

GENESIS BIOMEDICAL LIMITED

ABN 48 083 274 024

UNDERWRITTEN OFFER PROSPECTUS

For an offer of up to 80,000,000 Shares to be issued at a price of 3 cents each together with up to 80,000,000 free attaching 2010 Options on a 1 for 1 basis to raise up to \$2,400,000.

UNDERWRITER

SA CAPITAL PTY LTD

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, you should consult your stockbroker, accountant or other professional adviser. This Offer is underwritten by SA Capital Pty Ltd. The Underwriting Agreement contains terms and conditions which may affect the obligations of the Underwriter, details of which are set out in Section 5 of this Prospectus.

The securities offered by this Prospectus should be considered as speculative.

TABLE OF CONTENTS

- A Key Offer Statistics and Important Dates
- B Important Information
- C Corporate Directory
- D Chairman's Letter to Investors

Sections	Pages
1. Details of the Offer	5
2. Purpose and Effect of the Offer	9
3. Rights and Liabilities Attaching to Shares	13
4. Risk Factors	16
5. Additional Information	22
6. Directors Authorisation	27
Glossary	28
Application Form	29

Key Dates for Investors*

Lodgement of Prospectus with ASIC	20 December 2005
Opening Date and Dispatch of Prospectus	20 December 2005
Closing Date of Offer	15 February 2006

Offer Statistics

Currently on issue	
Shares	86,550,003
To be issued under Offer	
Shares	80,000,000
2010 Options	80,000,000
Issue Price per Share	3 cents

*The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice.

IMPORTANT INFORMATION

Investors should read this document in its entirety and, if in doubt, should consult their professional advisers before deciding whether to apply for Securities offered under this Prospectus.

This Prospectus is dated 20 December 2005 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

The Expiry Date of the Prospectus is the date that is 13 months after the date of this Prospectus (**Expiry Date**). No Shares or 2010 Options will be allotted or issued on the basis of this Prospectus after the Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company or the payment of a return on the Shares. Please read this document carefully before you make a decision to accept the Offer. An investment in the Company has specific risks which you should consider before making a decision to invest.

Certain terms and abbreviations used in this Prospectus have defined meanings which are set out in the Glossary.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Electronic Prospectus

This Prospectus will be issued as an electronic prospectus. The offer of Securities pursuant to this Prospectus is available to persons receiving an electronic version of this Prospectus within Australia. The Corporations Act prohibits any person from passing to another person an Application Form unless it is attached to or accompanies the complete and unaltered version of this Prospectus. The Prospectus may be viewed online at: www.genbiomed.com.

CORPORATE DIRECTORY

Directors

Mr Rodger Johnston
Mr Roger Smith
Mr Russell Black

Company Secretary

Mr Shane Hartwig

Share Registry*

Computershare Investor Services Pty Ltd
Level 2, Reserve Bank Building
45 St George's Terrace
Perth Western Australia 6000
Telephone 61 8 9323 2000
Facsimile 61 8 9323 2033
Investor enquiries 1300 557 010

Registered Office

Level 5, 33 York Street
SYDNEY NSW 2000

Telephone: (02) 8916 6778
Facsimile: (02) 8916 6732
Email: shartwig@genbiomed.com

Auditors*

Ernst & Young
680 George Street
SYDNEY NSW 2000

Underwriters to the Offer

SA Capital Pty Ltd
ACN: 114 959 803
AFSL No: 291787
35A Wootoona Terrace
St Georges SA 5064

Solicitors to the Company

Steinepreis Paganin
Level 4, Next Building
16 Milligan Street
PERTH WA 6000

* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

CHAIRMAN'S LETTER

Dear Investor,

As you may be aware the past two months have seen some significant change for the Company, largely centred on the re-configuration of your Company's Board. Both I and Mr Russell Black have joined the Board of Genesis within the last month and, together with Mr Roger Smith, we are excited about the prospects of the Company moving forward.

The Board re-affirms its commitment for the Company to continue its focus on its core mandate of medical device product development and ultimate commercialisation from either internally developed intellectual property or alternatively, externally developed intellectual property that is seeking Company specific know how, funding, path to market or a combination of all three.

To this end the Company is currently awaiting results from development work being completed in relation to the MBIL transaction and is further assessing the cost and benefits associated with engineering upgrades required for its CellGen project.

As previously announced to the market the Company is also currently reviewing another medical device opportunity, however the Board believes that this review is at too early a stage to provide any specific detail to the market. Upon this review progressing and should the Company conclude in-principle negotiations successfully, then the Company will provide detail to the market.


On behalf of the current Directors of Genesis Biomedical Limited I am pleased to offer you the opportunity under this Prospectus to participate in an underwritten Offer of up to 80,000,000 Shares to be issued at a price of 3 cents each together with up to 80,000,000 free attaching 2010 Options on a 1 for 1 basis to raise up to \$2,400,000 (excluding costs of the Offer).

The funds raised from the Offer will be used to part fund current projects, provide working capital and review other opportunities as set out at Section 2.1 of this Prospectus.

I refer potential investors to all ASX announcements made to the market since the lodging of the Company's 2005 annual report and further I refer investors to the Risk Section of this Prospectus. I also remind investors to consult their accountant or other professional advisers prior to making an investment decision in Genesis.

The Board thanks you for your continued support of your Company.

Yours sincerely,



Mr Rodger Johnston
Chairman

SECTION 1

1. DETAILS OF THE OFFER

1.1 Offer of Shares and 2010 Options

The Offer is being made as an offer of up to 80,000,000 Shares to be issued at a price of 3 cents each together with up to 80,000,000 free attaching 2010 Options on a 1 for 1 basis to raise up to \$2,400,000. The 2010 Options are exercisable at 3 cents each and expire on 30 November 2010.

The Offer will raise approximately \$2,400,000 (before costs). The purpose of the Offer and the use of funds raised are set out in Section 3 of this Prospectus.

The Company currently has 86,550,003 Shares on issue and nil options.

1.2 Minimum Subscription

There is no minimum subscription for the Offer.

1.3 How to Apply

Applications for Shares and 2010 Options by investors must be made using an Application Form and must be completed in accordance with the instructions set out on the back of the Application Form.

Payment for the Shares and 2010 Options must be made in full at the issue price of 3 cents per Share.

If you wish to participate in the Offer you must forward the completed Application Form, together with your cheque drawn on an Australian bank or bank draft made payable in Australian currency to "**Genesis Biomedical Limited Offer Account**" and crossed "Not Negotiable" to:

Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace
PERTH WA 6000

Or

Computershare Investor Services Pty Limited
GPO Box D182
PERTH WA 6840

Your completed Application Form and cheque must reach the Share Registry no later than 5pm WST on the Closing Date.

1.4 Australian Stock Exchange Listing

Application for official quotation by ASX of the Shares and 2010 Options offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares or 2010 Options and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares and 2010 Options is not to be taken in any way as an indication of the merits of the Company or the Shares and 2010 Options now offered for subscription.

1.5 Allotment of Shares and 2010 Options

Shares and 2010 Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. Where the number of Shares and 2010 Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Shares and 2010 Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

1.6 Market price of Shares on ASX

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.047 on 15 December 2005

Lowest: \$0.030 on 6 October 2005, 21 October 2005, 28 and 29 November 2005

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.042 per Share on 20 December 2005.

1.7 Non Resident Investors

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus.

1.8 Electronic Prospectus

This Prospectus will be issued in paper form and as an Electronic Prospectus. The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus or accompanying Application Form in electronic form within Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of this Prospectus. Whilst the Offer is open, any person may obtain a hard copy of this Prospectus by contacting the Share Registry by telephoning (08) 9323 2000, online at www.genbiomed.com or via e-mail at shartwig@genbiomed.com.

1.9 Dividends

The Company does not intend to pay dividends for the year ending 30 June 2006. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and, operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

1.10 Taxation Implications

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Shares and 2010 Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to potential applicants. Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Issue.

1.11 Clearing House Electronic Sub-Register System ("CHES") and Issuer Sponsorship

The Company will not be issuing share or option certificates. The Company will apply to ASX to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares and 2010 Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (HIN) and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders in circumstances in which there have been any changes in their security holding in the Company during the preceding month.

1.12 Underwriter

The Offer has been conditionally underwritten by SA Capital Pty Ltd ("**SA Capital**"). SA Capital will be paid a fee of \$144,000 for performing its obligations under the Underwriting Agreement. The material terms of the Underwriting Agreement are summarised in Section 6 of this Prospectus.

1.13 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a shareholder, facilitate distribution payments and corporate communications to you as a shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

1.14 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr Shane Hartwig on (02) 8916 6780.

SECTION 2

2. PURPOSE AND EFFECT OF THE ISSUE

2.1 Purpose of the Issue and Use of Funds Raised

The purpose of the Issue is to raise up to \$2,400,000. The funds raised from the Issue will be used to fund the Company's activities including:

- (a) potential continuing development of the MBIL project (dependent on results of recent development work);
- (b) potential continuing development in relation to CellGen;
- (c) development of commercial opportunities for the Company and general working capital; and
- (d) anticipated costs of the Offer.

The estimated use of the proceeds of the Offer will be as follows:

USE OF FUNDS

Indicative Application of Funds	Amount
Cell Gen Development (assuming successful trial results)	\$200,000
Manawatu Biotech Investments Project ("MBIL Project") (allocation assumes successful results from current development work)*	\$400,000
Working Capital	\$766,585
Costs of capital raising	\$183,415
Costs associated with other potential related medical device opportunities	\$850,000
Total	\$2,400,000

*Assumes Genesis resolves to continue funding the MBIL Project and further reaches agreement with MBIL to extend the facility limit under the terms of the Loan Facility Agreement with MBIL dated 4th July 2005. Further assumes Genesis elects to exercise its option under the option agreement between Genesis and the shareholders of MBIL pursuant to which it acquires all of the issued capital of MBIL. Assumes results of current development work being carried out by Biodot Inc. are sufficiently encouraging to warrant additional development expenditure.

2.2 Effect of the Issue and Pro Forma Balance Sheet

The principal effect of the Issue will be to:

- (a) increase cash reserves by approximately \$2,216,585 after deducting estimated expenses of the Issue and assuming all Shares and 2010 Options offered under this Prospectus are issued; and
- (b) increase the number of Shares on issue from 86,550,003 as at the date of this Prospectus to up to 166,550,003 Shares and increase the number of options in the Company from nil to up to 80,000,000 2010 Options.

Set out below is:

- (a) an unaudited consolidated statement of financial position of the consolidated entity as at 30 November 2005; and

- (b) an unaudited pro-forma consolidated statement of financial position of the consolidated entity as at 30 November 2005 incorporating and assuming:
 - (i) the payment of costs of the Offer of \$183,415 (which are payable from the proceeds of the Offer); and
 - (ii) the issue of 80,000,000 Shares and 80,000,000 2010 Options to raise \$2,400,000.

**GENESIS BIOMEDICAL LTD AND CONTROLLED ENTITIES
PRO-FORMA STATEMENT OF FINANCIAL POSITION
AT 30 NOVEMBER 2005**

	UNAUDITED Consolidated 30 November 2005 \$	OFFER	UNAUDITED Consolidated Pro-forma 30 November 2005 \$
CURRENT ASSETS			
Cash assets	570,864	2,216,585	2,787,449
Other financial assets	378,409		378,409
Other	39,832		39,832
	<hr/>		<hr/>
TOTAL CURRENT ASSETS	989,105	2,216,585	3,205,690
NON-CURRENT ASSETS			
Other financial assets	-		-
	<hr/>		<hr/>
TOTAL NON-CURRENT ASSETS	-		-
TOTAL ASSETS	989,105		3,205,690
CURRENT LIABILITIES			
Payables	114,346		114,346
Provisions	26,551		26,551
	<hr/>		<hr/>
TOTAL CURRENT LIABILITIES	140,897		140,897
NON-CURRENT LIABILITIES			
Provisions	-		-
	<hr/>		<hr/>
TOTAL NON-CURRENT LIABILITIES	-		-
TOTAL LIABILITIES	140,897		140,897
NET ASSETS	848,207		3,064,793
EQUITY			
Parent entity interest			
Contributed equity	13,272,985	2,216,585	15,489,570
Accumulated losses	(12,403,389)		(12,403,389)
Total parent entity interest in equity	869,596	2,216,585	3,086,181
Total outside equity interest	(21,389)		(21,389)
	<hr/>		<hr/>
TOTAL EQUITY	848,207		3,064,793

The accounting policies adopted in preparation of the above pro-forma consolidated statement of financial position are consistent with the policies adopted and as described in the Company's 2005 annual financial statements.

PRO FORMA CAPITAL STRUCTURE OF THE COMPANY

Upon completion of the issue of Shares and grant of 2010 Options under this Prospectus, the capital structure of the Company will be:

Pro-forma Structure	No. of Securities		
Shares			
Shares on issue as at the date of this Prospectus	86,550,003		
Shares offered pursuant to this Prospectus	80,000,000		
Total Number of Shares on Issue on completion of the Offer	166,550,003		
Options			
Options on issue as at the date of this Prospectus	Nil	Option Exercise Price N/A	Expiry Date N/A
2010 Options offered pursuant to this Prospectus	80,000,000	\$ 0.03	30.11.2010
Total Number of 2010 Options on issue on completion of the Offer	80,000,000		

SECTION 3

3. RIGHTS AND LIABILITIES ATTACHING TO SHARES AND 2010 OPTIONS

The following is a summary of the more significant rights and liabilities attaching to Shares.

Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

3.1 Rights Attaching to Shares

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

(a) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at meetings of Shareholder or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (iii) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a Shareholder shall in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares, shall have such number of votes as bears the same proportion of the total of those shares registered in the shareholder's name as the amount of the issue price of shares paid bears to the total issue price.

(b) Dividend Rights

Subject to the rights of the holders of shares issued with any special preferential or qualified rights, the profits of Genesis which the directors of Genesis may from time to time determine to distribute by way of dividend will be declared and payable on all shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such shares in accordance with Part 2H.5 of Chapter 2H of the Corporations Act.

(c) Rights on Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set a value as the liquidator considers fair upon any property to be so decided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders.

The liquidator may, with the authority of a special resolution vest the whole or any part of any property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(d) Transfer of Shares

Subject to the Constitution and the Corporations Act, Genesis' shares are freely transferable.

(e) Creation and Issue of Further Shares

The allotment and issue of any new shares is at the discretion of the Board of Genesis. Subject to any restrictions on the allotment of shares imposed by Genesis' Constitution, the Corporation Act and the Listing Rules, the Board of Genesis may issue those new shares on such terms and conditions, and with rights and privileges, as the Board of Genesis from time to time may determine.

(f) Variation of Rights

If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of the class. Any variation of rights under this clause shall be subject to part 2F.2 of Chapter 2F of the Corporations Act.

(g) General Meeting

Each holder of shares is entitled to receive notice of general meetings of Genesis and to receive all notices, accounts and other documents required to be furnished to shareholders under Genesis's Constitution, the Corporations Act or the Listing Rules. Shareholders are entitled to be present in person, or by proxy, attorney, or representative to attend and vote at general meetings of the Company.

(h) Buy Back

Genesis may buy back shares in itself in accordance with the Corporations Act on the terms and at the times determined by the Board.

3.2 Terms and Conditions of 2010 Options

The terms and conditions of the 2010 Options offered under this Prospectus can be summarised as follows:

- (a) the 2010 Options are exercisable at any time up to and including 30 November 2010 (**Expiry Date**) by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the 2010 Options are exercised to the registered office of the Company;
- (b) the exercise price of each 2010 Option is 3 cents (**Exercise Price**);

- (c) the exercise of each 2010 Option will entitle the holder to one fully paid ordinary share in the capital of the Company;
- (d) a 2010 Option does not confer the right to a change in exercise price or change in the number of underlying Shares over which the 2010 Option can be exercised;
- (e) there are no participating rights or entitlements inherent in the 2010 Options and holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the 2010 Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced. This will give optionholders the opportunity to exercise their 2010 Options prior to the date for determining entitlements to participate in any such issue;
- (f) in the event of any re-organisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the 2010 Options will be re-organised in accordance with the Listing Rules;
- (g) all Shares issued upon exercise of the 2010 Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for quotation of the 2010 Options and all Shares issued upon exercise of the 2010 Options on ASX;
- (h) if the Company makes a pro rata issue of securities, the exercise price of the 2010 Options will change in accordance with the formula set out in ASX Listing Rule 6.22.2;
- (i) if the Company makes a bonus issue of securities, the number of 2010 Options will change in accordance with ASX Listing Rule 6.22.3; and
- (j) subject to the Corporations Act, the Listing Rules and the Company's Constitution the 2010 Options are freely transferable upon their being listed for official quotation by ASX.

SECTION 4

4. RISK FACTORS

4.1 General

Whilst the Directors recommend that investors apply for Shares and 2010 Options offered under this Prospectus, potential investors are reminded that the Shares and 2010 Options should be considered speculative because of the nature of the Company's business. A number of material risk factors are set out below. This list is not exhaustive and potential applicants should examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for Securities.

4.2 General Economic Conditions

Changes in the general economic climate in which Genesis operates may adversely affect the financial performance of Genesis. Factors, which may contribute to that general economic climate, include movements in interest rates and currency exchange rates and the overall state of the equity/debt capital markets that Genesis may rely on to fund current and future activity.

4.3 Additional Capital

While the directors believe that Genesis has sufficient funds to fund its activities, Genesis is operating in dynamic and rapidly growing industries. There can be no assurance that Genesis will not seek to exploit business opportunities of a kind which will require it to raise additional capital from equity or debt sources. There can also be no assurance that Genesis will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain additional funding as needed it may be required to reduce the scope of its operations and reduce its expansion programs as the case may be.

Any additional equity raising may dilute the interest of Genesis' shareholders, and any debt financing, if available, may involve financial covenants which limit Genesis' operations. If Genesis is unable to obtain such additional capital, Genesis may be required to reduce the scope of any expansion, which could adversely affect its business, operating results and financial condition.

4.4 ASX Share Investment Risk

There are various risks associated with investing in any form of business and with investing in the stock market generally. The value of the Shares will depend upon general stock market and economic conditions as well as the specific performance of Genesis. There is no guarantee of profitability, dividends, return of capital, or the price at which the Shares will trade on ASX in the future.

4.5 Market Fluctuations

The market value of tradeable securities are subject to market fluctuations. Typically, biotechnology projects are of a high-risk nature and any adverse technology outcomes will significantly impact on the price of securities. General economic conditions and stock market fluctuations may also impact the ability to procure the requisite project funding.

4.6 Acquiring New Businesses and Investments

The Company may, from time to time, acquire more businesses or expand its capital generally in order to generate additional revenues, attract more

consumers and respond to competition. In this respect, the Company proposes to actively seek businesses and or projects that will add value to the Company. There can be no guarantee that these new businesses or investments will eventuate or be successful. However, the Company will exercise due diligence on any proposed acquisition and undertake a thorough review of projects to ensure that any acquisition or project will benefit the Company and its Shareholders.

4.7 Reliance on Key Personnel

The Company's prospects depend in part on the ability of its non-executive officers to attract senior management to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional high qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. In the event that the Company is unsuccessful in achieving these goals, this may have an adverse effect of the Company and its financial performance.

4.8 Limited History

The Company's prospects must be considered in light of the risk, expenses and difficulties frequently encountered by Companies in their early stages of development, particularly companies involved in commercialisation of medical device and related intellectual property.

In the event that revenues generated by the Company do not grow there can be no assurance that the Company will be profitable.

4.9 Risk of Dilution

In the event that the Company identifies a significant new acquisition or investment opportunity, a condition of any agreement entered into with a third party may be that the Company's capital is reconstructed to reduce the number of Securities that are on issue.

In these circumstances, it is also likely that the consideration payable for any such acquisition will be the issue of additional Securities to a third party vendor which may result in a dilution of the current interests of securities holders in the Company.

4.10 No Profit to Date and Uncertainty of Future Profitability

The Company has incurred losses and it is therefore not possible to evaluate the future prospects based on past performance.

The Company's ability to operate profitably in the future will depend on its ability to advance its proprietary technology CellGen and the outcome of further development work currently being undertaken in relation to the MBIL project. There is no certainty therefore that the Company can successfully commercialise its existing projects or potential acquisitions.

Other facts that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted and may vary significantly from quarter to quarter.

4.11 Managing Growth

The Company's success will depend on its ability to expand its operations. If the Company is unable to successfully manage the expansion of its business, its financial condition and results of operations could be materially adversely affected.

4.12 Research and Development

The Company can make no representations that any research and development that it has or will in the future will be successful or that it will be successful in developing products that are commercially exploitable.

There are many risks inherent in the development of novel medical devices and associated technologies, particularly where they are in an early stage of development. Projects can be delayed or fail or research may cease to be viable for a range of unexpected scientific and commercial reasons.

4.13 Risk and Product Liability & Uninsured Risks

The Company's business exposes it to potential product liability risks that are inherent in the research and development, marketing and use of its medical products. It will be necessary for the Company to secure sufficient levels of insurance to cover various product liability risks in the course of maintaining its business.

However, there can be no assurance that adequate or necessary insurance coverage will be available at an acceptable cost or in sufficient amounts, if at all, or that product liability or other claims would not materially and adversely affect the business or financial condition of the Company.

4.14 Regulatory Issues and Government Regulation

Genesis's products may be subject to approval by relevant authorities prior to their marketing for commercial use. The regulatory approval process is expensive, time consuming, uncertain and may prevent Genesis from obtaining required approvals for the commercialization of some of its products. Regulatory authorities in different countries may impose different requirements and may refuse to grant approval, or may require additional data before granting an approval. Any failure to obtain or any material delay in obtaining, approval could harm the Company's business, financial condition and results of operations.

If an approval is obtained, the product and its manufacture are subject to continual review and there is no certainty that such approval will not be withdrawn or restricted. Changes in applicable legislation or regulatory policies or failure to comply with regulatory requirements may result in significant sanctions, including injunctions, recall or seizure of Genesis's products, withdrawal or marketing clearances or approvals, and fines, civil penalties and criminal prosecutions. There can be no assurance that future legislation will not impose further regulation which may adversely affect the business or financial condition of the Company.

4.15 Intellectual Property Protection

The rights Genesis relies upon to protect its core technology and products may not be available or adequate. This may enable third parties to use Genesis's technology and would reduce Genesis's ability to compete in the market. Genesis relies on a combination of patents, trade secrets, copyright and trade

mark laws, non-disclosure and confidentiality agreements, and other contractual provisions to maintain and develop Genesis's competitive position via its intellectual property rights. Nevertheless, these measures may not be available or adequate or safeguard the core technology underlying Genesis's products. Genesis also may not be able to effectively protect its intellectual property in some countries. If unavailable or inadequately protected, third parties could use Genesis's core technology. Genesis's ability to compete in the market would then be reduced.

Genesis and/or Genesis related projects has a number of pending patent applications but these may lack priority over other applications or may not result in the issuance of patents. In addition, third parties may decide to oppose Genesis's patent applications which disputes could be costly and difficult to resolve.

Even if issued, Genesis's and/or its associated patents may not be sufficient broad to provide protection against competitors with similar technologies and may be challenged, invalidated or circumvented.

Patent rights do not last indefinitely and are subject to a finite term. After the expiry of patent protection, competitors are free to use the technology disclosed in Genesis's patents.

Genesis's trade secrets may become known through other means not currently foreseen by the Company.

Genesis's competitors may develop similar or alternative technologies or products that are equal or superior to Genesis's core technology without infringing on any of its intellectual property rights or they may design around its proprietary technology.

In the event Genesis's patent applications are approved, Genesis may need to initiate lawsuits against third parties to protect or enforce its patent rights. These lawsuits would be expensive. If Genesis loses these lawsuits, Genesis may lose some, if not all, of its intellectual property rights which would impair its ability to compete in the market. In addition, third parties may allege infringement of their intellectual property rights. If any third parties allege infringement of their intellectual property rights, even if these claims are without merit, defending a lawsuit takes significant time, may be expensive and may divert Genesis's management's attention from other business concerns.

4.16 MBIL Biochemistry Development Stage

The MBIL project is currently undergoing a crucial period of its developmental timeline in that the bio-chemistry associated with the assay development required for the diagnostic test strips and the associated formulating of an algorithm to determine the fertility status from hormonal excretion rates is being carried out.

Should the results from this bio-chemistry and associated testwork not prove to be sufficiently satisfactory then the likely ultimate commercialisation of the product may be in doubt and the monies that the Company has provided to date under the Loan Facility Agreement may not be recovered.

4.17 CellGen

The CellGen technology is currently undergoing a pre-market trial with certain orthopaedic surgeons in the United States. As part of this trial it has been

ascertained that the Company will need to upgrade certain engineering specifications of the Cellgen units currently being used.

There is no guarantee that should the Company resolve to proceed with these engineering upgrades that the upgraded product will be able to be licensed or sold or otherwise dealt with.

4.18 Going Concern

As outlined in the Company's most recently lodged financial report, the Company and its subsidiaries have incurred net losses for the period to 30 June 2005. The ability of the Company and the consolidated entity to continue as going concerns and to pay their debts as and when they fall due is dependent on:

- (a) the ability to source additional funds through equity issues and debt financing. This will initially be achieved through the capital raising pursuant to this Offer;
- (b) the ability of the Company to successfully develop and commercialise saleable, profitable products from its current projects being CellGen and MBIL; and
- (c) further identify, procure and commercialise other potential profitable related products/technologies.

4.19 Changes to Accounting Standards

For reporting periods beginning on or after 1 January 2005, the Company must comply with International Financial Reporting Standards (**IFRS**). These changes will affect the way certain items are reported in the Company's financial statements.

Genesis has commenced transitioning its accounting policies and financial reporting from current Australian Standards to Australian equivalents of International Financial Reporting Standards (**IFRS**). The Company has allocated internal resources to conduct impact assessments to isolate key areas that will be impacted by the transition to IFRS. As a result of these procedures the Company believes that the impact of the introduction of IFRS will be minimal to the financial statements in their present form. As Genesis has a 30 June year end, priority has been given to considering the preparation of an opening balance sheet in accordance with AASB equivalents to IFRS as at 1 July 2005. This will form the basis of accounting for Australian equivalents of IFRS in the future, and is required when Genesis prepares its first fully IFRS compliant financial report for the year ended 30 June 2006.

4.20 Partnering Risk

The Company may in the future be subject to the need to consider whether they should partner or transfer their investment in their technologies to larger biotech or pharmaceutical companies. However the mere achievement of a licensing or partnering arrangement does not guarantee that the partner will be as equally committed as the Company to progressing these technologies and products to the market.

On occasion, it may be in the interest of the partner to bury or stifle the technology.

In the event that a suitable international partner is, or partners are, secured, the Company's income stream might be affected by delays in formulating products, in conducting studies or clinical trials, in building and certifying manufacturing facilities, in producing batches, in filing for and receiving market approvals from regulatory agencies, by actions required to maintain all requisite registrations and authorisations in good standing, or by other unforeseen delays.

If suitable international partners are secured, it is not known whether the Company's products will be capable of being produced in commercial quantities at an acceptable cost.

Potential partners, if secured, may become involved in acquisitions, takeovers, mergers or insolvencies, which might cause delays or loss of any income stream expected by the Company. In negotiating license agreements, the Company will endeavour to seek compensation for significant delays.

4.21 Tax

Any change to the current rate of company income tax in the jurisdictions where the Company operates will impact on financial performance and cash flows, the ability to pay dividends and the price of securities which could impact investor returns. Any changes to the current rates of income tax applying to individuals will similarly impact on investor returns. In addition, any change in tax arrangements between Australia and other jurisdictions could have an adverse impact on any future net profit after tax and net operating cash flows.

4.22 Customers

Many of the Company's potential customers are from, and are subject to risks faced by, the pharmaceutical, biotechnology, and life sciences industries. Therefore, the Company's success depends largely on the success of companies in these industries and their demand for its products.

4.23 International Business

There are certain risks inherent in doing business on an international level. Some of those risks which can adversely impact on the Company's business and financial performance include: unexpected changes in regulatory requirements, taxation, tariffs, duties and other trade barriers; foreign exchange controls which prohibit the repatriation of funds; technology export or import restrictions or prohibitions, and longer payment cycles and problems in collecting accounts receivable.

SECTION 5

5. ADDITIONAL INFORMATION

5.1 Continuous Disclosure Obligations

This document is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus.

Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are and have been for a period of 12 months disclosing entities.

The Company is a disclosing entity under the Corporations Act and, as such, is subject to regular reporting and disclosure requirements. As a listed company, the Company is subject to the Listing Rules that require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares. The Shares offered pursuant to this Prospectus are of a class that has been continuously quoted on ASX for at least 12 months prior to the date of issue of this Prospectus.

Copies of documents lodged in relation to the Company with the ASIC may be obtained from or inspected at any office of the ASIC.

Information that is already in the public domain has not been reported in this document, other than that which is considered necessary to make this document complete.

The Company will provide a copy of each of the following documents free of charge, to any person on request during the application period in relation to this document:

- (a) the Annual Report of the Company most recently lodged with the ASIC;
- (b) any half year financial report lodged with ASIC by the body after the lodgement of the Company's 2005 Annual Financial Report and before the lodgement of this Prospectus with the ASIC; and
- (c) any continuous disclosure given by the Company after the lodgement of that Annual Report and before lodgement of that annual report and before lodgement of this document with ASIC.

For details of documents lodged with the ASX since the date of lodgement of the 2005 Annual Report refer to the table set out below:

15/12/2005	Appendix 4C
14/12/2005	Update & Underwritten Capital Raising
08/12/2005	Final Director's Interest Notice
08/12/2005	Initial Director's Interest Notice
08/12/2005	Director Appointment and Resignation
29/11/2005	Final Director's Interest Notice
29/11/2005	Final Director's Interest Notice

29/11/2005	Initial Director's Interest Notice
29/11/2005	Director Appointment
28/11/2005	Results of AGM
28/11/2005	Director Resignation
21/11/2005	Letter to Shareholders
15/11/2005	! Appendix 4C - Monthly Report: October 2005
26/10/2005	AGM Proxy Form
26/10/2005	Notice of Annual General Meeting
21/10/2005	Capital Raising & Meeting Update
14/10/2005	! Commitments Test Entity - First Quarter Report
14/10/2005	! Commitments Test Entity - First Quarter Report
06/10/2005	Change of Place of Business

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal hours.

5.2 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given and has not withdrawn its written consent to be named in this Prospectus as the solicitor to the Company.

SA Capital Pty Ltd has given its written consent to being named Underwriter of the Offer and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

None of the entities referred to in this Section 8.2 have authorised or caused the issue of this Prospectus and do not accept any liability to any persons in respect of any false or misleading statement in, or omission from, any part of this Prospectus.

5.3 Directors' Interests and Remuneration of Directors

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of securities pursuant to this Prospectus; or

(c) the offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.

The Directors' interests in Shares and 2010 Options at the date of this Prospectus are:

	DIRECT		INDIRECT	
	Ordinary Shares	2010 Options	Ordinary Shares	2010 Options
R Johnston	-	-	-	-
R Black	-	-	2,112,500	-
R Smith	-	-	5,140,523	-

The Directors have resolved to seek shareholder approval for the issue of an appropriate number of incentive options to acquire unissued shares to Directors at a shareholders meeting to be convened in early 2006. Neither the number nor the terms of the incentive options have been determined.

The Constitution of the Company provides that the Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting (currently set at \$200,000), to be divided among the Directors and in default of agreement then in equal shares.

Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

No non-executive Director shall be paid as part or whole of his remuneration a commission on or a percentage of profits or operating revenue.

If any of the Directors are called upon to perform extra services or make any special exertions on behalf of the Company or its business, the Directors may remunerate this Director in accordance with such services or exertions, and this remuneration may be either in addition to or in substitution for the remuneration provided in the form of directors fees.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two years prior to the date of this Prospectus, inclusive of directors fees and consultancy fees.

Director	Salary and Base Fees	Consulting Fees	Directors and Officers Insurance	Total
R Johnston				
2005	-	-	-	-
2004	-	-	-	-
R Black				

2005	-	-	-	-
2004	-	-	-	-
R Smith				
2005	\$8,850	-	\$4,560	\$13,410
2004	-	-	-	-

5.4 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert or adviser nor any firm in which such an expert or adviser is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the promotion or formation of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of securities pursuant to this Prospectus; or
- (c) the offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any expert or adviser or to any firm in which any such expert or adviser is a partner, either to induce him to become, or to qualify him as, an expert or adviser or otherwise for services rendered by him or by the firm in connection with the promotion or formation of the Company.

Steinepreis Paganin has acted as solicitor to the Company in relation to the Offer. The Company estimates it will pay them \$5,000 in respect of this work. Steinepreis Paganin has been paid approximately \$23,564 in the last two years for other professional services to the Company and its controlled entities.

SA Capital Pty Ltd has acted as Underwriter of the Offer, and will be paid a total underwriting fee of \$144,000 (being 6% of the total amount to be raised under this Prospectus) in respect of its obligations under the Underwriting Agreement.

5.5 Material Agreements

Underwriting Agreement

Pursuant to an underwriting agreement dated 14 December 2005 between the Underwriter and the Company, the Underwriter has agreed to underwrite the Offer.

The Company must pay the Underwriter an underwriting fee of 6% of the underwritten amount (being \$2,400,000 to be raised pursuant to the Offer) (**Underwritten Amount**), being a total amount of \$144,000.

The Underwriter may, by notice to the Company, terminate its underwriting liability under the Underwriting Agreement, if certain events occur before the Company notifies the Underwriter of the number of Shares in respect of which valid Entitlement and Acceptance Forms have been received. These events include if:

- (a) Any announcement is made by the Government of Australia or any state of Australia or any governmental authority or the Reserve Bank of Australia which in the reasonable opinion of the Underwriter could

materially adversely affect the success of the Offer as a consequence of proposed or promulgated legislation or regulations which would materially adversely affect the operations of the Company or any industry in which the Company operates; or

- (b) There is in the reasonable opinion of the Underwriter any material adverse change in relation to any of the interests held by the Company or in any of its projects or businesses which are referred to in the Prospectus;
- (c) The Company is in default under any of the terms and conditions of this Underwriting Agreement or any of the provisions binding on it hereunder;
- (d) The Company withdraws the Prospectus;
- (e) The occurrence of any event set out in 652C of the Corporations Act in relation to the Company as though the Company were a target, other than any allotment of securities, and any grant of security, contemplated in the Prospectus;
- (f) The Prospectus does not comply with Part 6D.2 - Division 4 or any other relevant provision of the Corporations Act;
- (g) ASX refuses, does not grant on terms acceptable to the Underwriter, or withdraws approval for the granting of Official Quotation for the Shares and 2010 Options offered pursuant to the Offer or ASX makes a statement to that effect to the Company, the Underwriter or any other person;
- (h) There is an outbreak of hostilities (whether war has been declared or not) involving any one or more of Australia, the United Kingdom, the United States of America which is likely to have a material adverse effect on the Offer;
- (i) If a resolution is passed by the Company for its voluntary liquidation or an order is made for its winding-up or the Company enters into a scheme of arrangement with its creditors under the Corporations Act or any liquidator, receiver, or official manager is appointed in respect of the Company or if the Company becomes insolvent;
- (j) There is in the reasonable opinion of the Underwriter a material adverse change in the state of domestic and/or overseas securities markets that jeopardise the success of the Offer; or
- (k) There is in the reasonable opinion of the Underwriter any material adverse change in the financial position or prospects of the Company.

5.6 Expenses of the Offer

The estimated expenses of the Offer (excluding GST) are as follows:

ASIC fees	\$2,010
Printing, mailing and other expenses	\$20,679
ASX fees	\$11,726
Legal and process management fees	\$5,000
Underwriting	\$144,000
Total	\$183,415

SECTION 6

6. DIRECTORS AUTHORISATION

6.1 Directors' Authorisation and Consent

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Mr Russell Black
For and on behalf of
Genesis Biomedical Limited

GLOSSARY

Applicant means an investor who applies for Securities pursuant to the Offer.

Application Form means the application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Stock Exchange Limited (ACN 008 624 691).

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the closing date of the Offer, being 5pm (WST) on 15 February 2005 (unless varied by the Directors).

Company or **Genesis** means Genesis Biomedical Limited (ABN 48 083 274 024).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company at the date of this Prospectus.

Dollar or "**\$**" means Australian dollars.

Issue means the issue of Shares and grant of 2010 Options offered by this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

Loan Facility Agreement means the facility agreement between the Company and MBIL dated 4 July 2005 setting out the terms by which Genesis has agreed to loan up to \$250,000 to MBIL.

MBIL means Manawatu Biotech Investments Ltd (a New Zealand registered company).

Offer means the offer of up to 80,000,000 Shares together with up to 80,000,000 free attaching 2010 Options to investors as further details in the "Details of the Offer" section of this Prospectus.

Prospectus means this prospectus.

Securities mean Shares and 2010 Options.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited.

Shareholders means shareholders of the Company.

Underwriter means SA Capital Pty Ltd (ACN 114 959 803).

Underwriting Agreement means the underwriting agreement between SA Capital Pty Ltd and the Company dated 14 December 2005.

WST means Western Standard Time.

2010 Option means an option to acquire a Share, on the terms and conditions set out in Section 3.2.

INSTRUCTIONS TO APPLICANTS

Please post or deliver the completed Application Form together with a cheque to the Share Registry of the Company. If an Applicant has any questions on how to complete this Application Form, please telephone the Share Registry on **1300 557 010**. The Form must be received by the Registry no later than **5.00 pm on the Closing Date (or such earlier date as directed by the Company)**.

A. Application for Shares

The Application Form must only be completed in accordance with instructions included in Prospectus.

B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

F. CHESSE HIN or existing SRN Details

The Company participates in CHESSE. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESSE HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

G. Cheque Details

Make cheques payable to "Genesis Biomedical Limited – Offer Account" in Australian currency and cross them "**Not Negotiable**". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

H. Declaration

By completing the Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Application Form does not need to be signed.

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final. An Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

Forward your completed application together with the application money to:

<p>Genesis Biomedical Limited – Offer Account C/- Computershare Investor Services Pty Ltd GPO Box D182 PERTH WA 6840</p>	<p>OR</p>	<p>Genesis Biomedical Limited – Offer Account C/- Computershare Investor Services Pty Ltd Level 2, Reserve Bank Building 45 St. George's Terrace PERTH WA 6000</p>
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CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Incorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund