Notice of annual general meeting and explanatory memorandum

Genesis Resources Limited

ACN 114 787 469

Date:	Thursday 26 November 2015
Time:	3.30 pm (Melbourne time)
Place:	RSM Bird Cameron Partners Level 21, 55 Collins Street Melbourne, Victoria, 3000

NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE is given that the 2015 Annual General Meeting of Genesis Resources Limited will be held at RSM Bird Cameron Partners, Level 21, 55 Collins Street, Victoria 3000 on Thursday 26 November 2015 at 3.30 pm (Melbourne time).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item	**Financial And Related Reports**
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2015.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	**Adoption of Remuneration Report (Non-Binding Vote)**
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2015 Annual Report and is available from the Company's website (www.genesisresourcesltd.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2015 be adopted."*
Voting Exclusion	The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons: (a) Key Management Personnel; and (b) Closely Related Parties of Key Management Personnel. However, the Company need not disregard a vote if it is: (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. RE-ELECTION OF DIRECTORS

Resolution 2	**Re-election of Mr Deric Wee as Director**
Description	Mr Wee retires as a director of the Company in accordance with articles 6.3(c) and 6.3(e) of the Company's constitution and, being eligible, offers himself for re-election under article 6.3(f) of the constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *“**THAT** Mr Deric Wee, having retired from his office as a Director in accordance with articles 6.3(c) and 6.3(e) of the Company's constitution and, being eligible under article 6.3(f) of the constitution, having offered himself for re-election, be re-elected as a Director of the Company.”*
Voting Exclusion	N/A

Resolution 3	**Election of Mr John Zee as Director**
Description	Mr John Zee, who was appointed as a Director on 26 June 2015, retires as a Director in accordance with article 6.3(j) of the constitution of the Company and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *“**THAT** Mr John Zee, having been appointed as a Director on 26 June 2015 in accordance with article 6.2(b) of the Company's constitution and, being eligible under article 6.3(j) of the constitution, having offered himself for re-election, be re-elected as a Director of the Company.”*
Voting Exclusion	N/A

Resolution 4	**Election of Mr Kin Po Yu as Director**
Description	Mr Kin Po Yu, who was appointed as a Director on 26 June 2015, retires as a Director in accordance with article 6.3(j) of the constitution of the Company and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *“**THAT** Mr Kin Po Yu, having been appointed as a Director on 26 June 2015 in accordance with article 6.2(b) of the Company's constitution and, being eligible under article 6.3(j) of the constitution, having offered himself for re-election, be re-elected as a Director of the Company.”*
Voting Exclusion	N/A

Special Business

4. RATIFICATION OF PREVIOUS ISSUES OF SHARES

Resolution 5	**Ratification of issue of Contractor Shares**
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 16 February 2015 in lieu of fees for drilling services provided at the Company's Plavica Project by the Company's drilling contractor pursuant to the Company's 7.1 Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 13,926,464 fully paid ordinary shares in the Company on 16 February 2015 at a deemed issue price of $0.06 per share in lieu of fees for drilling services provided on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 6	**Ratification of issue of 2 June 2015 Placement Shares**
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 2 June 2015 under a capital raising placement pursuant to the Company's 7.1 Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 6,261,222 fully paid ordinary shares in the Company on 2 June 2015 at an issue price of $0.08 per share under a capital raising placement on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 7	Ratification of issue of 17 June 2015 Placement Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 17 June 2015 under a capital raising placement pursuant to the Company's 10% Placement Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 3,928,571 fully paid ordinary shares in the Company on 17 June 2015 at an issue price of $0.07 per share under a capital raising placement on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 8	Ratification of issue of 25 June 2015 7.1 Placement Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 25 June 2015 under a capital raising placement pursuant to the Company's 7.1 Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 15,865,877 fully paid ordinary shares in the Company on 25 June 2015 at an issue price of $0.06 per share under a capital raising placement."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 9	Ratification of issue of 25 June 2015 7.1A Placement Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 25 June 2015 under a capital raising placement pursuant to the Company's 10% Placement Capacity.

Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 20,134,123 fully paid ordinary shares in the Company on 25 June 2015 at an issue price of $0.06 per share under a capital raising placement."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

5. APPROVAL OF PROPOSED PLACEMENT SHARES

Resolution 10	**Approval of issue of Proposed Placement Shares**
Description	Genesis seeks approval of shareholders to be able to issue up to 100,000,000 fully paid ordinary shares during the period of 3 months after the 2015 Annual General Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT** for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 100,000,000 fully paid ordinary shares in the Company to such allottees and on such terms as more particularly described in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed. However, the Company will not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

6. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 11	Approval of 10% Placement Capacity
Description	Genesis seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution: *"**THAT** for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Dated 28 October 2015

By order of the Board of Genesis Resources Limited

Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Bird Cameron, in relation to the conduct of the external audit for the year ended 30 June 2015, or the content of its audit report. Please send your questions to:

The Company Secretary, **Genesis Resources Limited**
Level 1, 61 Spring Street, Melbourne VIC 3000
T. 03 9286 7500
F. 03 9662 1472
E. sk@ccounsel.com.au

Written questions must be received by no later than 5.00 pm (Melbourne time) on Friday 20 November 2015.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

(a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.

(b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.

(c) A proxy need not be a shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

(e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 3.30 pm (Melbourne time) on Tuesday 24 November 2015**:

- online by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device
- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit **www.intermediaryonline.com** to submit your voting intentions.

Voting and other entitlements at the annual general meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00pm (Melbourne time) on Tuesday 24 November 2015** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chair of the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM
TO NOTICE OF 2015 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Item	Financial And Related Reports
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2015 to be laid before the Company's 2015 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Genesis and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2015 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2015 Annual Report is available from the Company's website (www. genesisresourcesltd.com.au) The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor RSM Bird Cameron questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2015, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Bird Cameron in relation to the conduct of the audit.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2015 Annual Report and is available from the Company's website (www. genesisresourcesltd.com.au). The Remuneration Report: • describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; • sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and • explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer. The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

3. RE-ELECTION OF DIRECTORS

Resolution 2	**Re-election of Mr Deric Wee as Director**
Explanation	Article 6.3(c) of the Company's constitution requires one third of the Directors (rounded down to the nearest whole number), other than the Managing Director, to retire at each Annual General Meeting of the Company. Under Article 6.3(e) of the constitution, the Directors to retire under article 6.3(c) are those who have held office as Director the longest period of time since their last election to office, or in the event that two or more directors have held office for the same period of time, those Directors determined by lot. Mr Deric Kok Bin Wee, who has held office as Director for the longest period of time since his last election to office on 17 November 2014, retires as a Director at the 2015 Annual General Meeting in accordance with articles 6.3(c) and 6.3(e) of the Company's constitution. Mr Wee, being eligible under article 6.3(f) of the constitution, offers himself for re-election as Director.
About Mr Deric Wee	Mr Wee was appointed to the Board on 16 January 2013 as an independent Non-Executive Director. Mr Wee also served as Director of the Company from 11 December 2009 to 26 November 2012 Prior to joining the Board in December 2009, Mr Wee had been involved in the financial services industry since 1989 as a stockbroker and investment banker. Mr Wee worked within well-established financial services companies which are part of financial and banking conglomerates in Malaysia. Mr Wee acquired extensive experience and competence in key areas including sales, marketing, share and stock trading, and co-ordinated a number of corporate strategies such as initial public offerings, mergers and acquisitions, restructurings, placements and advisory services relating to securities listed on Bursa Malaysia and the ASX. Deric has not held any directorships of other ASX listed companies in the last three years.
Board Recommendation	The Board, with Mr Wee abstaining, recommends that shareholders vote in favour of Mr Wee's re-election.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolutions 3 & 4	Election of Messrs John Zee and Kin Po Yu as Directors
Explanation	It is a requirement under article 6.3(j) of the Company's constitution and ASX Listing Rule 14.4 that any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) only hold office until the next Annual General Meeting, at which time the Director can offer him- or herself for re-election. Messrs John Zee and Kin Po Yu, who were both appointed to the Board on 26 June 2015 under article 6.2(b) of the Company's constitution, retire as Directors at the 2015 Annual General Meeting in accordance with article 6.3(j). Messrs Zee and Yu, being eligible under article 6.3(j) of the Company's constitution, offer themselves for election as Directors.
About Mr John Zee	Mr Zee was appointed to the Board on 26 June 2015 as an independent Non-Executive Director. Mr Zee also served as Director of the Company from 11 May 2012 to 26 November 2012 and from 16 January 2013 to 31 October 2014. Mr Zee has worked in the financial services industry in stockbroking, corporate advisory and capital raisings in Australia for over 30 years. His expertise in deal structuring and capital raisings for start-ups or enterprises in their various lifecycles is well-known. His current roles include serving as the responsible manager for Foxfire Capital AFSL 390210 in the provision of financial services in securities dealing and corporate advisory. These roles have included an extensive amount of customer contact. He has a well-established extensive network of investors across Asia for the purpose of introducing investment opportunities and corporate transactions. During the three years immediately preceding the end of the 2015 financial year, Mr Zee was a director of Australia United Mining Limited (ASX: AYM). Mr Zee held his directorship of AYM from 14 May 2012 to 28 November 2014.
About Mr Kin Po Yu	Mr Yu was appointed to the Board on 26 June 2015 as an independent Non-Executive Director and became the Company's independent Non-Executive Chairman on 28 September 2015. Mr Yu has been the Chairman of Huahui Mining Group (**Huahui**), based in Hong Kong, for 15 years. In this role he has developed solid relationships with local governments in China, and with commercial and investment banks. Mr Yu has led several M&A transactions. Over the last 15 years, Huahui acquired several gold, copper and iron ore projects in China, and based on further investments in these projects, Huahui converted some of the gold, copper and iron ore projects into production. Huahui has extensive experience in exploration and constructing processing plants and managing the operation of gold, copper and iron ore projects. Mr Yu has not held any directorships of other ASX listed companies.
Board Recommendation	The Board, with Messrs John Zee and Kin Po Yu abstaining on Resolutions 3 and 4 respectively, recommends that shareholders vote in favour of these resolutions.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 3 and 4.

4. RATIFICATION OF PREVIOUS ISSUES OF SHARES

Resolutions 5 – 8	**Ratification of issue of previous issues of securities under 7.1 Capacity**
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under the Company's capacity to issue Shares under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12 month period in excess of 15% of the number of shares on issue at the commencement of that 12 month period without shareholder approval (**7.1 Capacity**). ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue securities pursuant to its 7.1 Capacity, by permitting the ratification of previous issues of securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the Company's 7.1 Capacity. If shareholders of a company approve the ratification of such previous issues of securities at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. Accordingly, if shareholders ratify the previous issues of securities made by Genesis by way of approving Resolutions 5 – 8 (inclusive), such securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.
Reasons for Resolutions 5 – 8	The effect of the ratifications sought under Resolutions 5 – 8 (inclusive) in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum 7.1 Capacity; this will effectively enable the Company to issue further shares of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval.
Voting Exclusions	Voting exclusions apply to each of Resolutions 5 – 8 (inclusive), as set out in the Notice.
Board Recommendation	The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company under ASX Listing Rule 7.1. The Directors consider it to be appropriate and prudent for approval to be sought at the Annual General Meeting, in respect of the relevant issues of securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so. In particular, the Directors note that if this approval is not obtained at the Annual General Meeting, the Company may be required to incur the additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2. On the basis of the foregoing, the Directors unanimously recommend that shareholders vote in favour of Resolutions 5 – 8 (inclusive).

Chairman's available proxies	The Chairman intends to vote all available proxies in favour of Resolutions 5 – 8 (inclusive).
Specific information for Resolution 5 – Ratification of issue of Contractor Shares	
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 13,926,464 fully paid ordinary shares on 16 February 2015 in lieu of fees for drilling services provided to the Company (**Contractor Shares**).
Effect of Shareholder approval	If shareholder approval is obtained under Resolution 5, the issue of the Contractor Shares will be excluded from the calculation of the Company's 7.1 Capacity.
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders: **No. of securities issued**: 13,926,464 fully paid ordinary shares **Issue price per security**: The Contractor Shares were issued for nil cash consideration and at a deemed issue price of $0.06 per share. **Recipients of issue**: The Company's drilling contractor in respect of the Plavica Project, Spektra Jeotek Sanayi Ve Ticaret A.S. **Terms of securities**: Fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary shares in the Company. **Use of funds raised**: No funds were raised by the issue of the Contractor Shares. **Voting Exclusion Statement**: A voting exclusion statement applies to this item of business, as set out in the Notice.
Specific information for Resolution 6 – Ratification of issue of 2 June 2015 Placement Shares	
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 6,261,222 fully paid ordinary shares on 2 June 2015 under a placement to professional and sophisticated investors to raise funds (**2 June 2015 Placement Shares**).
Effect of Shareholder approval	If shareholder approval is obtained under Resolution 6, the issue of the 2 June 2015 Placement Shares will be excluded from the calculation of the Company's 7.1 Capacity.
Information required to be provided under the ASX Listing	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

Rules 7.5	**No. of securities issued**	6,261,222 fully paid ordinary shares
	Issue price per security	$0.08 per share (total consideration: $500,897.76)
	Recipients of issue	Wow Digital Development Ltd
	Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary Shares in the Company.
	Use of funds raised	The funds raised were used to finance the Company's ongoing drilling and exploration programs at its Plavica Project and in Australia, and for general working capital requirements.
	Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice

Specific information for
Resolution 7 – Ratification of issue of 17 June 2015 Placement Shares

Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 3,928,571 fully paid ordinary shares on 17 June 2015 under a placement to professional and sophisticated investors to raise funds (**17 June 2015 Placement Shares**).		
Effect of Shareholder approval	If Shareholder approval is obtained under Resolution 7, the issue of the 17 June 2015 Placement Shares will be excluded from the calculation of the Company's 7.1 Capacity.		
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:		
		No. of securities issued	3,928,571 fully paid ordinary shares
		Issue price per security	$0.07 per share (total consideration: $275,000)
		Recipient of issue	Lim Yau Young
		Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary Shares in the Company.
		Use of funds raised	The funds raised were used to finance the Company's ongoing drilling and exploration programs at its Plavica Project and in Australia, and for general working capital requirements.

	Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.

Specific information for **Resolution 8 – Ratification of issue of 25 June 2015 7.1 Placement Shares**

Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 15,865,877 fully paid ordinary shares on 25 June 2015 under the Company's 7.1 Capacity via a placement to professional and sophisticated investors to raise funds (**25 June 2015 7.1 Placement Shares**).
Effect of Shareholder approval	If Shareholder approval is obtained under Resolution 8, the issue of the 25 June 2015 7.1 Placement Shares will be excluded from the calculation of the Company's 7.1 Capacity.
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders: **No. of securities issued** — 15,865,877 fully paid ordinary shares **Issue price per security** — $0.06 per share (total consideration: $951,952.62) **Recipient of issue** — Huahui Holdings Group Pty Ltd **Terms of securities** — Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary Shares in the Company. **Use of funds raised** — The funds raised were used to finance the Company's ongoing drilling and exploration programs at its Plavica Project and in Australia, and for general working capital requirements. **Voting Exclusion Statement** — A voting exclusion statement applies to this item of business, as set out in the Notice.

Resolution 9	**Ratification of issue of 25 June 2015 7.1A Placement Shares**
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 20,134,123 fully paid ordinary shares on 25 June 2015. The shares were issued under a placement to professional and sophisticated investors.
ASX Listing Rules	On 25 June 2015, the Company issued 36,000,000 fully paid ordinary shares (**25 June 2015 Placement Shares**) in the Company to a professional and sophisticated investor, at an issue price of $0.06 per share (**25 June 2015 Placement**). 15,865,877 of the 25 June 2015 Placement Shares were issued under the Company's 7.1 Capacity and are the shares the subject of Resolution 8. The

	remaining 20,134,123 25 June 2015 Placement Shares (**25 June 2015 7.1A Placement Shares**) were issued pursuant to the Company's 10% capacity under ASX Listing Rule 7.1A. As shareholders will be aware, the Company sought and received shareholder approval under ASX Listing Rule 7.1A at the 2014 Annual General Meeting to issue shares of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under the 15% Limit (**10% Placement Capacity**). The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 25 June 2015 7.1A Placement Shares.
Reason for resolution	The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the 25 June 2015 7.1A Placement Shares is the reinstatement of the Company's maximum capacity under ASX Listing Rule 7.1A. This will effectively enable the Company to issue further shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A). Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares under ASX Listing Rule 7.1A in the next 12 months. However, the Directors consider it to be appropriate and prudent for approval to be sought at the Annual General Meeting, in respect of the relevant issue of shares made by the Company in the last twelve months. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so. In particular, the Directors note that if this approval is not obtained at the Annual General Meeting, the Company may be required to incur additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders: **No. of securities issued**: 20,134,123 fully paid ordinary shares **Issue price per security**: $0.06 per share (total consideration: $951,952.62) **Recipient of issue**: Huahui Holdings Group Pty Ltd **Terms of securities**: Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. **Use of funds raised**: The funds raised were used to finance the Company's ongoing drilling and exploration programs at its Plavica Project and in Australia, and for general working capital requirements.

	Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution	
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.	

5. APPROVAL OF PROPOSED PLACEMENT SHARES

Resolution 10	**Approval of issue of Proposed Placement Shares**
Explanation	Resolution 10 seeks shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 100,000,000 ordinary shares in Genesis at an issue price of not less than 80% of the average market price of shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made (**Proposed Placement**).
Purpose of funds raised	As announced to the market on 12 May 2015, Silgen Resources International Ltd, Kratovo (**Silgen**), the joint venture company owned by the Company and its joint venture partner RIK Sileks AD Kratovo (**Sileks**) in 62% and 38% proportions respectively, has been granted a 30 years exploitation (mining) licence for the Plavica tenement (**Licence**). As the joint venture party responsible for managing the Plavica Project, the Company is seeking to raise capital under the Proposed Placement to meet its obligations under its joint venture agreement with Sileks to undertake infill and extensional drilling and complete a feasibility study in respect of the exploitation licence area (as required to obtain funding for mine development). Genesis expects to complete the proposed infill and extensional drilling and the feasibility study within 2.5 years of the JV Company being granted the exploitation licence, and has agreed to commit up to US$7.5m for such activities.
ASX Listing Rules	ASX Listing Rule 7.1 provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue. The effect of Resolution 10 will be to allow the Company to issue up to 100,000,000 shares during the period of 3 months after the 2015 Annual General Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Specific information required by ASX Listing Rule 7.3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders: **Maximum no. of shares to be issued**: 100,000,000 **Date by which shares will be issued**: The Company will issue and allot the shares under the Proposed Placement no later than 3 months after the date of the 2015 Annual General Meeting (or such longer period of time as ASX may in its discretion allow). **Issue price per share**: The shares under the Proposed Placement will be allotted at an issue price that is not less than 80% of the average market price of Genesis shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made. **Basis on which allottees will be determined**: The Directors intend that the shares be issued and allotted to various sophisticated investors and professional investors introduced to the Company by the Company's advisors and/or invited by the Company to participate in the Proposed Placement. **Terms of shares**: Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. **Use of funds raised**: The funds raised under the Proposed Placement will be used to pay for costs associated with the placements and for the purposes described above. **Progressive issue**: The Directors intend that issue of the shares under the Proposed Placement will occur progressively. **Voting Exclusion Statement**: A voting exclusion statement applies to this resolution, as set out in the Notice.
Proposed Placement facility to lapse if not utilised	Given the current challenging environment for capital raising and based on advice to the Company from its advisors and the knowledge that ongoing funding of the Company's projects will be required, the Directors are of the view that it is prudent at this time to seek approval for the Proposed Placement facility; however, at this point in time, there has been no determination to place any of the Proposed Placement, and accordingly, if approved by shareholders, but not utilised by the Company, the Proposed Placement facility will lapse within 3 months after the date of the 2015 Annual General Meeting.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

6. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 11	Approval of 10% Placement Capacity
General	Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (**10% Placement Capacity**). The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under Listing Rule 7.1. Resolution 11 is a **special resolution**. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.
Eligibility	ASX-listed entities which have a market capitalisation of $300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under Listing Rule 7.1A. As at 22 October 2015, the Company's indicative market capitalisation is $27,066,888.45 (based on a closing share price of $0.09 on 22 October 2015). As Genesis' market capitalisation is less than $300 million, and Genesis is not included in the S&P/ASX 300 Index, the Company is considered eligible to seek shareholder approval under Listing Rule 7.1A.
Formula	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows: ***(A x D) - E*** Where: ***A*** is the number of shares on issue 12 months before the date of issue or agreement: ▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; ▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); ▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and ▪ less the number of shares cancelled in the previous 12 months. *'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity* ***D*** is 10%. ***E*** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or

	7.4.
Conditions of issue under the 10% Placement Capacity	There are a number of conditions applicable to the issue of Equity Securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows: (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares. (b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (**VWAP**) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	In the event that the Company obtains shareholder approval of Resolution 11, such approval will cease to be valid upon the earlier of: (a) 12 months after the date of this Annual General Meeting, being 26 November 2016; (b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2; or (c) such longer period if allowed by ASX. (**Placement Period**)
INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A	
Minimum issue price	The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.
Risk of dilution to shareholders	If Resolution 11 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that: ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Annual General Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of $0.09 per share which was the closing price of the Company's shares on the ASX on 19 October 2015; and

the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 300,743,205. This assumes that all shares issued by the Company to date are ratified and approved by shareholders under Resolutions 5 – 9 (inclusive).

The table also shows:

(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and

(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		**Dilution**		
		50% decrease in issue price *$0.045*	**Issue price *$0.09***	**100% increase in issue price *$0.18***
Current Variable 'A' 300,743,205 shares	**10% voting dilution**	30,074,321 shares	30,074,321 shares	30,074,321 shares
	Funds raised	$ 1,353,344.42	$2,706,688.85	$5,413,377.69
50% increase in current Variable 'A' 451,114,808 shares	**10% voting dilution**	45,111,481 shares	45,111,481 shares	45,111,481 shares
	Funds raised	$2,030,016.63	$4,060,033.27	8,120,066.54
100% increase in current Variable 'A' 601,486,410 shares	**10% voting dilution**	60,148,641 shares	60,148,641 shares	60,148,641 shares
	Funds raised	$2,706,688.85	$5,413,377.69	$10,826,755.38

The table has been prepared on the following assumptions:

(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;

(b) no options to acquire shares on issue in the Company are exercised;

(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;

(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.

(e) the table shows only the effect of issues of Equity Securities under the 10%

	Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1. (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares. (g) the issue price is \$0.09, being the closing price of the Company's shares on the ASX on 19 October 2015.
Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under the Resolution 11 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
Reason for issue of shares under 10% Placement Capacity	The Company may seek to issue the Equity Securities for the following purposes: (a) non-cash consideration for the acquisition of the new resources, assets and investments, in which event the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or (b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future exploration activities both locally and in Macedonia, appraisal of corporate and exploration opportunities, investment in new ventures (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A 4 and 3.10.5A upon issue of any Equity Securities.
Allocation policy	The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as: 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but it is not intended that the allottees will be related parties or associates of a related party of the Company.

	In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of resources, assets or investments, it is likely that the allottees will be the vendors of such resources, assets or investments.
Previous approval	The Company previously obtained approval under ASX Listing Rule 7.1A on 17 November 2014. In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:

As at 26 November 2014, being the date that is 12 months prior to the 2015 Annual General Meeting, the Company had the following Equity Securities on issue:

Class of Equity Securities	Number
Ordinary shares	190,626,948
TOTAL	**190,626,948**

The table below shows the number and type of Equity Securities issued by the Company in the 12 months prior to the 2015 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 26 November 2014 (being 190,626,948).

Issue number	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities
1	16/02/15	Ordinary shares	25,630,833	13.45%
2	16/02/15	Ordinary shares	38,295,631	20.09%
3	02/06/15	Ordinary shares	6,261,222	3.28%
4	17/06/15	Ordinary shares	3,928,571	2.06%
5	25/06/15	Ordinary shares	36,000,000	18.89%
	TOTAL		**110,116,257**	**57.77%**

All Equity Securities issued by the Company In the 12 months prior to the 2015 Annual General Meeting were ordinary shares, which have the same terms and rank equally in all respects with existing shares in the Company. Specific information in relation to each issue is as follows:

Issue number	Reason for issue	Recipient	Issue price per share	Discount/ premium to market price	Total cash consideration
1	In lieu of fees for drilling services	Spektra Jeotek Sanayi Ve Ticaret A.S.	Nil, deemed issue price of $0.06 per share	Same price	$2,306,774.97 (current cash valuation based on the market price of GES shares on 19 October 2015)
2	Retirement of debt	Lim Yau Young	Nil, deemed issue price of $0.06 per share	Same price	$2,297,737.86 (current cash valuation based on the market price of GES shares on 19 October 2015)
3	Capital raising	Wow Digital Development Ltd	$0.08	45% premium	$500,897.72
4	Capital raising	Lim Yau Young	$0.07	40% premium	$275,000
5	Capital raising	Huahui Holdings Group Pty Ltd	$0.06	Same price	$2,160,000

	The Company has raised a total of $2,935,897.72 through the issue of ordinary shares in the 12 months prior to the 2015 Annual General Meeting (see items 3 – 5 in the tables above). These funds have been used to finance the Company's ongoing drilling and exploration programs at its Plavica Project and in Australia, and for general working capital requirements.
Ranking of shares	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.
GENERAL INFORMATION	
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1A.
2 June 2015 Placement Shares	Means 6,261,222 fully paid ordinary shares the subject of Resolution 6 which were issued to Wow Digital Development Pty Ltd at $0.08 per share under a capital raising placement on 2 June 2015.
17 June 2015 Placement Shares	Means 3,928,571 fully paid ordinary shares the subject of Resolution 7 which were issued to Lim Yau Young at $0.07 per share under a capital raising placement on 17 June 2015.
25 June 2015 7.1 Placement Shares	Means 15,865,877 fully paid ordinary shares the subject of Resolution 8 which were issued to Huahui Holdings Group Pty Ltd at $0.06 per share under a capital raising placement on 25 June 2015 using the Company's 7.1 Capacity.
25 June 2015 7.1A Placement Shares	Means 20,134,123 fully paid ordinary shares the subject of Resolution 9 which were issued to Huahui Holdings Group Pty Ltd at $0.06 per share under a capital raising placement on 25 June 2015 using the Company's 15% Placement Capacity.
7.1 Capacity	Means the Company's capacity to issue shares under ASX Listing Rule 7.1.
Company or Genesis	Means Genesis Resources Limited ACN 114 787 469

Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Contractor Shares	Means 13,926,464 fully paid ordinary shares the subject of Resolution 5 which were issued to Spektra Jeotek Sanayi Ve Ticaret A.S. at a deemed issue price of $0.06 per share in lieu of fees for drilling services provided to the Company.
Equity Security	Means: a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or **KMP**	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Proposed Placement	Means the capital raising placement the subject of Resolution 10 which the Company proposes to undertake, under which the Company will issue up to 100,000,000 fully paid ordinary shares at an issue price that is not less than 80% of the average market price of Genesis shares for the last five days on which sales of the shares are recorded before the day on which the issue will be made.
Proposed Placement Shares	Means the 100,000,000 fully paid ordinary shares proposed to be issued under the Proposed Placement.

-ENDS-

GENESIS RESOURCES LTD

ACN 114 787 469

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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For all enquiries call:
(within Australia) 1300 850 505
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Proxy Form

Vote and view the annual report online

- Go to www.investorvote.com.au **or** scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 3.30 pm (Melbourne time) Tuesday 24 November 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate “Certificate of Appointment of Corporate Representative” prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE,
or turn over to complete the form ➔

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of hereby appoint

☐ **the Chairman of the Meeting** **OR** ________________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Genesis Resources Limited to be held at RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne, Victoria on Thursday 26 November 2015 at 3.30 pm (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (Non-Binding Vote)	☐	☐	☐
Resolution 2	Re-election of Mr Deric Wee as Director	☐	☐	☐
Resolution 3	Election of Mr John Zee as Director	☐	☐	☐
Resolution 4	Election of Mr Kin Po Yu as Director	☐	☐	☐
Resolution 5	Ratification of issue of Contractor Shares	☐	☐	☐
Resolution 6	Ratification of issue of 2 June 2015 Placement Shares	☐	☐	☐
Resolution 7	Ratification of issue of 17 June 2015 Placement Shares	☐	☐	☐
Resolution 8	Ratification of issue of 25 June 2015 7.1 Placement Shares	☐	☐	☐
Resolution 9	Ratification of issue of 25 June 2015 7.1A Placement Shares	☐	☐	☐
Resolution 10	Approval of issue of Proposed Placement Shares	☐	☐	☐
Resolution 11	Approval of 10% Placement Capacity	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ________________ **Contact Daytime Telephone** ________________ **Date** ___ / ___ / ___

GES 206039A

Computershare