

Continuous Disclosure Policy

1. Purpose and scope

Genesis Minerals Limited (the **Company**) as a listed entity on the Australian Securities Exchange (**ASX**) has significant obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth) (the **Corporations Act**) to keep the market fully informed of information which may materially effect the price or value of its securities.

The purpose of this Policy is to:

- ▶ detail the Company's continuous disclosure regime;
- ▶ set out the process which the Company employs to ensure its information (which may be market sensitive and may require disclosure) is raised with a Disclosure Officer in a timely manner and is kept confidential; and
- ▶ detail the obligations of the Company's Board, officers, management, employees and contractors (**Genesis Personnel**) to ensure the Company complies with its continuous disclosure obligations.

This Policy applies to all Genesis Personnel.

2. Continuous disclosure obligations

Legal framework

Under ASX Listing Rule 3.1, the Company as a listed entity, is obligated to immediately disclose any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The Company is also required to comply with this obligation under the Corporations Act.

Immediately

'Immediate disclosure' under ASX Listing Rule 3.1 means disclosure should be made 'promptly and without delay'. This means the disclosure must be done as quickly as possible in the circumstances and not deferred, postponed or put off to a later time.

Material effect

Information is considered to have a material effect on the price or value of the Company's securities if a reasonable person would expect that information to influence investors who commonly deal in such securities in deciding whether to subscribe for, buy, or sell those securities.

In assessing whether information may have a "material effect" on the price or value of the Company's securities, it is necessary to consider the Company's information in context having regard to the circumstances affecting the Company at the time, any external information that is publicly available at the time, and any previous information (including past announcements).

Examples of events which may be 'material' (but may be subject to exceptions as noted below) include:

- ▶ A transaction that will lead to a significant change in the nature or scale of the entity's activities.
- ▶ A material acquisition or disposal.
- ▶ The granting or withdrawal of a material licence.
- ▶ Becoming a plaintiff or defendant in a material law suit.
- ▶ The fact that the entity's earnings will be materially different from market expectations.
- ▶ The appointment of a liquidator, administrator or receiver.

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- ▶ The commission of an event of default under, or other event entitling a financier to terminate, a material financing facility.
 - ▶ Giving or receiving a notice of intention to make a takeover.

This is not an exhaustive list.

Exceptions

ASX Listing Rule 3.1 does not apply to particular information while each of the following requirements is satisfied in respect of the information if:

- (a) one or more of the following 5 situations applies:
 - i. it would be a breach of a law to disclose the information;
 - ii. the information concerns an incomplete proposal or negotiation;
 - iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - iv. the information is generated for the internal management purposes of the entity; or
 - v. the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

False Market

Notwithstanding the exceptions to ASX Listing Rule 3.1, if the ASX considers there is or is likely to be a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company is required to provide that information to the ASX.

Breaching continuous disclosure obligations

- ▶ A failure by the Company to notify the ASX of information required under ASX Listing Rule 3.1, is a contravention of its continuous disclosure obligations, under the ASX Listing Rules and section 674 of the Corporations Act.
- ▶ ASX or the Australian Securities Investment Commission (ASIC) may commence action upon a suspected contravention, and this may include:
 - (a) trading suspension of the Company's securities or, in extreme cases, delisting the Company from the ASX;
 - (b) criminal liability with a fine (where contravention is known, reckless or negligent);
 - (c) civil liability for any loss or damage suffered by any person as a result of failure to disclose relevant information to the ASX; and
 - (d) risk of class action being brought against the Company.
- ▶ The Company's officers (including its directors), employees or advisers who are involved in any contravention of the Company's continuous disclosure obligations may also face criminal penalties and civil liability. Substantial penalties or imprisonment, or both, may apply.

Where a breach of this Policy is identified, the individual who becomes aware of the breach must immediately notify a Disclosure Officer. The Disclosure Officer must take all reasonable steps to address and rectify the breach as soon as practicable.

Policy Management

Procedures

The following procedures must be followed to ensure the Company's timely compliance with its continuous disclosure obligations.

If any Genesis Personnel become aware of information that may be material, they must report that information immediately (and without delay) to either the Company Secretary, the Managing Director (or their equivalent) or the Chief Financial Officer (the **Disclosure Officers**) or, if a Disclosure Officer is unavailable, to a member of the Board.

If any information is reported to a Disclosure Officer in accordance with the above, then the Disclosure Officer will:

- ▶ review the information in question;
- ▶ urgently obtain any advice required to assist with the interpretation of the information, except where the information is, on its face, materially price sensitive and cannot be delayed;
- ▶ determine if the information requires disclosure to the ASX;
- ▶ consider whether it is necessary to seek a trading halt of the Company's securities;
- ▶ coordinate the form of disclosure to the market with Senior Management and the Board (if necessary); and
- ▶ seek approval from the Chair (or the Board) to release the announcement.

Where disclosure is of a routine and administrative nature (and non-material), the Board has provided a delegated authority to the Disclosure Officers to release those announcements.

Where practical, Management will circulate a draft of a material announcement to the Board before release to the market for their information. All material announcements will be circulated to the Board following their release to the market.

ASX announcements

The Company follows the procedures as set out below in respect of the review and release of its ASX announcements.

- ▶ The content of all ASX announcements is reviewed by the Company's Senior Management and Company Secretary for accuracy and completeness.
- ▶ Where possible, and subject to any immediate disclosure requirements under ASX Listing Rule 3.1, all material announcements of the Company should be provided to the Board for information and comment.
- ▶ Where appropriate, named parties should be given the opportunity to review the announcement prior to release (e.g. major transaction, entry into a material contract).
- ▶ In accordance with the delegated authority granted by the Board, the Executive Chair or Managing Director (or their equivalent) will authorise the release of the announcement to the ASX.
- ▶ Upon receipt of approval, the Company Secretary will electronically release the announcement to the Company's ASX platform.
- ▶ Following ASX confirmation of the announcement release, an email will be circulated to all Board members to advise of the release, and the announcement posted to the Company's website.

3. False markets in the Company's securities

A "false market" in the price of the Company's securities may arise in situations where there is material misinformation or materially incomplete information in the market, and the Company fails to respond with information to correct the false market.

Unless required by law or other relevant bodies, the Company does not generally respond to market speculation or rumours. If the Company receives a request from ASX to correct (or prevent) a false market, then the Disclosure Officer must (after making due enquiry with the Board, Senior Management, and external advisors, if necessary):

- (a) immediately provide the information to ASX; and

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- (b) if appropriate, request a pause in trading or a trading halt (as may be required) of the Company's securities to prevent trading by an unformed market until the Company can make an announcement to the market.

If the Company is relying on an exception to its continuous disclosure obligations under Listing Rule 3.1A, the Disclosure Officer will actively monitor the Company's market price and volume traded for any loss of confidentiality, including through media reporting (traditional and online), social media and market speculation, analyst and investor commentary, and potential leaks from counterparties, advisers or internal sources. Appropriate controls will be maintained, including strict management of insider information, and regular engagement with advisers and counterparties to ensure confidentiality is preserved.

If the Disclosure Officer becomes aware of any information leaks, they must contact ASX as soon as practicable to commence discussions on the appropriate course of action.

4. Protection of confidential corporate information, media communications and analyst briefings

The Managing Director (or their equivalent), the Chair, the Chief Development Officer and the Chief Financial Officer (**Authorised Spokespersons**) are authorised by the Board to speak on behalf of the Company to investors, potential investors, analysts and the media.

To prevent inadvertent disclosure of price-sensitive information, Authorised Spokespersons are made aware of the information already released by the Company to the market prior to providing any briefing to persons outside the Company.

Where the Company is holding or attending briefings, meetings or presentations, it will:

- (a) not discuss price sensitive information unless that information has already been released to the market via an announcement on its ASX platform and is available on its website; and
- (b) decline to respond to any questions that would result in the disclosure of price-sensitive information, instead taking the matter on notice and ensuring the information is announced to the market prior to any response.

If you are in any doubt regarding this Policy, you should contact the Company Secretary at:

Genesis Minerals Limited, PO Box Z5340, St Georges Tce, WA 6831

Phone: +61 8 6323 9050

Email: companysecretary@genesisminerals.com.au

Last Review: April 2026

Next Review: April 2028