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**2 November 2023**

**Online lodgement**

Market Announcements Office  
ASX Limited  
Level 40, Central Park  
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 — Notice of compulsory acquisition**

We act for Genesis Minerals Limited (ACN 124 772 041) (**Genesis**) in relation to Genesis' off-market takeover bid for all of the fully paid ordinary shares in Dacian Gold Limited (ACN 154 262 978) (**Dacian**) which it does not already own.

We enclose:

- (a) by way of service pursuant to section 661B(1)(d) of the *Corporations Act 2001* (Cth), an ASIC Form 6021 *Notice of compulsory acquisition following takeover bid* (**Compulsory Acquisition Notice**) which was lodged with ASIC today; and
- (b) a sample copy of the cover letter which will be sent to Dacian shareholders together with the Compulsory Acquisition Notice.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Justin Mannolini'.

**Justin Mannolini**  
Partner  
T +61 8 9413 8491  
jmannolini@gtlaw.com.au

A handwritten signature in black ink, appearing to read 'Callum Fleming'.

**Callum Fleming**  
Senior Associate  
T +61 8 9413 8440  
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# Notice of compulsory acquisition following takeover bid

## Notice

Description of class of securities to which the bid relates.

## To each holder of:

Fully paid ordinary shares

('Bid class Securities')

Name of target company

## In

Name ('the Company')

DACIAN GOLD LIMITED

ACN/ARBN/ARSN

154262978

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

### 1. Under a takeover bid offers were made by

Name of bidder

Genesis Minerals Limited

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- Are scheduled to close

Date offers closed or are scheduled to close on

Date

17/11/2023

[DD/MM/YY]

### 2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es).  
(See subsection 661A(4) and 4A))

- securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

- The following securities in the bid class in which the bidder has a relevant interest

Description of securities

### 3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- 661 A(1)
- 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

- 
- 4.** Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

02/11/2023

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

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- 4A.** You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

- 
- 5.** Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
- 
- 6.** The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
- the end of the offer period.

- 
- 7.** Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

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- 8.** A notice sent by post to you is taken to be given to you 3 days after it is posted.
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## Signature

Name of person signing

Geoff James

Capacity

On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature

Geoff James

Date signed

02-Nov-2023 09:30

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## Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy ([www.asic.gov.au/privacy](http://www.asic.gov.au/privacy)) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

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Lodgement

For more information

Web [www.asic.gov.au](http://www.asic.gov.au)  
Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)  
  
Telephone 1300 300 630

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2 November 2023

Dear Dacian Shareholder,

**GENESIS' OFFER FOR DACIAN – COMPULSORY ACQUISITION OF DACIAN SHARES**

As you may be aware, Genesis Minerals Limited ABN 72 124 772 041 (**Genesis**) recently made an off-market takeover offer for all the shares in Dacian Gold Limited ABN 61 154 262 978 (**Dacian**) which it did not already own (**Offer**).

Genesis has acquired a relevant interest in more than 90% of the fully paid ordinary shares in Dacian (**Dacian Shares**) and has acquired more than 75% of the Dacian Shares that it offered to acquire under the Offer. Accordingly, Genesis will now exercise its right to compulsorily acquire the remaining Dacian Shares in which Genesis does not have a relevant interest under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Genesis will acquire any Dacian Shares remaining after the close of the Offer, under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition will be on the same terms as the Offer (i.e. the improved Offer consideration of 0.1935 fully paid ordinary shares in Genesis for every one (1) Dacian Share you hold).

On completion of the compulsory acquisition procedure, Genesis will issue to Dacian the consideration for the Dacian Shares that it compulsorily acquires. You will then be entitled to claim the consideration from Dacian. Dacian will give notice to shareholders once it has received the consideration and advise as to how you may claim the consideration to which you are entitled. Subject to the Corporations Act, this is expected to occur 5 to 6 weeks after the date of this letter. However, you can continue to accept the Offer at any time until the scheduled close of 4:00pm (Perth time) on 17 November 2023, and if you do so, you will receive your consideration within seven business days of acceptance.

See also the enclosed copy of **ASIC Form 6021 Notice of compulsory acquisition following takeover bid (Notice)**, which sets out the compulsory acquisition process and your rights.

Under ASX Listing Rule 17.4, ASX will suspend quotation of Dacian Shares 5 business days after the date of the Notice. Once suspended, ASX will remove Dacian from the official list at the close of trading on a date decided by ASX.

If you have any queries in relation to the Offer, the Notice or the compulsory acquisition process, please contact the Offer Information Line on the following phone numbers:

Within Australia: 1300 219 448

Outside Australia: +61 3 9415 4327

Kind Regards



**Raleigh Finlayson**  
*Managing Director*  
**Genesis Minerals Limited**

***This announcement has been authorised for release to the ASX by Genesis' Company Secretary.***