

GENESIS BIOMEDICAL LIMITED

ABN 48 083 274 024

NOTICE OF ANNUAL GENERAL MEETING including

EXPLANATORY STATEMENT
and

PROXY FORM

DATE AND TIME OF MEETING

Monday 19th November 2007 at 9.30am WST

The Celtic Club
48 Ord Street
West Perth WA 6005

GENESIS BIOMEDICAL LIMITED

A.B.N. 48 083 274 024

Notice of Annual General Meeting and Explanatory Memorandum

Notice is hereby given that the Annual General Meeting of the Company will be held on Monday 19th November 2007 commencing at 9.30am (WST) at The Celtic Club 48 Ord Street West Perth WA 6005.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

AGENDA

Business

Accounts and Reports

To receive the Financial Report of the Company for the financial year ended 30 June 2007 and the reports of the Directors and Auditors thereon.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act, the Remuneration Report as contained in the Directors Report for the year ended 30 June 2007 be adopted.”

Short Explanation: In accordance with Section 250R(2) of the Corporations Act 2001, the Company is required to table the Remuneration Report, which is contained within the Directors Report in the Company's Annual Report, at the Annual General Meeting of the Company where it must be subject to a non binding shareholder vote.

Voting Exclusions: There are no voting exclusions.

Resolution 2 – Re-Election of Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

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

Short Explanation: Under paragraph 12.2 of the Company's Constitution, one third of the directors of the Company, excluding the Managing Director, must retire by rotation, and if eligible they may offer themselves for re-election.

Voting Exclusions: There are no voting exclusions.

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Resolution 3 - Placement Authority – Shares and Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 of the Australian Stock Exchange Limited and for all other purposes, approval is given for the Company to issue and allot at the Directors’ discretion up to a maximum of 40,000,000 Shares together with 20,000,000 free attaching 2010 Options (on the basis of one option for every two shares subscribed for) in the capital of the Company at not less than eighty (80%) percent of the average market price over the last 5 days on which sales in the securities were recorded before the day on which the issue is made but in any event not later than three (3) months after the date of this Meeting and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Short Explanation: Under the Listing Rules, the Company may seek shareholder approval prior to making a placement of securities that would otherwise exceed the 15% threshold prescribed in Listing Rule 7.1 and to allow it the flexibility to make further issues of securities up to the threshold of 15% of its total equity securities in any 12 month period. Please refer to the Explanatory Statement for details.

Voting Exclusions: The Company will disregard any votes cast on this resolution by a person who might participate in this issue and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Participation in Placement by Directors

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 3, and pursuant to and in accordance with Section 208 of the Corporations Act 2001 (Cth) and Listing Rule 10.11 of the Australian Stock Exchange Limited and for all other purposes, the Company approves the following persons, or their respective nominees, participating in the placement the subject of Resolution 4 up to the number of Shares described opposite their names below together with 1 free attaching option for every 2 Shares subscribed and paid for by them.”

Name	Position	Maximum Number of Shares	Maximum Number of options
Don Valentino	Managing Director	5,000,000	2,500,000
Rodger Johnston	Director	1,000,000	500,000
Roger Smith	Director	750,000	375,000

Short Explanation: It is possible that the Directors may participate in the Placement. As the Directors are related parties of the Company, Section 208 of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 requires the Company to obtain shareholder approval for them to participate in the Placement. Resolution 4 seeks that approval.

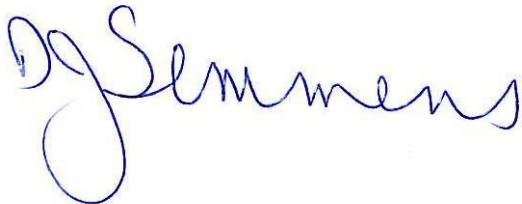
Voting Exclusions: The Company will disregard any votes cast on this resolution by Messrs Valentino, Johnston and Smith (“the Directors”) and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, or any associates of the Directors. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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DATED THIS 19th DAY OF OCTOBER 2007

BY ORDER OF THE BOARD

A handwritten signature in blue ink that reads "D Semmens". The signature is written in a cursive style with a large, looped initial "D".

DAVID SEMMENS
COMPANY SECRETARY

GENESIS BIOMEDICAL LIMITED

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice of Meeting convening the Annual General Meeting ("the Meeting") of shareholders of Genesis Biomedical Limited ("Genesis" or the "Company") to be held on Monday, November 19, 2007 at 9.30am (WST). This Memorandum is to be read in conjunction with the Notice of Meeting.

1. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires a listed company, at its Annual General Meeting, to adopt the Remuneration Report of the Company. The Remuneration Report of Genesis is required by section 300A of the Corporations Act and is contained in the Directors' Report for the year ended 30 June 2007.

Amendments to the Corporations Act in June 2004 introduced, amongst other things, expanded director and executive remuneration disclosure requirements and a requirement for a listed company to submit a remuneration report to shareholders for a non-binding vote.

As stated above, this resolution is non binding on the Company. If this resolution is not approved, the directors may:

1. Accept or partially accept the vote, which may mean a review of the remuneration policies and packages of the Company; or
2. Not accept the vote and explain why it believes the remuneration policies and packages are appropriate.

It is the director's responsibility to formulate and set the Company's remuneration policies and packages. This resolution is intended to attract active shareholder consideration of the remuneration policies and packages of the Company and encourage shareholders to ask questions should they desire.

Resolution 1 is an ordinary resolution requiring it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on it.

2. Resolution 2 – Re - Election of Director

Re-election of Mr Rodger Johnston as Director

Mr Rodger Johnston was appointed a Director of the Company on 7th December 2005 and in accordance with the constitution of the Company retires by rotation and, being eligible, offers himself for re-election as a director of the Company. Mr Johnston has a great deal of experience in listed companies. He is Chairman of ASX listed IC2 Global Limited and a non-executive director of ASX listed West Australian Metals Limited. Mr Johnston brings to the board listed company experience.

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

The Board supports the re-election of Mr Johnston.

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3. Resolution 3 – Placement Authority – Shares and Options

Background

It is proposed that shareholders grant approval pursuant to Listing Rules of Australian Stock Exchange Limited, the Constitution of the Company and all other purposes to allot and issue, at the Directors discretion up to 40,000,000 Shares together with 20,000,000 free attaching 2010 Options (on the basis of one option for every two shares subscribed for) in the capital of the Company.

The purpose of the issue is to fund the Company's existing projects, evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, provide working capital and meet the costs of the issue.

The Shares to be issued and any Shares issued following the exercise of Options will rank equally in all respects with the Company's existing issued Shares.

The Placement Shares and Placement Options to be issued subject to approval of Resolution 3, any Genesis Biomedical Limited Shares issued following the exercise of Placement Options will have a diluting effect on the issued capital of the Company. The following table demonstrates the impact of the Placement on the issued capital of the Company.

<i>Class of Security</i>	PRE-PLACEMENT		PLACEMENT	POST-PLACEMENT	
	<i>Current Issued Capital</i>	<i>Exercise/ Conversion Price</i>	<i>Proposed Issue</i>	<i>Expanded Issued Capital</i>	<i>Exercise/ Conversion Price</i>
Fully Paid Shares	167,158,361	-	40,000,000	207,158,361	-
Listed Options 30/11/10	80,150,000	\$0.03	20,000,000	100,150,000	\$0.03
Unlisted Options 31/12/11	10,500,000	\$0.10	0	10,500,000	\$0.10
Unlisted Options 31/12/07	1,700,000	\$0.04	0	1,700,000	\$0.04
Unlisted Options 30/06/09	1,700,000	\$0.04	0	1,700,000	\$0.04
Unlisted Options 31/12/10	1,700,000	\$0.04	0	1,700,000	\$0.04
TOTAL CAPITAL**	262,908,361		60,000,000	322,908,361	

** on conversion of all options

Listing Rule Requirements

Listing Rules 7.1 and 7.3 of Australian Stock Exchange Limited ("ASX") provide that a listed entity may not issue securities in any twelve month period which, when aggregated with the number of fully paid Shares on issue, exceeds 15 per cent of the number of fully paid Shares on issue at the beginning of the twelve month period, except with the prior approval of shareholders of the Company in general meeting, of the precise terms and conditions of the proposed issue.

The securities proposed to be issued pursuant to Resolution 3 of the Notice, when combined with other proposed issues of securities to be contemplated at the Meeting, exceed the 15% threshold referred to above and, accordingly, shareholder approval is sought for the issue.

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In compliance with Listing Rule 7.3 shareholders are advised as follows:

- (a) The maximum number of Shares and Options to be allotted will be 40,000,000 Shares and 20,000,000 2010 Options in the capital of the Company;
- (b) The issue will occur within three months of the date of the meeting;
- (c) The Shares will be issued at an issue price of not less than eighty (80%) per cent of the average market price over the last five (5) days on which sales in the securities were recorded before the day on which the issue is made or if a prospectus is issued relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed. The 2010 Options will be issued free attaching on the basis of one option for every two shares subscribed for.
- (d) The identity of any proposed allottees of the securities the subject of Resolution 3 are not yet known to the Company. The allottees will be determined at the Directors discretion;
- (e) The Shares will rank pari passu on allotment and issue with the existing Shares in Genesis. The 2010 Options will rank pari passu on allotment and issue with the existing 2010 Options in Genesis, the terms and conditions of which are set out in Appendix A, and any Shares issued upon exercise of the 2010 Options will rank pari passu with the existing Shares on issue;
- (f) The funds raised by reason of the allotment will be used to fund the Company's existing projects, evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, provide working capital and meet the costs of the issue. The proposed allocation to these areas is tabulated below:

Proposed Area of Application	Proposed Allocation (%)
Existing projects	25%
Evaluation and acquisition of new opportunities	35%
Corporate and administrative activities	17%
Working capital	15%
Costs of the Issue	8%
Total	100%

- (g) The allotment will occur progressively

4. Resolution 4 – Participation in Placement by Directors

It is possible that the Directors may participate in the Placement. As the Directors are related parties of the Company, Section 208 of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 requires the Company to obtain shareholder approval for them to participate in the Placement. Resolution 4 seeks that approval.

The above approval is being sought for the purposes of:

- (a) Chapter 2E of the Corporations Act 2001, which governs the giving of financial benefits to directors and other "related parties" of a company; and
- (b) ASX Listing Rule 10.11 which provides that, subject to certain exceptions, a company listed on ASX cannot issue or grant securities to a director without shareholder approval.

Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities (including an option) to a related party. The Directors are considered related parties of the Company by virtue of the fact that they are Directors of the Company.

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The following information is provided to shareholders for the purpose of Listing Rule 10.13:

- (a) participating in the placement will be Mr Don Valentino, Mr Rodger Johnston and Mr Roger Smith, who are directors of the Company.
- (b) the maximum number of Shares and Options to be approved under Resolution 4 is 6,750,000 Shares and 3,375,000 Options.
- (c) The Shares and the Placement Options will be issued no later than 1 month after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date. All other information relating to the Placement is set out in Section 3 of this Explanatory Statement.
- (d) the Shares will be issued at an issue price of not less than eighty (80%) per cent of the average market price over the last five (5) days on which sales in the securities were recorded before the day on which the issue is made or if a prospectus is issued relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed. The 2010 Options will be issued free attaching on the basis of one option for every two shares subscribed for. Terms and conditions of the Options are set out in Appendix A.

Related Party Transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, each of the Directors of the Company are considered to be related parties of the Company.

Resolution 4 provides for the participation in a proposed placement by the Directors of the Company, which is a financial benefit that requires shareholder approval. For the purpose of Chapter 2E of the Corporations Act the following information is provided.

The related parties to whom the proposed resolution would permit the financial benefit to be given:

Mr Don Valentino
Mr Rodger Johnston
Mr Roger Smith

The nature of the financial benefit

The proposed financial benefit to be given is that the Shares will be issued at an issue price of not less than eighty (80%) per cent of the average market price over the last five (5) days on which sales in the securities were recorded before the day on which the issue is made or if a prospectus is issued relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed. The 2010 Options will be issued free attaching on the basis of one option for every two shares subscribed for. Terms and conditions of the Options are set out in Appendix A.

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Directors' recommendation

All the Directors were available to consider the proposed Resolution 4.

Section 195 of the Corporations Act provides, in essence, that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered.

The Directors have an interest in the outcome of the proposed resolution as approval to participate in the placement in accordance with the proposed resolution is being sought. Accordingly, the Directors do not make a recommendation to shareholders concerning the proposed resolution 4.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors

The proposed Resolution 4 would have the effect of allowing the Directors to participate in the placement for a total of 6,750,000 shares 3,375,000 Options on the terms and conditions as set above. As at the date of this Notice, the Company had on issue 167,158,361 ordinary shares, 80,150,000 listed options and 15,600,000 unlisted options.

Each of the Directors has indicated the maximum number of Shares that they may be interested in subscribing for under the Placement, and those numbers are set out in Resolution 4 against the name of each Director. The Directors may participate in the Placement on exactly the same basis as each other subscriber, including attaching Placement Options on the basis of 1 Placement Option for every 2 Shares subscribed and paid for, but only to the maximum extent set out in Resolution 4.

If the full number of shares and options granted as proposed in Resolution 4 are exercised the effect would be to dilute the shareholding of existing shareholders by approximately 6.05% (based on the number of Shares currently on issue and assuming no other options are exercised). The market price of the Company's shares during the period of the Options will normally determine whether or not Option holders exercise the Options. At the time any Options are exercised and shares are issued pursuant to the exercise of the Options, the Company's ordinary shares may be trading at a price which is higher than the exercise price of the Options.

The highest price of fully paid ordinary shares in the Company trading on ASX during the past 12 months was \$0.051 which occurred on 21 December 2006 and the lowest price of shares in the Company trading on ASX during the past 12 months was \$0.028 which occurred on 13 November 2006. The most recent closing price of shares in the Company trading on the ASX prior to the date of this Explanatory Memorandum was \$0.028, which occurred on 12 October 2007.

The shares and options currently held by the Directors are set out below:

	Direct		Indirect	
	Ordinary Shares	Options	Ordinary Shares	Options
Mr D Valentino	-	5,100,000	4,798,267	4,498,267
Mr R Johnston	-	3,000,000	-	-
Mr R Smith	-	3,000,000	6,140,523	1,000,000

It is not considered that from an economic and commercial point of view there are any costs or detriments, including opportunity costs or taxation consequences, for the Company or benefits forgone by the Company resulting from the participation in the placement pursuant to Resolution 4.

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4. Enquiries

Shareholders are invited to contact the Company Secretary on (08) 9381 6922 if they have any queries in respect of the matters set out in these documents.

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GLOSSARY

ASIC means Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited.

A\$ means Australian Dollars.

Board means the board of directors of the Company.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

General Meeting means the meeting convened by the Notice.

Listing Rule means a Listing Rule of ASX.

Notice means the Notice of Meeting accompanying this Memorandum.

2010 Options means an option for a Share, on the terms and conditions set out in the Explanatory Memorandum.

Schedule means a schedule of this Notice and Explanatory Memorandum.

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

APPENDIX A

Terms and Conditions of Options

Each Option will entitle the holder to subscribe for a fully paid Share in the Company at \$0.03 per Share on the following terms:-

- (a) The Options shall expire at 5:00 pm Western Standard Time on 30 November 2010 but may be exercised at any time prior to the 30 November 2010.
- (b) The Options are only exercisable at \$0.03 each payable in cash.
- (c) The Options shall only be exercisable wholly or in part by executing and forwarding to the Company an exercise form given to the holder of the Options on issue.
- (d) There are no participating rights, or entitlements inherent in the Options to participate in any new issue or bonus issue of securities which may be offered to members of the Company from time to time prior to or on 30 November 2010.
- (e) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issue to the then Shareholders of the Company made during the currency of the Options. In this regard, holders of Options shall be given at least 10 Business Days notice, before the determination of entitlements to any issue, to exercise their Options.
- (f) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the Options will be re-organised in accordance with the Listing Rules applicable at the time of the re-organisation.
- (g) Application for official quotation of the Options will be made by the Company in accordance with the ASX Listing Rules and the Corporations Act. In addition, application for official quotation of the Shares allotted and issued pursuant to the exercise of the Options will be made by the Company within three (3) business days after the date of allotment of such Shares.
- (h) Shares allotted and issued pursuant to the exercise of the Options will be allotted and issued no more than 15 days after the receipt of a properly executed exercise notice and receipt of the application moneys.
- (i) A statement will be issued for the Options. Attached to the statement there will be a form that must be executed and forwarded to the Company when exercising the Options. If there is more than one Option on a statement, and prior to 30 November 2010 those Options are exercised in part, the Company will issue another statement for the balance of the Options held and not yet exercised.

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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.

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 a General Meeting of the Company to be held on Monday 19 November 2007 at 9.30 am WST 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 a Resolution, 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.

Voting directions to your proxy – please mark “X” to indicate your directions

Resolution	For	Against	Abstain
1. Adoption of Remuneration Report	[]	[]	[]
2. Re-election of Mr Rodger Johnston	[]	[]	[]
3. Placement Authority – Shares and Options	[]	[]	[]
4. Participation in Placement by Directors	[]	[]	[]

Signed this day of 2007.

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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Notes:

1. Voting Entitlements: For the purposes of the Corporations Act 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the meeting. The snapshot date is the close of business on 17th November 2007
2. To be effective, the proxy form must be received by the Company at its registered office, Level 1, 248 Hay Street, Subiaco, WA 6000, or received by facsimile on (08) 9381 6060 not less than forty-eight (48) hours before the time for holding the meeting.
3. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
4. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
5. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

6. A proxy need not be a member of the Company.
7. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
8. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.