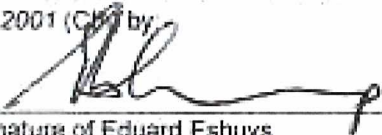
- (a) This deed will terminate if the conditions in paragraph 1(a) and 1(b) are not satisfied within one month after the date of this deed.

- (b) Any date, time or period referred to in this letter shall be of the essence except to the extent to which we and Genesis Minerals agree to vary any date, time or period, in which event the varied date, time or period shall be of the essence.
- (c) We agree that damages would not be an adequate remedy for breach of the undertakings in this letter.
- (d) Any term defined in the *Corporations Act 2001* (Cth) has the same meaning in this deed.
- (e) If any provision of this deed is void, illegal or unenforceable, it may be severed without affecting the enforceability of the other provisions in this deed.
- (f) This deed is governed by the laws of Western Australia. This document is executed as a deed.

Please indicate your acceptance of these terms by executing the enclosed copy of this letter where indicated below and returning it to us.

Yours faithfully


Executed by **Alianda Oaks Pty Ltd** in
accordance with section 127 of the *Corporations*
Act 2001 (Cth) by:


Signature of Eduard Eshuys
Sole director and sole company secretary

Agreed on 14 October 2023

Yours faithfully

Signed, sealed and delivered by **Genesis**
Minerals Limited in accordance with section 127
of the *Corporations Act 2001* (Cth) by:


Raleigh Finlayson (Oct 15, 2023 15:18 GMT+8)

Signature of director

Raleigh Finlayson

Name of director (print)


Geoff James (Oct 15, 2023 15:19 GMT+8)

Signature of director/secretary

Geoff James

Name of director/secretary (print)