

## ADDENDUM TO NOTICE OF SPECIAL MEETING

Special Meeting of shareholders of Genesis Research and Development Corporation Limited to be held in the Remuera Room at Ellerslie Event Centre, 100 Ascot Ave, Greenlane East, Auckland on 23<sup>rd</sup> October 2009 commencing at 10.30am.

**The following further information relating to Item 2 of the Notice of Meeting is provided pursuant to Australian Stock Exchange Listing Rules 10.14, 10.15A and 14.11:**

The maximum number of shares which may be acquired by Directors in each six monthly period pursuant to the Director fee payment scheme is \$122,500 divided by [the volume weighted average market price for Genesis ordinary shares trading on the NZSX market over the 20 trading days before the issue occurs, being a date not later than two months after the announcement by Genesis of its interim and annual results].

The price of the shares that may be issued to Directors pursuant to the Director fee payment scheme will be determined, as soon as practicable after the release by Genesis of its interim and annual results to the market, as the volume weighted average market price for Genesis ordinary shares trading on the NZSX market over the 20 trading days before the issue occurs, being a date not later than one month after the announcement by Genesis of its interim and annual results.

None of the Directors of Genesis have been issued with any shares in lieu of Director Fees as at the date of this Notice.

The names of the people entitled to participate in this scheme are:

Andrew Hubert Gearing

Steven Gillis

James Neil McLean

Joachim Herbert von Roy

Stewart James Washer

Details of any shares issued under the scheme will be published in each annual report of Genesis relating to a period in which shares have been issued, and that approval for the issue of the shares was obtained under ASX Listing Rule 10.14.

Any additional Directors who become entitled to participate in the scheme after the proposed resolution was approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

ASX Limited has granted Genesis a waiver from listing rule 10.13.3 to allow Genesis to issue entitlements accrued by Directors up to 31 December 2010. Prior to this date, Genesis intends to apply to ASX for an extension or renewal of the waiver to allow application of the scheme in following years.

### **Revised Proxy Form**

Please note that a revised Proxy Form is enclosed as separate resolutions will be put to the meeting for each of the directors who are to be issued securities under the scheme, to comply with ASX Listing Rules. If you have already submitted a proxy form you should complete the replacement form and submit it to Computershare, as detailed on the proxy form.

# Revised Voting Exclusion Statement

*In accordance with the NZSX Listing Rules, Genesis will disregard any votes cast on the resolution under Items 1 and 2 on the Notice of Meeting by any other person who might obtain a benefit if the resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities.*

*However Genesis need not disregard a vote if it is cast by such a person for another person who is entitled to vote, in accordance with express instructions of the person entitled to vote on the proxy form; or if 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.*

*In accordance with the ASX Listing Rules Genesis will disregard any votes cast on Resolutions 2.1 to 2.5 by any Director of Genesis and any associate of the Directors. However Genesis need not disregard a vote if it is cast by a Director as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by a Director 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.*

By order of the Board

A handwritten signature in black ink, appearing to read 'S G Hall', written in a cursive style.

**S G HALL**  
16 October 2009

## Genesis Research and Development Corporation Ltd Special Meeting of Shareholders

10.30am 23 October 2009, Remuera Room, Ellerslie Event Centre, 100 Ascot Ave, Greenlane East, Auckland

### ADMISSION CARD

Genesis Research and Development Corporation Limited

**If you propose TO ATTEND the Meeting:**

Bring this Admission Card and Proxy/Voting form intact.

**If you do NOT propose to ATTEND the Meeting but wish to be represented by proxy:**

Complete the Proxy/Voting form below, detach this Admission Card.

When two or more persons are registered as the holder of a Share, the vote of the person named first in the Share Register and voting on a matter must be accepted to the exclusion of the votes of the other joint holders.

Shareholder Number:

No. of voting securities

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**TEAR**

**PROXY FORM** (for use if you do not propose to attend the meeting) (Note 1)

Shareholder No.

No. of voting securities

I/We (Note 2)

being a shareholder/shareholders of Genesis Research and Development Corporation Limited hereby appoint

\_\_\_\_\_ of \_\_\_\_\_ or failing

him/her, \_\_\_\_\_ of \_\_\_\_\_ (Note 3) as my/our proxy to vote for me/us

on my/our behalf at the Special Meeting of the Company to be held on 23 October 2009 and at any adjournment thereof.

**RESOLUTIONS (Tick the appropriate box if desired)**

My/our proxy is instructed to vote as follows

(To be completed only where the proxy is required to vote in a certain manner)

Resolution 1 – Approval of the transfer of technology and issue of shares and convertible notes in Solirna Biosciences Ltd	(For) <input type="checkbox"/>	(Against) <input type="checkbox"/>
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Resolution 2.1 – Approval of the payment of directors' fees for Andrew Hubert Gearing by issue of fully paid shares	(For) <input type="checkbox"/>	(Against) <input type="checkbox"/>
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Resolution 2.2 – Approval of the payment of directors' fees for Steven Gillis by issue of fully paid shares	(For) <input type="checkbox"/>	(Against) <input type="checkbox"/>
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Resolution 2.3 – Approval of the payment of directors' fees for James Neil McLean by issue of fully paid shares	(For) <input type="checkbox"/>	(Against) <input type="checkbox"/>
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Resolution 2.4 – Approval of the payment of directors' fees for Joachim Herbert von Roy by issue of fully paid shares	(For) <input type="checkbox"/>	(Against) <input type="checkbox"/>
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Resolution 2.5 – Approval of the payment of directors' fees for Stewart James Washer by issue of fully paid shares	(For) <input type="checkbox"/>	(Against) <input type="checkbox"/>
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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

Signature of Shareholder(s) \_\_\_\_\_

Witness Signature, Address and Occupation (if necessary – see Note 4) \_\_\_\_\_

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## NOTES

1. A shareholder entitled to attend and vote at the Special Meeting of shareholders is entitled to appoint a proxy to attend and vote on behalf of the shareholder. Such appointment must be in writing.
2. In the case of joint holders, the names of all holders must be recorded on the Proxy form.
3. A proxy need not be a shareholder of the Company. The Chairman of the Meeting is willing to act as proxy.
4. This form must be signed by the shareholder (including all joint holders) or an attorney duly authorised in writing, or, if a corporation, by two directors or by an officer or duly authorised attorney whose signature must be witnessed.
5. A body corporate may appoint a corporate representative to attend the meeting on its behalf. Notice of such appointment must be given to the Company in the same manner and by the same time as a notice of appointment of a proxy.
6. A proxy and power of attorney or other authority, if any, under which it is signed must be deposited at or sent to the Share Registrar:

Computershare Investor Services Limited  
Level 2, 159 Hurstmere Road  
Takapuna, Auckland  
Private Bag 92 119, Auckland 1020  
Facsimile +64 9 488 8787

Computershare Investor Services Pty Limited,  
GPO Box 7045, Sydney,  
NSW 1115.  
Australia  
Facsimile +61 2 8234 5050

for receipt by 10.30am on 21 October 2009 [48 hours prior to start of the meeting] at the latest. Proxies lodged after that time will not be treated as valid.

**TEAR**

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