

Minimum Shareholding Policy

1. Purpose

This Minimum Shareholding Policy for Non-Executive Directors and Executive Key Management Personnel ("**Policy**") sets out the guidelines and expectations regarding shareholding for Non-Executive Directors ("NEDs") and Executive Key Management Personnel ("EKMP") of Genesis Minerals Limited (the "Company"). The purpose of this Policy is to align the interests of NEDs and EKMP with the long-term success of the Company and its shareholders.

2. Objective

The primary objective of this Policy is to encourage NEDs and EKMP (together "KMP") to have a meaningful stake in the Company, thereby promoting alignment with the interests of shareholders, fostering long-term commitment, and enhancing accountability.

3. Shareholding Requirement

KMP are expected to maintain a minimum shareholding level in the Company. The specific shareholding requirement will be determined by the Board of Directors ("Board") and communicated to KMP from time to time. The shareholding requirement may be expressed either as a fixed number of shares, a percentage of annual compensation, or another appropriate metric.

The current minimum shareholding level for NEDs is 50% of NED annual base fee and for EKMP is 30% of annual Total Fixed Remuneration ("TFR").

4. Timeline for Compliance

The shareholding requirement requires a minimum level of share ownership within 3 years of the date of commencement as an NED or employee of the Company based on the value paid (or deemed to be paid) for the holding at the time of acquisition, as a proportion of the NED's base fee or EKMP's TFR in the FY in which the minimum shareholding level is first met.

5. Method of Compliance

NEDs and EKMP have the flexibility to acquire shares through various means, including but not limited to, open-market purchases, grant of NED Share Rights (for NEDs) or Employee Performance Rights (for EKMP) which will vest into Shares, or participation in share purchase plans. The Board may provide guidance on the preferred methods for share acquisition.

6. Reporting and Monitoring

In accordance with ASX Listing Rules, all changes to Directors' Interests in Company securities must be notified to the ASX within 5 business days after the change occurs. Accordingly, NEDs must promptly notify the Company Secretary of any changes.

7. Changes to Shareholding Requirement

The Board reserves the right to review and adjust the shareholding requirement periodically based on changes in the Company's circumstances, market conditions, or other relevant factors. Any changes to the shareholding requirement will be communicated in a timely and transparent manner.

8. Review and Amendment

This Policy will be reviewed annually by the Board (via the People & Culture Committee) to ensure its continued effectiveness and relevance. Amendments to the Policy may be made by the Board as deemed necessary.

9. Conclusion

This Shareholding Policy is intended to enhance the alignment of NEDs and EKMP with the Company's long-term objectives and shareholder interests. NEDs and EKMP are encouraged to take a proactive approach to comply with the shareholding requirement and contribute to the success and sustainability of Genesis Minerals Limited.

10. Associated documents

- Securities Trading Policy

Approved by:



Tony Kiernan
Chair
Genesis Minerals Limited

Last Review: June 2025

Next Review: June 2026