

FACSIMILE

10 Pages (including this page)

18 May 2012

To: Australian Securities Exchange (1300 135 638)

Copy to: Genesis Resources Limited (03 96505571)

Re: Genesis Resources Limited (ASX:GES)

Please find attached three Forms 604, Notice of change of interests of substantial holder, relating to GES for each of:

- Greenvale Asia Limited
- Cartier Peaks Investments Ltd
- Indigo Pearl Capital Ltd

Yours Sincerely,



Sue-Ann Higgins

(Phone: +61 3 9671 3199)

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GENESIS RESOURCES LIMITED

ACN/ARSN 114 787 469

1. Details of substantial holder (1)

Name Indigo Pearl Capital Ltd
ACN/ARSN (if applicable) BVI 1630343

There was a change in the interests of the substantial holder on

14/5/2012

The previous notice was given to the company on

18/4/2012

The previous notice was dated

16/4/2012

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) |
| Ordinary shares | 7,715,314 | 14.54% | 12,920,972 | 16.23% |
| | | | | |

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 |
|----------------|--|----------------------|---|---|-------------------------|
| 14/5/2012 | Indigo Pearl Capital Ltd | Purchase of shares | \$140,552.60 | 3,123,393 | 3,123,393 |
| 14/5/2012 | Cartier Peaks Investments Ltd | Purchase of shares | \$46,850.94 | 1,041,132 | 1,041,132 |
| 14/5/2012 | Greenvale Asia Limited | Purchase of shares | \$46,850.94 | 1,041,132 | 1,041,132 |

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 (8) | Class and number of securities | Person's votes |
|-------------------------------|--|--|---------------------------------|--------------------------------|----------------|
| Indigo Pearl Capital Ltd | Berne No 132 Nominees Pty Ltd <600835> | Indigo Pearl Capital Ltd | Beneficial Interest | 7,752,582 | 7,752,582 |
| Cartier Peaks Investments Ltd | Berne No 132 Nominees Pty Ltd <601299> | Cartier Peaks Investments Ltd | Beneficial Interest | 2,584,195 | 2,584,195 |
| Greenvale Limited | Berne No 132 Nominees Pty Ltd <602987> | Greenvale Asia Limited | Beneficial Interest | 2,584,195 | 2,584,195 |

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 (8) 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 |
|--|---|
| Indigo Pearl Capital Ltd and Cartier Peaks Investments Ltd | These companies have a common sole director and a common shareholder |
| Indigo Pearl Capital Ltd; Greenvale Asia Limited | Indigo Pearl Capital Ltd acquired 1,041,132 shares for the benefit of Greenvale Asia Limited, which were subsequently transferred to Berne No 132 Nominees Pty Ltd <602987> for the benefit of Greenvale Asia Limited |


6. Addresses

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

| Name | Address |
|-------------------------------|--|
| Indigo Pearl Capital Ltd | Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands |
| Greenvale Asia Limited | Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands |
| Cartier Peaks Investments Ltd | Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands |
| Berne No 132 Nominees Pty Ltd | GPO Box 202, Brisbane Qld 4001 |

Signature

For and on behalf of
TIARA LTD. (LL02080)

print name TIARA LTD.  capacity Sole Director

sign here date 15th May 2012

Authorized Signature(s)

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;
 - (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.

604 page 2/2 15 July 2001

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GENESIS RESOURCES LIMITED

ACN/ARSN 114 787 489

1. Details of substantial holder (1)

Name Cartier Peaks Investments Ltd

ACN/ARSN (if applicable) BVI 1648854

There was a change in the interests of the substantial holder on

14/5/2012

The previous notice was given to the company on

16/4/2012

The previous notice was dated

16/4/2012

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) |
| Ordinary shares | 7,715,314 | 14.54% | 12,920,972 | 16.23% |
| | | | | |

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 |
|----------------|--|----------------------|---|---|-------------------------|
| 14/5/2012 | Indigo Pearl Capital Ltd | Purchase of shares | \$140,552.69 | 3,123,393 | 3,123,393 |
| 14/5/2012 | Cartier Peaks Investments Ltd | Purchase of shares | \$46,850.94 | 1,041,132 | 1,041,132 |
| 14/5/2012 | Greenvale Asia Limited | Purchase of shares | \$46,850.94 | 1,041,132 | 1,041,132 |

- (2) See the definition of "associate" in section 8 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;
 - (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.

Form 604
Corporations Act 2004
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GENESIS RESOURCES LIMITED

ACN/ARSN 114 787 469

1. Details of substantial holder (1)

Name Greenvale Asia Limited

ACN/ARSN (if applicable) BVI 1584958

There was a change in the interests of the substantial holder on

14/5/2012

The previous notice was given to the company on

16/4/2012

The previous notice was dated

16/4/2012

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) |
| Ordinary shares | 7,715,314 | 14.54% | 12,920,972 | 16.23% |
| | | | | |

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 |
|----------------|--|----------------------|---|---|-------------------------|
| 4/4/2012 | Indigo Pearl Capital Ltd | Purchase of shares | \$140,552.69 | 3,123,393 | 3,123,393 |
| 4/4/2012 | Cartier Peaks Investments Ltd | Purchase of shares | \$46,850.94 | 1,041,132 | 1,041,132 |
| 4/4/2012 | Greenvale Asia Limited | Purchase of shares | \$46,850.94 | 1,041,132 | 1,041,132 |

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 |
|-------------------------------|---|--|---------------------------------|--------------------------------|----------------|
| Indigo Pearl Capital Ltd | Berne No 132 Nominees Pty Ltd <600835> | Indigo Pearl Capital Ltd | Beneficial Interest | 7,752,582 | 7,752,582 |
| Cartier Peaks Investments Ltd | Berne No 132 Nominees Pty Ltd <601299> | Cartier Peaks Investments Ltd | Beneficial Interest | 2,584,195 | 2,584,195 |
| Greenvale Limited | Asia Berne No 132 Nominees Pty Ltd <602987> | Greenvale Asia Limited | Beneficial Interest | 2,584,195 | 2,584,195 |

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 |
|--|---|
| Indigo Pearl Capital Ltd and Cartier Peaks Investments Ltd | These companies have a common sole director and a common shareholder |
| Indigo Pearl Capital Ltd; Greenvale Asia Limited | Indigo Pearl Capital Ltd acquired 1,041,132 shares for the benefit of Greenvale Asia Limited, which were subsequently transferred to Berne No 132 Nominees Pty Ltd <602987> for the benefit of Greenvale Asia Limited |

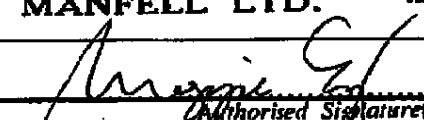
6. Addresses

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

| Name | Address |
|-------------------------------|--|
| Indigo Pearl Capital Ltd | Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands |
| Greenvale Asia Limited | TMF Place, Road Town, Tortola, British Virgin Islands |
| Cartier Peaks Investments Ltd | Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands |
| Berne No 132 Nominees Pty Ltd | GPO Box 202, Brisbane Qld 4001 |

Signature

print name *For and on behalf of*
MANFELL LTD. Manfell Ltd capacity **Director**

sign here  date **16 May 2012**

Authorised Signature(s)

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;
 - (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.