



GENESIS BIOMEDICAL

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Telephone 61-2-9252 8455 Facsimile 61-2-9252 8466

TO: COMPANY ANNOUNCEMENTS OFFICE
COMPANY: AUSTRALIAN STOCK EXCHANGE LIMITED
FROM: SHANE HARTWIG – COMPANY SECRETARY

DATE: 20TH OCTOBER 2003

No. PAGES: 5 (INCLUDING THIS COVER PAGE)

STOCK EXCHANGE ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING

Genesis Biomedical is pleased to advise the Annual General Meeting of Shareholders is to be held on 20th November 2003. A copy of the Notice of Annual General Meeting is attached.

CONFIDENTIALITY

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GENESIS BIOMEDICAL LIMITED

A.B.N. 48 083 274 024

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on Thursday 20th November 2003 commencing at 11.00am EST at the company's registered office, Level 5, 52 Phillip Street, Sydney, NSW 2000.

Business

Accounts and Reports

To receive the Financial Report of the Company and the consolidated entity for the financial year ended 30 June 2003 and the reports of the Directors and Auditors thereon.

1. Election of Director

To consider and, if thought fit, pass the following resolution as ordinary resolution:

"In accordance with the Constitution of the Company, Mr Emmanuel Correia retires by rotation and, being eligible, offers himself for re-election as a director of Genesis Biomedical Limited".

2. Appointment of Director

To consider and, if thought fit, pass the following resolution as ordinary resolution:

"That Mr Adam Davey who retires, having been appointed in accordance with clause 12.4 of the Company's Constitution as a director of the Company to fill a casual vacancy until the next general meeting and, being eligible offers himself for election, is hereby re-appointed a director of the Company".

3. Further Business

To transact any further business that may legally be brought up.

By Order of the Board

S. Hartwig
Company Secretary

Dated: 13th October 2003

Notes:

- Voting Entitlements**
Pursuant to Section 1109N of the Corporations Act 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 5pm EST on 18th November 2003.
- A member entitled to attend and vote is entitled to appoint not more than two proxies.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
- Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
- A proxy need not be a member of the Company.
- To be effective, the proxy form must be received by the Company at its registered office, Level 5, 52 Phillip Street, Sydney NSW 2000, or received by facsimile on (02) 9252 8466 not less than forty-eight (48) hours before the time for holding the meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice of Meeting convening the Annual General Meeting ("the Meeting") of shareholders Genesis Biomedical Limited ("Genesis" or the "Company") to be held on Thursday, 20th November 2003 at 11:00am (EST). This Memorandum is to be read in conjunction with the Notice of Meeting.

1. BACKGROUND TO THE BUSINESS TO BE CONDUCTED AT THE MEETING

1.1 Consideration of Financial, Directors' and Auditors Reports

It is a requirement of the Corporations Act that the Directors lay before the shareholders at the Annual General Meeting, the Financial Report, Directors' Report, and Auditor's Report ("Reports").

Copies of these Reports are contained within the Annual Report, a copy of which has been sent to all shareholders. Additional copies may be obtained by contacting the Company on (02) 9252 8455.

The Chairman of the meeting will be pleased to take questions from shareholders on the Reports at the Meeting. Shareholders are not required to pass a resolution on this item.

1.2 Resolution 1 – Re-election of Emmanuel Correia as Director

Mr Emmanuel Correia was appointed a Director of the Company on February 2001 and in accordance with the constitution of the Company retires by rotation and, being eligible, offers himself for re-election as a director of Genesis Biomedical Limited. Mr Correia has experience in and works in the areas of corporate structuring and strategy, capital raising and mergers and acquisitions.

Resolution 1 seeks to confirm the re-election of Mr Correia as a Director of the Company.

The Board supports the re-election of Mr Emmanuel Correia.

1.3 Resolution 2 – Appointment of Adam Davey as Director

Mr Adam Davey was appointed a Director of the Company on 15th July 2003. Mr Davey has experience in merchant banking, stock broking and corporate advisory services. He is a Director of Montagu Pty Ltd, a member corporation of the Australian Stock Exchange and Chairman of Teen Challenge Foundation (WA) Inc.

Resolution 2 seeks to confirm the appointment of Mr Davey as a Director of the Company.

The Board supports the appointment of Mr Adam Davey as Director.

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APPOINTMENT OF PROXY

I/We
of

being a member/members of Genesis Biomedical Limited hereby appoint:

☐	The Chairman of The meeting (mark with an 'X')	OR		Write the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.
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or failing the person named attending the meeting, or if no person 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, as the proxy sees fit) at the Annual General Meeting of the Company to be held on 20 November, 2003 at 11.00 am and at any adjournment of that meeting.

IMPORTANT:

☐	If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on each item, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of these items and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman intends to vote undirected proxies in favour of each item.
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Voting directions to your proxy – please mark “X” to indicate your directions

Resolution	For	Against	Abstain
1. Re - election of Mr Emmanuel Correia as Director	[]	[]	[]
2. Appointment of Mr Adam Davey as Director	[]	[]	[]

Signed this day of 2003.

Individual Securityholder 1

Securityholder 2

Securityholder 3

Individual/Sole Director

Director

Director/Company Secretary

This form must be signed by the securityholder. If a joint holding, both securityholders must sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

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