

Notice of change of interests of substantial holder

Form 604
Corporations Law 2001
Section 671B

To: **GENESIS RESOURCES LIMITED**
ACN 114 787 469

1. Details of substantial shareholders

S Active Holding Sdn Bhd
Mr Kim Heng Lim

- There was a change in the interests of the substantial holders on 18 May 2018.
- The previous notice was given to the Company on 14 March 2017.
- The previous notice was dated 14 March 2017.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the Company or voting interests in the scheme that the substantial holder or an associate had a relevant interest when last required, and when now required, to give a substantial holding notice to the Company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully paid ordinary shares (Shares)	260,160,157	40.71%	281,924,863	36.01%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the Company or scheme, since the substantial holder was last required to give a substantial holding notice to the Company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
11 October 2017	S Active Holding Sdn Bhd Mr Kim Heng Lim	Dilution of interest after issue of 50,000,000 Shares in Genesis on 11 October 2017	N/A	260,160,157 Shares	S Active Holding Sdn Bhd

5 December 2017	S Active Holding Sdn Bhd Mr Kim Heng Lim	Dilution of interest after issue of 62,086,350 Shares in Genesis on 5 December 2017	N/A	260,160,157 Shares	S Active Holding Sdn Bhd
9 May 2018	S Active Holding Sdn Bhd Mr Kim Heng Lim	Dilution of interest after issue of 31,755,825 Shares in Genesis on 9 May 2018	N/A	260,160,157 Shares	S Active Holding Sdn Bhd
18 May 2018	S Active Holding Sdn Bhd Mr Kim Heng Lim	Increase in interest after acquisition of 21,764,706 Shares by S Active Holding Sdn Bhd via off market trades.	\$0.02 per Share (total consideration: \$435,294.12)	21,764,706 Shares	S Active Holding Sdn Bhd

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
S Active Holding Sdn Bhd	S Active Holding Sdn Bhd	S Active Holding Sdn Bhd	Registered holder	281,924,863 Shares	281,924,863
Mr Kim Heng Lim	S Active Holding Sdn Bhd	S Active Holding Sdn Bhd	As a controller of S Active Holding Sdn Bhd, Mr Lim has a relevant interest pursuant to s 608(3)(b) of the Corporations Act.	281,924,863 Shares	281,924,863

5. Changes In Association

The persons who have become associates of, ceased to be associates of, or have changes the nature of their association with, the substantial holder in relation to voting interests in the Company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

S Active Holding Sdn Bhd
C/- Level 7, 333 Collins Street
Melbourne VIC 3000

Mr Kim Heng Lim
C/- Level 7, 333 Collins Street
Melbourne VIC 3000

Dated 23 May 2018

Authorised for electronic lodgement by S Active Holding Sdn Bhd and Mr Kim Heng Lim