GENESIS RESOURCES LIMITED
ACN 114 787 469

ANNUAL REPORT
30 JUNE 2014

CONTENTS

CORPORATE DIRECTORY

GENESIS RESOURCES LIMITED
ACN 114 787 469

DIRECTORS	**Mr Eddie Lung Yiu Pang** **Mr Alex Hooi-Kiang Lim** **Mr Deric Kok Bin Wee** **Mr John Yong Teak Zee**	**Executive Chairman** **Non-Executive Director** **Non-Executive Director** **Non-Executive Director**
COMPANY SECRETARY	Ms Sophie Karzis	
CHIEF FINANCIAL OFFICER	Ms Patricia Wong	
REGISTERED OFFICE	Level 1, 61 Spring Street Melbourne, Victoria 3000	T + 61 (0) 3 9286 7500 F + 61 (0) 3 9662 1472
SHARE REGISTER	Computershare Yarra Falls, 452 Johnston Street Abbotsford, Victoria 3067	Local call 1300 850 505 International call + 61 (0) 3 9415 4000
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Genesis Resources Limited is a public company limited by shares, incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange. (ASX: GES).

Letter from the Chairman

Dear Shareholders

The Year in Review

On behalf of the Board I am pleased to present Genesis Resources Limited's Annual Report for the year ended 30 June 2014. It has been a significant year of progress for the Company, particularly in relation to the Plavica Project in Macedonia, which formed Genesis' main exploration focus during the year.

Operational Review

During the year, 31 RC and 39 diamond core drill holes were drilled at Plavica for a total of 5,608m of RC and 13,984.2m of diamond core respectively. A number of holes intersected very encouraging results. With the assistance of consultants in Macedonia during the year, the Company compiled a Geological Report and Resource (non JORC Compliant) known as the 'Elaborate', which, together with a number of other reports, comprise the Macedonian Final Feasibility Study (**FFS**).

The FFS reports have been submitted to the Macedonian Ministry of Economy together with an application for a 30 year Exploitation (Mining) Licence over the Plavica tenement. This licence, when granted, will be held by a joint venture entity incorporated in August 2014 and which is 62% owned by Genesis. This is explained in detail in the Annual Report and I encourage shareholders to keep abreast of recent significant developments in respect of the Plavica tenement.

Corporate Review

The financial year ended 30 June 2014 brought about a number of changes to Genesis' Board, which has been streamlined with the departure of Messrs John Karajas, Kim Heng Lim, Peter Kong and Patrick Volpe. On behalf of the Company and my fellow Board members, I take this opportunity to express my appreciation for the contributions made by each of the former directors.

Genesis and its assets continue to generate interest in the investment community, and Genesis became the subject of another takeover bid during the year, by Singapore based Blumont Group Ltd, subsequent to the bid made by Clancy Exploration Limited in 2012. The takeover bid made Blumont Group Ltd is ongoing, and shareholders are encouraged to read all documents lodged by the Company and Blumont in respect of the bid.

Despite the 2014 financial year proving to be a challenging climate for capital raising generally, Genesis continued to be successful in securing the funding it required for working capital and to achieve its business objectives; during the year the Company raised a total of $2.26 million in equity capital, and gained access to $9 million in debt capital.

Outlook

The 2015 financial year is already set to be an exciting time for the Company. Having recently acquired a direct 62% interest in our Macedonian joint venture entity which we expect to be shortly granted a 30 year mining licence over the Plavica tenement, Genesis is well positioned to achieve its goals of monetising the value of this key tenement.

The Board remains committed to generating value for its shareholders, and working to align the Company's market capitalisation with the value of the Company and its assets. I look forward to providing further updates to shareholders as and when developments occur.

Mr Eddie Pang
Executive Chairman
23 September 2014

DIRECTORS' REPORT

The Directors of Genesis Resources Limited are pleased to present the annual report of the Company for the financial year ended 30 June 2014. In accordance with the Corporations Act 2001, the Directors report as follows:

DIRECTORS

The Directors in office at any time during or since the end of the year to the date of this report are:

Current Directors

EDDIE LUNG YIU PANG	Non-Executive Chairman, 6 Mar 2009 – 30 Nov 2013 Executive Chairman, 1 Dec 2013 – present
ALEX HOOI-KIANG LIM	Non-Executive Director, 26 Nov 2012 – present
DERIC KOK BIN WEE	Non-Executive Director, 11 Dec 2009 – 26 Nov 2012, and 16 Jan 2013 - present
JOHN YONG TEAK ZEE	Non-Executive Director, 11 May 2012 – 26 Nov 2012, and 16 Jan 2013 - present

Former Directors

PATRICK JOHN VOLPE	Non-Executive Director, 11 May 2012 – 26 Nov 2012, and 16 Jan 2013 – 17 Jun 2014
KIM HENG LIM	Non-Executive Director, 26 Mar 2013 – 23 Oct 2013
JOHN KARAJAS	Non-Executive Director, 22 Oct 2012 – 26 Nov 2012, and 16 Jan 2013 – 25 Nov 2013
PETER POK SENG KONG	Managing Director from 11 May 2012 to 27 Nov 2013

EDDIE PANG, Executive Chairman

Eddie Pang was appointed to the Board in March 2009. He operates a trading business based in Shanghai which has a focus on supplying the Chinese market with products such as Australian wool and wine, Chilean iron ore, cathode copper and timber; marketing of Chinese building materials to Lebanon, Iraq Vietnam and the United Arab Emirates; and supplying Chinese chemicals to pharmaceutical facilities in Canada and the United Arab Emirates.

In addition, Eddie is involved in a joint venture in relation to a food flavouring manufacturing facility in Wisconsin, USA. The joint venture has an established distribution network of food flavours and additives in China, and supplies products to major dairy processors and beverage producers.

Eddie has a number of private business interests in Australia, including vineyards and timber plantation investments. He has an extensive network of business associates in several large corporations in China and the Middle East.

Eddie is presently a director of ASX-listed company Lincoln Minerals Ltd. He currently has a relevant interest in 3,210,000 fully paid ordinary shares in the Company.

ALEX LIM, Non-Executive Director

Alex Lim graduated from Monash University with a Bachelor of Arts degree, and is a former independent director of Berjaya Media Bhd (formerly known as Nex News Bhd). Mr Lim has a number of business interests, including interests in the insurance sector. A

Alex is presently a director of ASX-listed company Lincoln Minerals Ltd. He currently has a relevant interest in 1,100,000 fully paid ordinary shares in the Company.

DERIC WEE, Non-Executive Director

Prior to joining the Board in December 2009, Deric had been involved in the financial services industry since 1989 as a stockbroker and investment banker. Deric worked within well-established financial services companies which are part of financial and banking conglomerates in Malaysia.

Deric acquired extensive experience and competence in key areas including sales, marketing, share and stock trading, and co-ordinated a number of corporate strategies such as initial public offerings, mergers and acquisitions, restructurings, placements and advisory services relating to securities listed on Bursa Malaysia and the ASX.

Deric currently has a relevant interest in 1,860,000 fully paid ordinary shares to acquire fully paid ordinary shares in the Company.

JOHN ZEE, Non-Executive Director

John Zee has worked in the financial services industry in stockbroking, corporate advisory and capital raisings in Australia for over 30 years. His expertise in deal structuring and capital raisings for start-ups or enterprises in their various lifecycles is well-known. His current roles include serving as the responsible manager for Foxfire Capital AFSL 390210 in the provision of financial services in securities dealing and corporate advisory. These roles have included an extensive amount of customer contact. He has a well-established extensive network of investors across Asia for the purpose of introducing investment opportunities and corporate transactions.

John is presently a director of ASX-listed company Altius Mining Ltd.

John does not have a relevant interest in any shares in Genesis.

Senior Management

SOPHIE KARZIS, Company Secretary

Sophie Karzis is a practicing lawyer with over 15 years' experience as a corporate and commercial lawyer, and company secretary and general counsel for a number of private and public companies. Ms Karzis is the principal of Corporate Counsel, a corporate law practice with a focus on equity capital markets, mergers and acquisitions, corporate governance for ASX-listed entities, as well as the more general aspects of corporate and commercial law. Ms Karzis is currently the company secretary of a number of ASX-listed and unlisted entities, and is a member of the Law Institute of Victoria and Governance Institute of Australia.

PATRICIA WONG, Chief Financial Officer

Patricia is a Certified Practising Accountant of CPA Australia Limited and a Fellow of the Institute of Public Accountants, Australia. Patricia is also an associate member of the Chartered Institute of Management Accountants (UK) and Institute of Chartered Secretaries and Administrators (UK).

JAMES PATTERSON, Exploration Manager (Australia and Macedonia)

James is a geologist with over 20 years' exploration experience, primarily in gold and copper-gold systems. He has worked with several successful Exploration Companies such as Delta Gold, Newmont, Oxiana and MMG. He has worked in Australia, Asia, The Pacific Islands and Eastern Europe. His last role was as Country Exploration Manager with Rio Tinto in Laos. He is a Member of the Australian Institute of Geoscientists (AIG).

Operating and Financial Review

Nature of Operations and Principal Activities

The principal activities of the entity during the period were exploration for and evaluation of gold, manganese and base metals. There was no significant change in the nature of the Company's activities during the year.

Exploration Activities - Overview

During the financial year, the Company undertook various successful exploration programs in relation to its Australian and Macedonian Projects. In particular, the Board is pleased to announce the following exploration highlights in relation to the 2014 financial year:

Plavica Project (Macedonia)

- The Company completed an RC and an HQ/NQ diamond core drilling programme for a total of 19,592.2m on one of Plavica's seven concession licence areas. This drilling programme of 31 RC and 39 Diamond core holes is part of an on-going program designed to define a resource to inferred status and to undertake new exploration drilling along zones of vuggy silica alteration in the vicinity of Plavica Ridge. A number of holes intersected very encouraging results. Many of these holes have delineated a semi continuous zone of gold, copper and silver mineralisation over 1.5km long. This zone is still open to the east and west. Best results include:
  - **PNRC055: 54m @ 3.51 g/t Au, 10.8 g/t Ag, 2.79% Cu, 1.08 % Zn from 54m**
  - **PNDD043: 34m @ 2.00 g/t Au, 8.0 g/t Ag and 0.29 % Cu from 111m**

Gladstone-Mount Miller Mn Project

- An agreement was reached with both Queensland Main Roads and Queensland National Railways. The Company plans to carry out the diamond drilling program in the near future.

Alice Springs Project

- Geological mapping is currently being undertaken and targets finalized for planned drilling.

Arltunga Project

- Geological mapping and reconnaissance of geophysical anomalies is currently being undertaken.
- A program of drilling is planned.

Exploration Activities - Macedonia

PLAVICA PROJECT (62% interest)

Gold, Silver, Copper

The Plavica Project is administered through a joint venture Company, Silgen Resources International Ltd, Kratovo, which is 62% owned by Genesis and 38% owned by Sileks' nominee. Following the parties' incorporation of the JV Company, Sileks transferred the ownership of all assets it held in respect of the Plavica tenement (including the concession licence, all exploration results, associated data and the Government-mandated final feasibility study reports) to the JV Company. The Directors confirm that the Government-mandated final feasibility study reports for the Plavica tenement have been submitted to the Macedonian Ministry of Economy by the JV Company. As a result of the developments described above, Genesis now has a direct 62% ownership of the JV Company (subject to the encumbrance described below) which in turn owns all assets in respect of the Plavica tenement, including the Licence when granted. After the Licence is granted, Genesis remains responsible under the terms of the JV Agreement for undertaking infill and extensional drilling and completing a feasibility study in respect of the Licence area (as required to obtain funding for mine development), and the costs of those activities. The Project is made up of 7 exploration licences covering over 184.94 sq km in the Carpathian Volcanic Arc, a major epithermal province running through Eastern Europe, and is highly prospective

for gold, copper, silver, lead and zinc mineralisation. Figures 1 and 2 show the location of Plavica Gold-Copper-Silver Project in the Republic of Macedonia.

The remaining six tenements are green field projects. These six exploration tenements have recently expired. Instead of seeking to extend the terms of these concession licences as the parties initially intended, which extensions would only be granted for a maximum of two years, it was determined that it would be more appropriate to re-apply for new concession licences over the relevant areas. This will enable the parties to benefit from recent changes to Macedonian law which entitle holders of newly granted concession licences to conduct exploration over a period of up to six years. Genesis is currently reviewing recent mapping over the relevant areas to determine the best areas over which to submit applications for exploration concession licences.

The project was the site of mining in Roman and Ottoman times and then again during the 1930s, reputedly of high grade gold. Over eighty, mostly vertical diamond drill-holes by the Yugoslav Government searching for porphyry copper mineralisation, and 10 angled diamond drill-holes by Rio Tinto and European Minerals searching for gold mineralisation, were drilled prior to Genesis entering into the Joint Venture Agreement. Significant gold-copper-silver intersections were delineated by this drilling.

During the year 31 RC and 39 diamond core drill holes were drilled at Plavica for a total of 5,608m of RC and 13,984.2m of diamond core respectively. Drill hole locations are shown in Figure 3 whilst Tables 1 & 2 provide the details of drill hole coordinates, azimuths, inclinations and depths. There was no drilling over the winter months due to snow.

Samples were assayed on a 1m basis and were sent mostly to SGS Laboratories in Ankara. Ten per cent of the samples were sent to SGS Laboratories in Bor.

A number of holes intersected very encouraging results. Results from the main Plavica Zone, on the eastern part of the ridge, include:

PNDD020: 23m @ 1.46 g/t Au from 0m
PNDD022: 51m @ 1.18 g/t Au, from 37m
PNDD036: 72m @ 1.47 g/t Au from 34m
PNRC075: 47m @ 1.29 % Cu, 0.29 g/t Au from 101m

Results to the west of the main zone include:

PNRC055: 54m @ 3.51 g/t Au, 10.8 g/t Ag, 2.79% Cu, 1.08 % Zn from 54m
Including: 12m @ 12.41 g/t Au, 21.8 g/t Ag, 3.78 % Cu, 1.28 % Pb and 1.73 % Zn from 107m
PNRC057: 39m @ 2.78 g/t Au, 34.1 g/t Ag, 0.48 % Cu and 1.72 % Pb from 24m

Results to the east of this main zone include:

PNDD043: 34m @ 2.00 g/t Au, 8.0 g/t Ag and 0.29 % Cu from 111m
PNDD025: 51m @ 1.50 g/t Au, 11.5 g/t Ag from 144m
PNRC096: 34m @ 1.26 g/t Au from 14m

Drilling beneath the main zone of mineralisation at Plavica was unsuccessful and it appears the feeder zone has been faulted off. The Western and Eastern extents / pods of mineralisation, mentioned above, remain open at depth and along strike. More drilling is planned here in 2014.

Results for 2 more core holes at Maricanski Rid, 800m to the south of Plavica, were also returned and include:

MRDD004: 17m @ 1.05 g/t Au and 15.1 g/t Ag from 204m
MRDD005: 11m @ 1.29 % Cu , 0.71 g/t Au and 146.2 g/t Ag from 259m

Hole MRDD005 was drilled away from the main ridge and further drilling is required here to understand the geology and controls on mineralisation. More drilling at Maricanski Rid is planned in 2014.

The above results were reported to the ASX in the September 2013, December 2013 and March 2014 Quarterly Reports. All drilling composites for the year above 0.4 g/t Au are shown in Tables 3, 4 & 5.

The Geological Report and Resource (non JORC Compliant) known as the 'Elaborate', compiled by local Macedonian consultants was submitted to the Government of Macedonia by Genesis' Joint Venture Partner Sileks. The Elaborate is the first part to be submitted and it has been approved by the Macedonian Government. The other reports, which together with the Elaborate, makes up the Macedonian Final Feasibility Study (FFS), have been submitted by the joint venture Company, Silgen Resources International Ltd, Kratovo to the Ministry of Economy together with an application for an Exploitation (Mining) Licence. This is explained in more detail under the Key Business Strategies for 2015 section.

Figure 1: Location of Plavica Gold-Copper-Silver Project, Republic of Macedonia

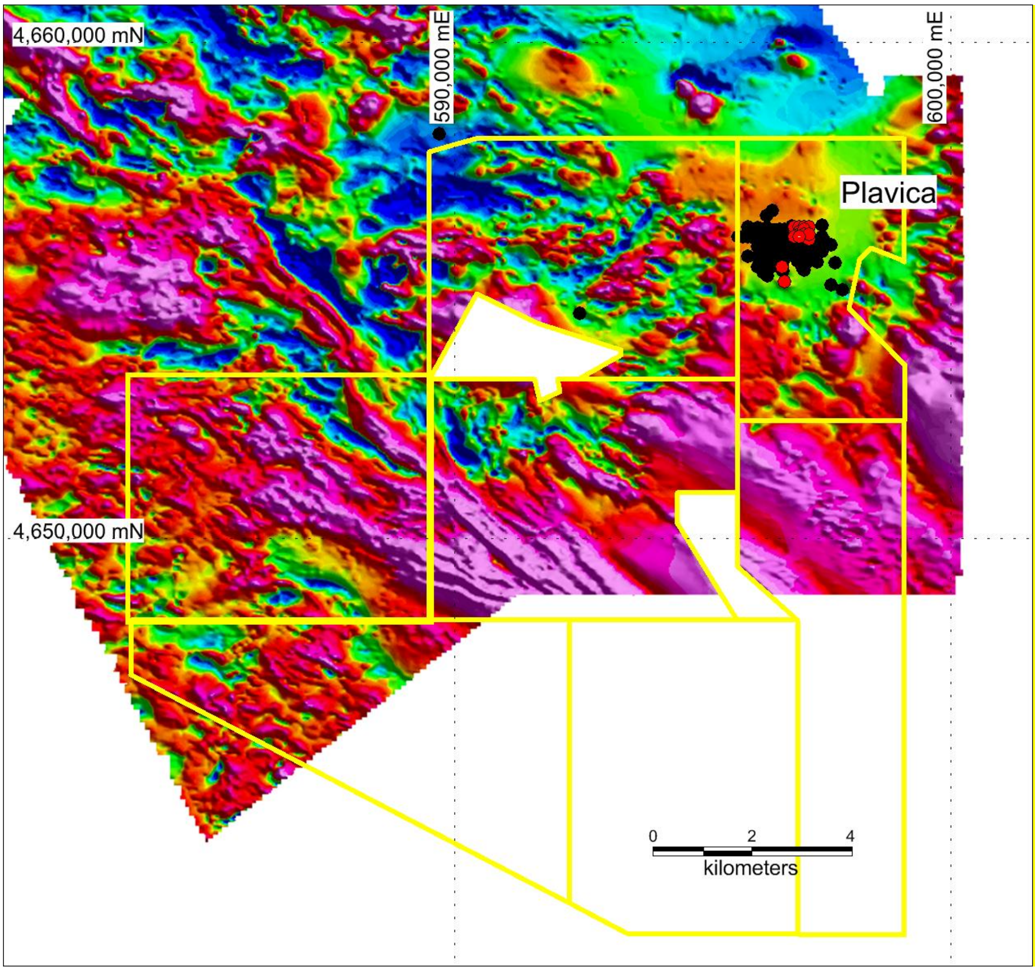

Figure 2: Location of Plavica Gold-Copper-Silver Project, Republic of Macedonia. Image includes RTP Magnetics.

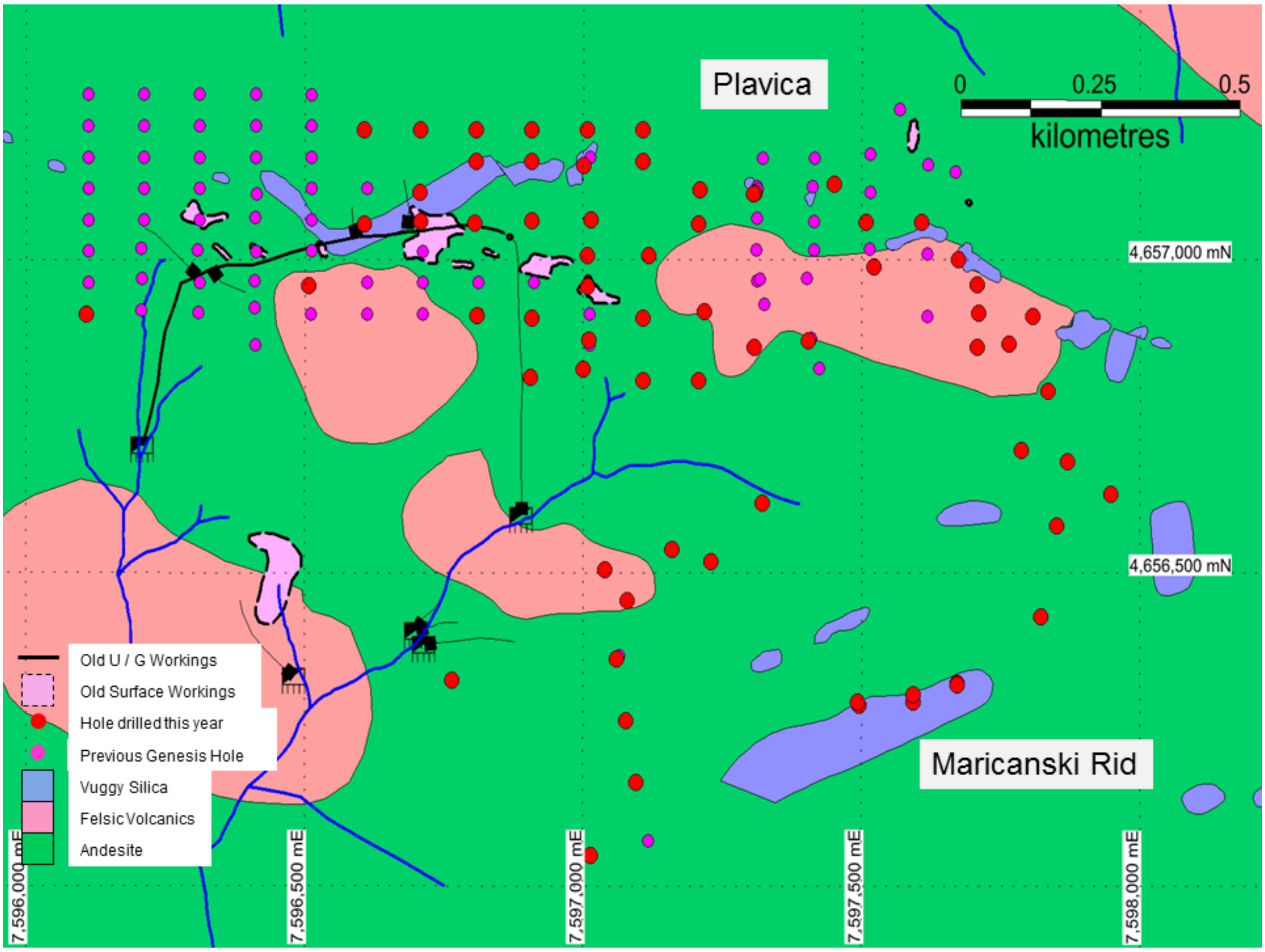

Figure 3: Location of Drill Collars, July 2013-June 2014, Plavica Gold-Copper-Silver Project. Co-ordinates in Gauss KrugerProjection

Hole	Depth	Dip	Azm	East_GK_MIG	North_GK_MIG	RL_GK_MIG
MRDD003	407.50	-60.00	180.00	7597672.000	4656324.000	1205.000
MRDD004	506.10	-60.00	360.00	7597672.000	4656321.000	1205.000
MRDD005	400.00	-60.00	360.00	7597822.000	4656430.000	1207.000
PNDD008	402.00	-60.00	360.00	7596808.695	4656910.589	1120.139
PNDD009	402.00	-60.00	360.00	7596107.835	4656912.698	994.633
PNDD010	400.00	-60.00	360.00	7596507.384	4656957.984	1088.861
PNDD011	402.00	-60.00	360.00	7596905.313	4656811.499	1070.243
PNDD012	404.50	-60.00	360.00	7596907.440	4657062.432	1175.941
PNDD013	400.00	-60.00	360.00	7596999.868	4656825.287	1061.138
PNDD014	594.10	-60.00	360.00	7597013.181	4657063.218	1172.577
PNDD015	400.00	-60.00	360.00	7597673.007	4657000.751	1245.117
PNDD016	408.50	-60.00	360.00	7597709.871	4656914.038	1237.831
PNDD017	462.00	-60.00	360.00	7597869.621	4656678.107	1236.543
PNDD018	452.00	-60.00	360.00	7597765.000	4656865.000	1240.000
PNDD019	156.00	-60.00	45.00	7597507.000	4657060.000	1205.000
PNDD020	195.00	-60.00	45.00	7597307.583	4657106.716	1194.807
PNDD021	403.00	-60.00	360.00	7597207.000	4657057.000	1172.000
PNDD022	150.00	-60.00	360.00	7597450.000	4657120.000	1201.000
PNDD023	400.00	-60.00	360.00	7597107.000	4656807.000	1058.000
PNDD024	320.00	-60.00	360.00	7597607.000	4657060.000	1224.000
PNDD025	473.00	-60.00	360.00	7597850.000	4656575.000	1210.000
PNDD026	413.00	-60.00	360.00	7596907.000	4656907.000	1110.000
PNDD027	361.00	-60.00	360.00	7597786.000	4656696.000	1220.000
PNDD028A	401.00	-60.00	360.00	7597007.000	4656957.000	1125.000
PNDD029	300.00	-45.00	360.00	7597117.000	4657007.000	1149.502
PNDD030	339.00	-60.00	360.00	7597835.000	4656790.000	1240.000
PNDD031	371.00	-45.00	360.00	7597217.000	4656917.000	1133.000
PNDD032	401.00	-45.00	360.00	7597207.000	4656807.000	1100.000
PNDD033	221.00	-50.00	360.00	7597807.000	4656910.000	1260.000
PNDD034	360.00	-60.00	360.00	7597522.000	4656988.000	1207.600
PNDD035	202.00	-60.00	360.00	7597305.000	4657105.000	1194.807
PNDD036	221.00	-60.00	360.00	7597107.000	4657157.000	1182.000
PNDD037	200.00	-45.00	360.00	7597209.712	4657110.760	1176.348
PNDD038	350.00	-45.00	360.00	7597107.000	4656907.000	1100.000
PNDD039	498.00	-60.00	360.00	7597307.000	4656860.000	1110.000
PNDD040	425.80	-60.00	360.00	7597160.000	4656538.000	1042.000
PNDD041	527.00	-60.00	340.00	7597039.000	4656505.000	1022.000
PNDD042	367.20	-45.00	360.00	7597404.464	4656870.000	1130.000
PNDD043	290.50	-60.00	360.00	7597947.000	4656626.000	1241.000

Table 1: Diamond Core Drill Collar Details, Jul 2013- Jun 2014, Plavica Gold-Copper-Silver Project.

Hole	Depth	Dip	Azm	East_GK_MIG	North_GK_MIG	RL_GK_MIG
PNRC066	200.00	-60.00	360.00	7596707.938	4657061.089	1162.306
PNRC067	200.00	-60.00	360.00	7596804.471	4657057.797	1169.513
PNRC068	98.00	-60.00	180.00	7597495.347	4656288.709	1203.915
PNRC069A	102.00	-60.00	360.00	7597492.745	4656293.530	1204.364
PNRC070	126.00	-60.00	180.00	7597592.693	4656293.650	1207.835
PNRC071	87.00	-60.00	360.00	7597592.735	4656305.536	1207.161
PNRC072	123.00	-60.00	360.00	7597707.000	4656860.000	1210.000
PNRC073	201.00	-60.00	360.00	7596607.000	4657057.000	1130.000
PNRC074	200.00	-60.00	360.00	7596707.000	4657107.000	1158.000
PNRC075	200.00	-60.00	360.00	7596807.000	4657157.000	1180.000
PNRC076	194.00	-60.00	360.00	7597107.000	4656907.000	1100.000
PNRC077A	200.00	-60.00	360.00	7597207.000	4656807.000	1100.000
PNRC078	201.00	-60.00	360.00	7596765.000	4656328.000	930.000
PNRC079	204.00	-60.00	360.00	7597077.400	4656263.500	1104.000
PNRC080	181.00	-60.00	360.00	7597095.000	4656165.000	1104.000
PNRC081	100.00	-60.00	360.00	7597013.700	4656049.100	1060.000
PNRC082	201.00	-60.00	360.00	7597060.000	4656362.000	1072.000
PNRC083	191.00	-60.00	360.00	7597230.000	4656518.000	1084.000
PNRC084	200.00	-60.00	360.00	7597079.000	4656456.000	1043.000
PNRC085	200.00	-60.00	360.00	7597322.000	4656611.000	1039.000
PNRC086	219.00	-60.00	360.00	7597007.000	4657007.000	1150.000
PNRC087	200.00	-60.00	360.00	7596607.000	4657207.000	1112.000
PNRC088	219.00	-60.00	360.00	7596707.000	4657207.000	1148.000
PNRC089	178.00	-60.00	360.00	7596807.000	4657207.000	1175.000
PNRC090	200.00	-60.00	360.00	7596907.000	4657207.000	1192.000
PNRC091	200.00	-60.00	360.00	7596907.000	4657157.000	1198.000
PNRC092	200.00	-60.00	360.00	7597007.000	4657207.000	1200.000
PNRC093	200.00	-60.00	360.00	7597000.000	4657150.000	1205.000
PNRC094	179.00	-60.00	360.00	7597107.000	4657207.000	1182.000
PNRC095	204.00	-60.00	360.00	7597010.000	4656872.000	1083.000
PNRC096	200.00	-60.00	360.00	7597707.000	4656960.000	1240.000

Table 2 : RC Drill Collar Details, Jul 2013-Jun 2014, Plavica Gold-Copper-Silver Project.

Hole	From	To	Int	Au g/t	Au gram-metres	Ag g/t	Cu%	Pb%	Zn%
PNDD002	65	82	17	1.06	18.0	2.4	0.04	0.05	0.00
PNDD002	94	140	46	0.84	38.6	1.8	0.02	0.06	0.00
PNDD002	296	304	8	0.64	5.1	6.4	0.13	0.02	0.00
PNDD003A	95	121	26	1.26	32.8	3.1	0.01	0.05	0.00
PNDD003A	124	145	21	1.82	38.2	1.8	0.00	0.06	0.00
PNDD003A	150	157	7	0.62	4.3	2.6	0.02	0.24	0.00
PNDD004	0	46	46	0.97	44.6	3.8	0.03	0.08	0.00
PNDD004	50	81	31	1.58	49.0	4.3	0.04	0.15	0.00
PNDD004	153	156	3	0.45	1.4	5.7	0.52	0.07	0.00
PNDD005	12	18	6	0.50	3.0	8.2	0.02	0.06	0.00
PNDD005	22	27	5	0.61	3.1	3.2	0.02	0.06	0.00
PNDD005	58	79	21	1.51	31.7	2.2	0.06	0.23	0.00
PNDD005	152	174	22	1.16	25.5	2.8	0.12	0.05	0.00
PNDD005	179	204	25	0.72	18.0	40.4	0.04	0.09	0.00
PNDD006	0	8	8	0.48	3.8	4.9	0.02	0.11	0.00
PNDD006	136	143	7	1.05	7.4	55.7	1.97	0.07	0.04
PNDD007	160	165	5	0.46	2.30	3.4	0.21	0.07	0.20
PNDD007	206	209	3	1.81	5.43	9.0	0.65	1.43	1.19
PNDD007	229	244	15	1.52	22.80	10.0	0.30	0.93	0.63
PNDD007	248	251	3	0.82	2.46	18.2	0.41	0.84	1.29
PNDD007	296	323	27	1.43	38.61	19.2	0.48	0.05	0.10
PNDD007	333	360	27	1.06	28.62	15.9	0.29	0.08	0.05
PNDD007	377	383	6	1.30	7.80	0.0	0.00	0.00	0.03
PNDD007	426	429	3	0.51	1.53	3.3	0.21	0.03	0.21
PNDD008	156	170	14	2.31	32.34	47.9	0.46	0.10	0.29
incl	167	168	1	21.70	21.70	145.0	0.53	0.21	0.64
PNDD008	302	305	3	1.10	3.30	70.5	0.07	3.25	0.15
PNDD009	No Significant Results								
PNDD009A	No Significant Results								
PNDD010	22	29	7	0.5	3.5	4.7	0	0.24	0.3
PNDD010	40	59	19	0.52	9.88	4.5	0	0.63	0
PNDD010	98	103	5	1.09	5.45	4.4	0	0	0
PNDD010	244	248	4	1.27	5.1	0.00	0.31	0.00	0.00
PNDD011	148	153	5	0.63	3.2	15.8	0.13	1.85	0.91
PNDD011	228	249	21	0.60	12.6	2.8	0.50	0.00	0.34
PNDD012	18	23	5	0.59	2.95	28.2	0.02	0.04	0.00
PNDD012	58	64	6	0.50	3.00	48.3	0.07	0.37	0.00
PNDD012	166	171	5	0.63	3.15	19.4	0.47	0.09	0.05
PNDD012	274	292	18	1.23	22.14	65.2	1.15	0.11	0.05
PNDD013	37	52	15	1.17	17.6	23.2	0.32	1.18	0.00
PNDD013	80	118	38	1.02	38.8	1.9	0.44	0.00	0.30
PNDD013	127	134	7	0.65	4.6	1.3	0.40	0.00	0.44
PNDD013	141	149	8	0.52	4.2	1.0	0.37	0.00	0.23
PNDD013	187	200	13	0.62	8.1	5.9	0.34	0.13	0.52
PNDD013	210	228	18	1.71	30.8	13.8	0.46	0.25	0.46
incl	224	226	2	6.03	12.1	35.0	0.56	0.19	0.63
PNDD013	245	258	13	0.51	6.6	8.3	0.34	0.37	0.41
PNDD013	298	305	7	0.90	6.3	20.4	0.31	0.33	0.23
PNDD013	323	327	4	0.62	2.5	137.3	2.34	1.71	0.95
PNDD013	335	352	17	0.68	11.6	4.9	0.49	0.15	0.38
PNDD013	376	379	3	1.41	4.2	122.7	0.57	0.39	0.40
PNDD013	391	396	5	0.47	2.4	2.0	0.21	0.00	0.13
PNDD014	16	37	21	0.42	8.8	11.7	0.00	0.00	0.00
PNDD014	50	54	4	0.44	1.8	5.0	0.00	0.12	0.00
PNDD015	30	45	15	0.80	12.0	2.7	0.01	0.08	0.00
PNDD015	69	75	6	1.03	6.2	4.7	1.07	0.06	0.02
PNDD015	346	351	5	0.57	2.9	91.2	0.37	1.87	0.95
PNDD016	29	37	8	0.50	4.00	0.0	0.02	0.06	0.00
PNDD016	45	51	6	0.53	3.18	0.0	0.02	0.08	0.00
PNDD016	57	67	10	0.57	5.70	4.2	0.00	0.23	0.00
PNDD016	103	115	12	0.78	9.36	43.1	0.05	0.10	0.00
PNDD016	271	279	8	1.06	8.48	5.0	0.25	0.00	0.00
PNDD017	179	194	15	1.87	28.05	8.6	0.25	0.22	0.06
PNDD017	304	321	17	1.19	20.23	18.2	0.80	0.04	0.08
PNDD017	405	418	13	0.75	9.75	5.3	0.23	0.05	0.03

Hole	From	To	Int	Au g/t	Au gram-metres	Ag g/t	Cu%	Pb%	Zn%
PNDD018	34	53	19	0.57	10.83	8.2	0.04	0.15	0
PNDD018	66	80	14	0.67	9.38	3.2	0.18	0.07	0.02
PNDD018	84	104	20	0.74	14.80	9.2	0.03	0.08	0
PNDD018	127	132	5	0.69	3.45	0.0	0.00	0.04	0
PNDD019	30	50	20	1.01	20.20	4.2	0.00	0.08	0
PNDD019	70	79	9	0.47	4.23	0.0	0.00	0.05	0
PNDD019	103	106	3	1.24	3.72	5.7	0.00	0.04	0
PNDD019	139	156	17	0.65	11.05	0.0	0.09	0.08	0
PNDD020	0	23	23	1.46	33.58	3.0	0.00	0.35	0
PNDD021	103	107	4	0.42	1.68	0.0	0.00	0	0.05
PNDD021	214	218	4	0.64	2.56	0.0	0.00	0.19	0
PNDD022	37	88	51	1.18	60.18	2.4	0.00	0.38	0
PNDD023	186	194	8	0.50	4.00	0.0	0.00	0.12	0.69
PNDD023	213	218	5	0.79	3.95	3.0	0.14	0.09	0.21
PNDD023	248	278	30	0.93	27.90	11.6	0.35	0.3	0.27
PNDD023	289	309	20	0.41	8.20	10.8	0.23	0.31	0.48
PNDD024	286	289	3	0.58	1.74	25.9	0.08	3.11	2.69
PNDD025	7	10	3	0.64	1.92	0.0	0.06	0.08	0.05
PNDD025	144	195	51	1.50	76.50	11.5	0.04	0.06	0
PNDD025	229	239	10	0.63	6.30	3.1	0.06	0.03	0
PNDD025	243	276	33	0.84	27.72	12.2	0.34	0.07	0
PNDD025	430	441	11	0.74	8.14	4.8	0.24	0.11	0.04
PNDD025	468	473	5	0.50	2.50	5.8	0.23	0.09	0
PNDD026	39	42	3	1.56	4.68	37.7	0.11	3.15	0
PNDD026	58	67	9	0.54	4.86	18.9	0.05	1.42	0
PNDD026	303	308	5	2.87	14.35	5.2	0.06	0	0
PNDD026	321	325	4	1.10	4.40	7.2	0.07	0	0
PNDD026	401	405	4	1.21	4.84	3.8	0.26	0	0
PNDD027	38	42	4	0.95	3.80	0.0	0.00	0.13	0
PNDD028A	140	146	6	0.70	4.20	0.0	0.00	0.04	0
PNDD029	No Significant Results								
PNDD030	2	17	15	0.78	11.70	0.0	0.00	0.05	0
PNDD030	133	141	8	0.44	3.52	13.5	0.00	0.08	0
PNDD030	184	190	6	1.77	10.62	14.8	0.39	0.03	0.03
PNDD030	250	262	12	0.63	7.56	13.1	0.07	0.09	0
PNDD030	285	289	4	0.54	2.16	0.0	0.00	0	0
PNDD031	35	43	8	0.01	0.08	6.0	0.67	0.85	0.26
PNDD031	165	168	3	0.63	1.89	14.4	1.22	0.06	0.18
PNDD032	269	285	16	1.04	16.64	16.0	0.12	0.03	0.03
PNDD032	321	325	4	0.94	3.76	7.5	0.04	0	0.03
PNDD033	0	12	12	1.26	15.12	0.0	0.04	0.09	0
PNDD034	58	68	10	0.78	7.80	0.0	0.07	0.04	0
PNDD034	74	94	20	0.90	18.00	0.0	0.15	0.03	0
PNDD036	34	106	72	1.47	105.8	23.00	0.00	0.09	0.00
PNDD036	127	137	10	1.26	12.6	6.00	0.44	0.05	0.00
PNDD036*	110	120	10	0.04	0.4	0.00	0.43	0.00	0.00
PNDD037	74	77	3	0.82	2.5	0.00	0.07	0.00	0.00
PNDD038	137	140	3	0.76	2.3	0.00	0.00	0.16	0.00
PNDD038	149	154	5	1.11	5.6	0.00	0.06	0.00	0.00
PNDD039	321	328	7	0.41	2.9	0.00	0.11	0.00	0.06
PNDD040	161	177	16	0.52	8.3	0.00	0.30	0.00	0.21
PNDD040	235	239	4	1.26	5.0	0.00	0.08	0.00	0.16
PNDD041	152	160	8	1.26	10.1	3.00	0.60	0.00	0.26
PNDD041	253	260	7	0.73	5.1	0.00	0.14	0.00	0.34
PNDD041	520	527	7	0.72	5.0	22.70	0.07	0.12	0.00
PNDD042	137	145	8	0.49	3.9	5.00	0.58	0.00	0.00
PNDD042	150	157	7	0.43	3.0	0.00	0.08	0.00	0.00
PNDD042	169	181	12	0.23	2.8	0.00	1.58	0.00	0.00
PNDD042*	162	165	3	0.93	2.8	26.30	2.22	0.21	0.00
PNDD042*	235	251	16	0.13	2.1	0.00	0.44	0.00	0.00
PNDD043	80	87	7	0.47	3.3	6.90	0.00	0.00	0.00
PNDD043	111	145	34	2.00	68.0	8.00	0.29	0.09	0.00
PNDD043	169	181	12	0.52	6.2	3.10	0.10	0.08	0.00

Table 3: Significant Drilling Results received, Jun 2013– Jul 2014, Plavica Core Drilling.
Compositing done with a 0.4 g/t Au cut-off, minimum 3m interval, maximum 1m internal waste
Results in red denote composites above 30 gram-metres. Asterisk (*) denotes a 0.3 % Copper cut-off was used.

Hole	From	To	Int	Au g/t	Au gram-metres	Ag g/t	Cu%	Pb%	Zn%
PNRC028	No Significant Results								
PNRC029	No Significant Results								
PNRC030	No Significant Results								
PNRC031	29	33	4	0.68	2.7	3.8	0.00	0.18	0.11
PNRC032	No Significant Results								
PNRC033	No Significant Results								
PNRC034	No Significant Results								
PNRC035	No Significant Results								
PNRC036	No Significant Results								
PNRC037	No Significant Results								
PNRC038	No Significant Results								
PNRC039	No Significant Results								
PNRC040	No Significant Results								
PNRC041	No Significant Results								
PNRC042	24	27	3	0.56	1.7	6.7	0.00	0.55	0.00
PNRC043	No Significant Results								
PNRC044	No Significant Results								
PNRC045	No Significant Results								
PNRC046	151	155	4	1.60	6.4	6.3	0.27	0.25	0.64
PNRC047	No Significant Results								
PNRC048	170	173	3	10.60	31.8	10.3	0.00	0.30	0.55
PNRC048	195	198	3	0.51	1.5	192.3	0.26	0.40	0.22
PNRC049	147	150	3	0.52	1.6	9.3	0.00	0.69	0.13
PNRC050*	177	180	3	0.09	0.3	9.30	0.51	0.14	0.00
PNRC051A	13	18	5	0.52	2.60	21.8	0.03	0.78	0
PNRC052	No Significant Results								
PNRC053	No Significant Results								
PNRC055	25	28	3	0.65	2.0	0.00	0.00	0.00	0.00
PNRC055	62	69	7	0.60	4.2	0.00	0.44	0.15	0.08
PNRC055	85	139	54	3.51	189.5	10.80	2.79	0.73	1.08
incl	107	119	12	12.41	148.9	21.80	3.78	1.28	1.73
PNRC055	149	156	7	0.65	4.6	23.00	0.23	0.21	0.19
PNRC055	169	173	4	0.73	2.9	10.30	0.06	0.00	0.12
PNRC056	131	145	14	0.78	10.92	7.9	0.34	0.36	0.18
PNRC057	2	14	12	1.23	14.8	12.30	0.00	1.43	0.00
PNRC057	24	63	39	2.78	108.4	34.10	0.48	1.72	0.05
PNRC057	78	86	8	0.66	5.3	5.60	0.06	0.45	0.40
PNRC057	95	102	7	0.55	3.9	9.60	0.06	0.17	0.00
PNRC058	23	53	30	0.78	23.4	6.80	0.20	0.49	0.25
PNRC058	57	81	24	1.09	26.2	1.70	0.00	0.25	0.13
PNRC059	No Significant Results								
PNRC060A	4	18	14	0.68	9.5	5.40	0.00	0.11	0.00
PNRC060A*	65	71	6	0.11	0.7	3.00	0.45	0.06	0.00

Hole	From	To	Int	Au g/t	Au gram-metres	Ag g/t	Cu%	Pb%	Zn%
PNRC061A*	38	41	3	0.18	0.5	64.70	1.67	6.91	0.25
PNRC061A*	88	92	4	0.38	1.5	1.70	0.84	0.11	0.00
PNRC062	76	79	3	0.55	1.7	14.30	0.15	0.11	0.00
PNRC062*	92	96	4	0.15	0.6	44.00	0.45	0.09	0.04
PNRC063*	38	62	24	0.25	6.0	0.00	0.45	0.11	0.11
PNRC065	86	91	5	0.16	0.8	6.20	0.31	0.00	0.00
PNRC066	130	134	4	0.66	2.6	33.60	1.34	0.43	0.20
PNRC067	No Significant Results								
PNRC071	63	83	20	0.58	11.6	0.00	0.00	0.10	0.00
PNRC072	88	93	5	1.06	5.30	38.2	0.27	0.17	0.03
PNRC072	105	122	17	1.27	21.59	43.3	0.00	0.09	0
PNRC073*	196	199	3	0.30	0.9	14.30	1.11	0.22	0.00
PNRC074	108	113	5	0.62	3.1	3.40	0.00	0.25	0.00
PNRC075*	101	148	47	0.29	13.6	31.50	1.29	0.09	0.00
PNRC076*	37	44	7	0.04	0.3	0.00	0.64	0.16	0.26
PNRC076	152	160	8	0.87	7.0	11.00	0.18	0.05	0.04
PNRC077A	63	67	4	0.51	2.04	18.9	0.16	0.93	0.71
PNRC078	120	144	24	0.74	17.8	6.30	0.33	0.09	0.00
PNRC079	1	5	4	0.68	2.7	6.30	0.00	0.14	0.00
PNRC079*	40	46	6	0.18	1.1	1.30	0.55	0.66	0.00
PNRC079*	73	82	9	0.09	0.8	0.00	0.44	0.15	0.05
PNRC079*	85	95	10	0.11	1.1	0.00	1.24	0.29	0.00
PNRC079	170	174	4	0.84	3.4	21.00	0.18	0.24	0.26
PNRC079	194	203	9	0.70	6.3	22.40	0.41	0.09	0.05
PNRC080	92	98	6	0.33	2.0	0.00	0.19	0.10	0.13
PNRC081	No Significant Results								
PNRC082	76	83	7	4.3	0.61	0.00	0.08	0.76	0.05
PNRC082	89	93	4	2.2	0.54	24.30	0.05	1.26	1.47
PNRC082	98	101	3	1.7	0.56	8.70	0.12	0.53	0.14
PNRC082	125	128	3	10.7	3.58	21.30	0.00	0.86	0.00
PNRC083	97	100	3	6.2	2.08	7.30	0.00	0.23	0.68
PNRC084	23	32	9	3.9	0.43	0.00	0.00	0.06	0.00
PNRC085*	144	147	3	0.4	0.14	5.30	0.40	0.10	0.40
PNRC085*	168	171	3	1.3	0.44	4.00	0.80	0.00	0.34
PNRC086	12	44	32	28.8	0.90	0.00	0.00	0.20	0.00
PNRC087	No Significant Results								
PNRC094	1	7	6	6.8	1.13	5.60	0.00	0.00	0.00
PNRC094	24	41	17	7.3	0.43	4.50	0.00	0.05	0.00
PNRC094	194	199	5	1.4	0.28	0.00	1.96	0.05	0.00
PNRC095	117	123	6	0.44	2.64	6.7	0.29	0.2	0.46
PNRC095	147	163	16	1.78	28.48	38.9	0.57	0.17	0.21
incl	149	150	1	19.10	19.10	132.0	3.45	1.05	1.56
PNRC095	173	201	28	1.08	30.24	20.6	0.22	0.56	0.25
PNRC096	14	48	34	1.26	42.84	4.6	0.00	0.2	0

Table 4: Significant Drilling Results received, Jun 2013– Jul 2014, Plavica RC Drilling.
Compositing done with a 0.4 g/t Au cut-off, minimum 3m interval, maximum 1m internal waste
Results in red denote composites above 30 gram-metres. Asterisk (*) denotes a 0.3 % Copper cut-off was used.

Hole	From	To	Int	Au g/t	Au gram-metres	Ag g/t	Cu%	Pb%	Zn%
MRDD003	5	17	12	0.49	5.88	0.00	0.00	0.07	0
MRDD003	43	66	23	0.88	20.24	3.3	0.00	0.09	0
MRDD003	76	83	7	1.19	8.33	8.6	0.00	0.14	0
MRDD003	87	98	11	0.81	8.91	12.1	0.06	0.07	0
MRDD003	103	107	4	0.82	3.28	0.00	0.05	0.09	0
MRDD003	113	120	7	0.97	6.79	0.00	0.03	0.1	0
MRDD003	174	182	8	0.67	5.36	0.00	0.00	0.05	0
MRDD003	203	214	11	1.09	11.99	0.00	0.00	0.09	0
MRDD003	234	251	17	1.21	20.57	3.3	0.22	0.17	0
MRDD003	307	310	3	0.52	1.56	18.3	0.73	0.07	0
MRDD004	29	39	10	0.79	7.9	0	0.03	0.07	0
MRDD004	60	68	8	0.61	4.88	0	0	0.09	0
MRDD004	120	125	5	0.72	3.6	0	0	0	0
MRDD004	140	146	6	1.23	7.38	9.5	0	0.17	0
MRDD004	204	221	17	1.05	17.85	15.1	0.03	0.19	0
MRDD004	233	237	4	0.77	3.08	8.8	0	0.41	0
MRDD004	313	322	9	0.23	2.07	20.3	0.78	0.1	0
MRDD004*	290	299	9	0.18	1.62	0	0.37	0.05	0
MRDD005	137	140	3	0.79	2.37	0	0	0.53	0
MRDD005	174	189	15	0.43	6.45	4.9	0.21	0.05	0
MRDD005	196	200	4	0.6	2.4	0	0.2	0.07	0
MRDD005	215	220	5	0.51	2.55	5.4	0.1	0	0
MRDD005	259	270	11	0.71	7.81	146.2	1.29	0.13	0.09
MRDD005	311	316	5	0.65	3.25	4.6	0.67	0	0
MRDD005	342	353	11	0.84	9.24	8.8	0.32	0.05	0
MRDD005	388	404	16	0.51	8.16	0	0.33	0	0
MRDD005	408	418	10	0.49	4.9	0	0.28	0	0
PNRC068	29	75	46	1.59	73.1	4.8	0.00	0.00	0.00
PNRC069A	0	51	51	0.79	40.29	0.0	0.00	0.15	0
PNRC069A	87	93	6	0.47	2.82	0.0	0.00	0.07	0
PNRC070	47	57	10	0.67	6.70	0.0	0.00	0.08	0
PNRC070	108	111	3	0.95	2.85	0.0	0.00	0.05	0
PNRC071	2	9	7	0.69	4.83	0.0	0.03	0.16	0
PNRC071	33	47	14	1.28	17.92	0.0	0.00	0.07	0

Table 5: Significant Drilling Results received, Jun 2013– Jul 2014, Maricanski Rid.
Compositing done with a 0.4 g/t Au cut-off, minimum 3m interval, maximum 1m internal waste
Results in red denote composites above 30 gram-metres. Asterisk (*) denotes a 0.3 % Copper cut-off was used.

Exploration Activities - Australia

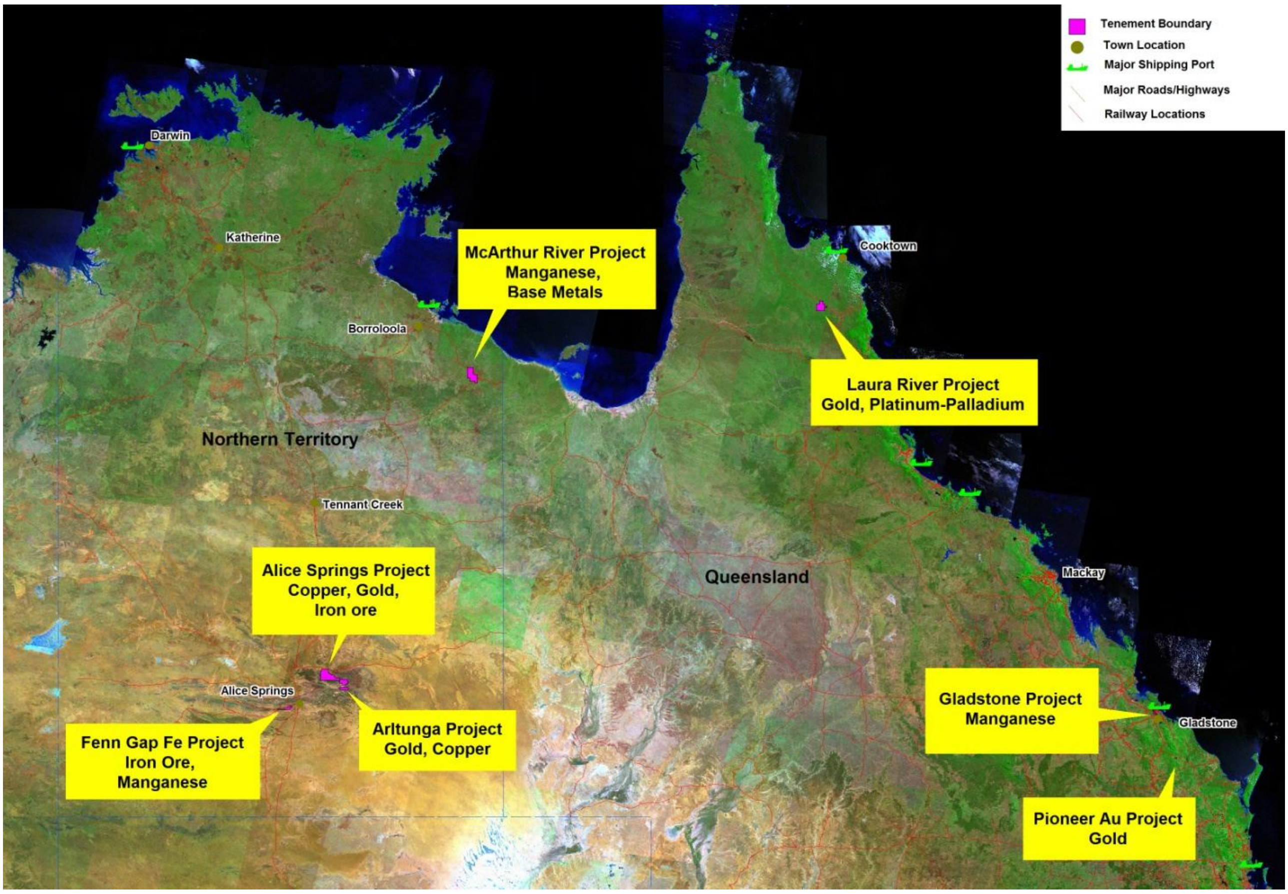

Figure 6: Location of Australian Projects.

ARLTUNGA PROJECT: Copper, Gold, (GES 100%)

The Arltunga Gold Project consists of Exploration Licence EL25238 covering 95.2 square kilometres, is located approximately 110 kilometres northeast of Alice Springs (Figure 6) in the vicinity of the Arltunga Goldfield. Thirty three historical gold mines and prospects are known in the licence area.

The Licence Renewal was approved on the 6 June 2013 for a Term of 2 years and will expire on the 7th November 2014. All 31 sub-blocks were retained.

The 7th Annual Technical Report was submitted and has been accepted as satisfactory.

A Mine Management Plan (MMP) Update was lodged on the 14th March 2014.

A CLC Sacred Site Clearance Certificate Application was lodged on the 4th February 2014.

A brief site visit was made in May 2014 to determine site access, meet landowners and check locations of previous sampling and previously planned work programs.

Further reconnaissance work with a full review of all available data is planned for the third Quarter of 2014 with the aim of defining targets for Reverse Circulation drilling in the near future.

ALICE SPRINGS PROJECT: Copper, Gold, Iron (GES 100%)

The Alice Springs Project consists of Exploration Licence EL24817 covering 372.59 square kilometres, is located approximately 110-155 kilometres northeast from Alice Springs in the Northern Territory (Figure 6).

A Licence Renewal Application was lodged on the 1st April 2014 requesting another two year period, the current licence expires on the 17th April 2014. This application is pending.

The 8th Annual Technical Report was submitted on the 17th April 2014 and has been accepted as satisfactory.

The title area remains unchanged at 118 blocks.

A Mine Management Plan (MMP) was submitted to the NT Government on the 9th December 2013 in anticipation of a drilling program in late 2014.

A CLC Sacred Site Clearance Certificate Application was lodged on the 4th February 2014.

A brief site visit was made in May 2014 to determine site access, meet landowners and check locations of previous sampling and planned work.

Further reconnaissance work is planned for Quarter 3 2014 with the aim of defining targets for Reverse Circulation drilling in the near future

GLADSTONE-MOUNT MILLER PROJECT: Manganese (GES 100%)

The Gladstone-Mount Miller Project consists of Exploration Licence (EPM15771) covering 63.93 square kilometres and Mining Lease Application (MLA80166) covering 32.24 Ha and is located approximately 15 kilometres by road from the port of Gladstone on the east coast of central Queensland (Figure 6).

The largest mine on the tenements controlled by Genesis was at Mount Miller. The mine opened in 1895 and operated intermittently until 1916 and then from 1958 to 1960. A total of 21,785 tonnes of ore was mined with a grade which ranged from 71% to 75% MnO_2.

Mount Miller Mining Lease (EA MIN201115110): Agreement was reached and signed with both Queensland Main Roads and Queensland National Railways. The Board plans to carry out the diamond drilling program in the near future.

The Licence Renewal was approved on the 7th May 2013 for a Term of 5 years and will expire on the 18th June 2017. All 21 sub-blocks were retained.

The 7th Annual Technical Report was submitted on the 26th June 2014.

Work was restricted to a brief site visit and reconnaissance of the Mt Miller Mine to determine access and locate previous drill collars. A review of data is being undertaken to confirm if more drilling is necessary and if other prospect areas on the tenement require drill testing in the near future.

PIONEER PROJECT: Gold (GES 100%)

The Pioneer Project consists of one granted Exploration Permit Mineral (EPM15619) covering 6.23 square kilometres approximately 70 kilometres by road from Bundaberg via the Bruce Highway in Queensland (Figure 6).

The project lies within the Gaeta Goldfield and has undergone previous exploration for gold, uranium and base metals, with numerous historical gold workings located throughout the area. Historical mining was primarily focused on the Pioneer Reef which was the largest producer, but mining activities also included several other reefs including Gympie, Lord Nelson, West Yorkshire and Happy Jack.

As per the conditions of the exploration permit Genesis were required to relinquish 2 sub blocks from EPM 15619. Pursuant to section 793 of the Mineral Resources Act 1989 (MRA), the relinquishment was accepted by the Department of Natural Resources and Mines Queensland on the 22nd August 2013. The tenement area has been reduced from 12.67 sq km to 6.23 sq km.

A Licence Renewal Application was lodged on the 14th April 2014 requesting another two year period. This application was approved on the 6th June 2014 with the new expiry date of the 2nd August 2016.

No work was carried out apart from a brief site visit in May 2014 to meet landowners and attempt to locate drill collars from the 1970 Queensland Department of Mines diamond drilling program. A review of all available data is underway with a view to drilling some of the old lodes in the near future.

McARTHUR RIVER PROJECT: Manganese (GES 100%)

The McArthur River project consists of Exploration Licence EL24814 covering 380.88 square kilometres and is located approximately 850 kilometres south east of Darwin in the Northern Territory and 450 kilometres north-west of Mount Isa in Queensland (Figure 6).

The project area contains the Masterton No2 manganese occurrence.

A Licence Renewal Application was lodged on the 1st April 2014 requesting another two year period, the current licence expires on the 17th April 2014. This application is pending.

The 8th Annual Technical Report was submitted on the 17th April 2014 and has been accepted as satisfactory.

The title area remains at 116 blocks.

A Mine Management Plan (MMP) Update was submitted to the NT Government on the 1st November 2013.

No work was carried out. A full review of all data available is underway to guide further exploration on the tenement.

LAURA RIVER Au-Pt PROJECT: (EMP15242) (GES:100%)

The Laura River project consists of Exploration Licence EPM15242 covering 165.35 square kilometres is centered on the Cape York Peninsular township of Laura, 210km north-west of Cairns and 88km west of Cooktown in North Queensland (Figure 6). The area is prospective for gold. Several historical alluvial workings are found in the vicinity of the Laura River and affluents.

A Licence Renewal Application was lodged on the 2nd May 2014 requesting another two year period. This application is pending.

No work was carried out.

FENN GAP Mn-Fe PROJECT: (EMP24839) (GES:100%)

The Fenn Gap project consists of one Exploration Licence EL24839 which covers a total area of 26.93 square kilometres, is located approximately 25 kilometres south west of Alice Springs in the Northern Territory (Figure 6). The project is 25 kilometres from major infrastructure such as the Stuart Highway and Alice to Adelaide Railway.

A Licence Renewal Application was lodged on the 17th April 2014 requesting another two year period, the current licence expires on the 6th May 2014. This application is pending.

The 6th Annual Technical Report was submitted on the 7th May 2014 and has been accepted as satisfactory.

Genesis were issued with a Partial Cancellation Notice (Loss of Block Penalty) for Fenn Gap on the 23rd June 2014, requesting the relinquishment of 13 sub blocks. EL24839 now comprises of 14 sub blocks covering 26.93 square kilometres.

Work was restricted to a review of previous work, a brief site visit and subsequent planning for fieldwork in the second half of 2014.

Schedule of Tenements as at 30 June 2014

PROJECT	TENEMENT NUMBER	COMMODITY	COMPANY'S BENEFICIAL INTEREST	CURRENT AREA (KM²)	CURRENT HOLDER	COUNTRY/ STATE
Alice Springs	EL24817	Copper-Iron-Gold	100%	372.59	Genesis	NT
Arltunga	EL25238	Gold-PGE	100%	95.2	Genesis	NT
Fenn Gap	EL24839	Iron-Manganese	100%	26.93	Genesis	NT
Laura River	EMP15242	Gold-PGE	100%	165.35	Genesis	QLD
Pioneer	EPM15619	Gold	100%	6.23	Genesis	QLD
McArthur River	EL24814	Manganese-Base Metals	100%	380.88	Genesis	NT
Gladstone	EPM15771	Manganese	100%	63.93	Genesis	QLD
Mt Miller	MLA80166	Manganese	100%	32.24 Ha	Genesis	QLD
Plavica & Crn Vrv	19-6077/1	Gold-Silver-Copper	62%#	26.35	Sileks AD Kratovo	Macedonia
Plavica & Crn Vrv	19-6648/1	Gold-Silver-Copper	62%*	17.41	Sileks AD Kratovo	Macedonia
Plavica & Crn Vrv	19-6082/1	Gold-Silver-Copper	62%#	26.4	Sileks AD Kratovo	Macedonia
Plavica & Crn Vrv	19-6070/1	Gold-Silver-Copper	62%#	27.61	Sileks AD Kratovo	Macedonia
Plavica & Crn Vrv	19-6083/1	Gold-Silver-Copper	62%#	28.07	Sileks AD Kratovo	Macedonia
Plavica & Crn Vrv	19-6078/1	Gold-Silver-Copper	62%#	29.11	Sileks AD Kratovo	Macedonia
Plavica & Crn Vrv	19-6081/1	Gold-Silver-Copper	62%#	29.99	Sileks AD Kratovo	Macedonia

Please note all Projects are granted for the purpose of exploration.

**The Company's level of interest is subject to meeting the conditions of the joint venture agreement with the joint venture partner, Sileks; namely If Genesis pays for all work expenditures up to the completion of the final feasibility study then the Company's participating interest shall be 62% and the participating interest of Sileks shall be 38%.*

 # Recently expired Tenement. The Company plans to re-apply for new tenements over some of these areas.

Directors' Meetings

The following table sets out the number of Directors' meetings held during the financial year and the number of meetings attended by each Director while they were a Director.

Directors' Meetings		
Directors	No of meetings eligible to attend	Attended
E. Pang	6	6
K. Lim	2	2
P. Volpe	6	6
D. Wee	6	6
J. Zee	6	5
A. Lim	6	5
J. Karajas	2	2
P. Kong	3	2

The Board has not established formal audit, nomination or remuneration committees, having regard to the size of the Company. The Board acknowledges that when the size and nature of the Company warrants the necessity of such formal committees, they will operate under various committee charters which have been approved by the Board. Presently, the Board as a whole, excluding any relevant affected director, serves as an audit, nomination and remuneration committee to the Company and accordingly operates under the relevant committee charters.

Directors' Security Holdings

The following table sets out each Director's (former and current) relevant interest in shares and options over unissued shares of the Company as at the date of this report.

Directors	Fully Paid Ordinary Shares	Options
E. Pang	3,210,000	0
P. Volpe	2,222,222	0
D. Wee	1,860,000	0
A. Lim	1,100,000	0
J. Zee	0	0
K. Lim	22,117,930	0
J. Karajas	0	0
P. Kong	1,458,750	0

Remuneration of Directors and Key Management Personnel

Information about the remuneration of directors and key management personnel is set out in the Remuneration Report of this Directors' Report.

Share based payments to Directors and Senior Management

No share based payments were granted to Directors and/ or senior management during the financial year.

Securities on issue

As at the end of the financial year on 30 June 2014, the only securities on issue in Genesis were 165,762,564 fully paid ordinary shares.

During the year, the following classes of options on issue in the Company expired, and all options belonging to those classes which were not exercised by their relevant expiry dates lapsed:

- 19,409,424 unquoted options exercisable at $0.10, expiring 4 May 2014
- 7,110,952 unquoted options exercisable at $0.10, expiring 11 May 2014

Financial Results

The loss after tax of the Company for the financial year attributable to the members of Genesis Resources Limited was $2,617,270. The loss was mainly due to professional, consultancy and administrative fees incurred during the year.

Losses per share has increased from ($1.49) cents to ($1.65) cents as at 30 June 2014. The decrease is attributable to the increase in the number of shares issued during the year.

The total assets of the entity have increased by $4,395,220 during the financial year from $9,768,306 as at 30 June 2013 to $14,163,526 at 30 June 2014, mainly as a result of capitalised exploration expenditure on the Plavica Project.

State of Affairs

Director resignations during the year

Mr John Karajas, who did not seek re-election as Director at Genesis' 2013 Annual General Meeting, ceased to be a Director upon conclusion of the AGM on 25 November 2013. On 23 October 2013, Mr Kim Heng Lim resigned as a Director; on 27 November 2013, Mr Peter Kong retired as Managing Director of the Company; and on 17 June 2014, Mr Patrick Volpe resigned as Director of Genesis.

Change of auditor

During the year on 23 January 2014, Genesis was served with notices requiring the Company to convene a general meeting to seek to remove PricewaterhouseCoopers and appoint RSM Bird Cameron Partners as the Company's auditor. A notice of meeting dated 28 January 2014 and accompanying explanatory memorandum was accordingly despatched to shareholders; the extraordinary general meeting was held on 28 February 2014 where shareholders resolved that PricewaterhouseCoopers be removed as auditor and RSM Bird Cameron Partners be appointed.

Takeover bid

On 24 January 2014, Genesis executed a Takeover Bid Implementation Deed with Blumont Group Ltd (SGX: A33/BLUM) (**Blumont**), under which Blumont proposed to make an off-market takeover bid for all the shares in Genesis. Blumont despatched a Bidder's Statement to Genesis shareholders on 26 March 2014, under which Blumont offered to acquire all Genesis shares on issue (**Offer**). By accepting the Offer, Genesis shareholders were to receive 5.3 Blumont shares for every 2 Genesis shares.

On 9 April 2014, following discussions between Genesis and Blumont about certain aspects of the Offer, and given the Board's view that it would only be appropriate to issue Genesis' Target's Statement when matters under discussion had concluded, Genesis made an application to Australian Securities and Investments Commission (**ASIC**) for relief to extend the deadline by which Genesis had to send its Target's Statement to its shareholders from 10 April 2014 to 24 April 2014. Genesis received relief from ASIC on 9 April 2014. On 22 April 2014, Blumont lodged a Second Supplementary Bidder's Statement advising of an increase to its offer consideration, such that under the varied offer, accepting Genesis shareholders will receive 9.5 Blumont shares for every 2 Genesis shares. Genesis lodged its Target's Statement with ASX and ASIC on 23 April 2014, and mailed the Target's Statement to its shareholders on the same day.

On 2 May 2014, 6 June 2014 and after the financial year on 23 July 2014 and 18 August 2014, Blumont lodged a Second, Third, Fourth, Fifth and Sixth Supplementary Bidder's Statement respectively with ASIC.

Capital Raisings

- On 16 July 2013, the Company entered into a capital raising mandate with a lead manager Rich Asia Ventures Ltd, in relation to a capital raising of approximately $1.9 million to be undertaken by way of two share placements to sophisticated investors. Under the terms of the capital raising mandate, the lead manager agreed to assist the Company in raising approximately $1.9 million through two placements of up to a total of 20,997,685 shares in Genesis at a minimum offer price of $0.09. The first placement was completed on 15 July 2013, under which the Company placed 13,998,290 ordinary shares to a strategic investor, raising $1,259,846 in the process.

- On 29 January 2014, Genesis raised $1,000,000 through a placement of 11,764,706 ordinary shares at an issue price of $0.085 per share.

- On 25 February 2014 and 11 April 2014 respectively, Genesis issued 5,000 and 10,000 ordinary shares upon the exercise of options; the exercise price per option was $0.10.

Loan Facilities

- On 19 September 2013, the Company secured a $3 million loan facility which provides the Company with immediate access to funds upon draw down as and when required. The Company has drawn down $2.4 million under this facility as at 30 June 2014. The interest rate is 8% per annum and may be converted into equity if mutually agreed upon between the Company and the lender. On 28 April 2014, Genesis (with the consent of Blumont) entered into a deed of variation with its lender to vary the terms of the parties' existing loan facility agreement. Pursuant to the varied agreement, the lender increased the limit under the existing loan facility provided to Genesis from $3 million to $7 million.

- On 24 October 2013, the Company secured a $2,000,000 loan which was drawdown 30 October 2013. The repayment date is one year from the drawdown date. The interest rate is 10% per annum and may be converted into equity if mutually agreed upon between the Company and the lender.

No changes in state of affairs of the Company

In the opinion of the Directors there were no significant changes in the state of affairs of the Company that occurred during the financial year under review not otherwise disclosed in this report or the accompanying financial report.

Key Business Strategies for FY2015

In the 2015 financial year, the Company intends to continue its strategy of exploring its tenements in Macedonia and Australia, assessing the resource potential of any significant mineralisation and undertaking feasibility studies to evaluate the development potential of key projects, with a continued focus on its Plavica Project in Macedonia.

Strategies for Plavica Project

As announced to the market on 28 August 2014, Genesis and its Macedonia-based joint venture partner RIK Sileks AD Kratovo (**Sileks**) have now jointly incorporated a company in Macedonia, Silgen Resources International Ltd, Kratovo (**JV Company**), which is 62% owned by Genesis and 38% owned by Sileks' nominee. Following the parties' incorporation of the JV Company, Sileks transferred the ownership of all assets it held in respect of the Plavica tenement (including the concession licence, all exploration results, associated data and the Government-mandated final feasibility study reports completed by Genesis) to the JV Company. The Government-mandated final feasibility study reports for the Plavica tenement have been submitted to the Macedonian Ministry of Economy by the JV Company. The JV Company has also submitted an application for a 30 years exploitation (mining) licence for the Plavica tenement to the Ministry of Economy; the area covered by the application totals 16.85 km^2.

The Company and Sileks reasonably believe that the JV Company's pending application for the exploitation licence will be granted shortly, after the exploitation licence is granted, Genesis intends to focus its resources during the 2015 financial year and beyond on undertaking infill and extensional drilling and completing a feasibility study in respect of the exploitation licence area (as required to obtain funding for mine development). Genesis will aim, with infill drilling, to deliver a resource in the 'indicated' category, and with extensional drilling, to increase the total resource of Plavica, which is still open along strike as well as test Maricanski Rid (46m @ 1.59 g/t Au) located 800m south of Plavica, and a number of other targets. These objectives are consistent with Genesis' obligations under its joint venture agreement with Sileks, and once achieved, will enable Genesis and its joint venture partner to assess viability to develop a mine site at Plavica. Genesis expects to complete the proposed infill and extensional drilling and the feasibility study within 2.5 years of the JV Company being granted the exploitation licence, and has agreed to commit up to US$7.5m for such activities.

During the 2015 financial year, the Company will also assess the areas over the other six recently expired tenements, which form part of the Plavica Project, to determine the best areas over which to submit applications for new exploration concession licences. Once this has been determined, it is intended that applications for new exploration concession licences will be submitted in the 2015 financial year. The recently expired six tenements are green field projects, and as announced by the Company on 28 August 2014, instead of seeking to extend the terms of these concession licences as the joint venture parties initially intended, which extensions would only be granted for a maximum of two years, it was determined that it would be more appropriate to re-apply for new concession licences over the relevant areas. This will enable the parties to benefit from recent changes to Macedonian law which entitle holders of newly granted concession licences to conduct exploration over a period of up to six years.

Strategies for Australian Projects

With respect to its Australian projects, the Company intends to refine targets for drilling over a number of tenement areas and drill these during the 2015 field season. Field checking of geophysical and geochemical anomalies and geological mapping is currently being undertaken over a number of these projects

Key Business Risks

A number of specific risk factors that may impact the business strategies, future performance and financial position of Genesis and its controlled entities are described below. It is not possible to identify every risk that could affect Genesis' business, and whilst Genesis implements risk mitigation measures to the extent possible, actions taken by Genesis to mitigate the risks described below cannot provide absolute assurance that a risk will not materialise.

(a) **Plavica Project interest** – The JV Company has now submitted an application for a 30 years exploitation (mining) licence for the Plavica tenement to the Ministry of Economy; the area covered by the application totals 16.85 km^2. Whilst there is a risk that this application will not be successful and the exploitation licence will not be granted, Genesis and Sileks have no reason to believe that the JV Company's application for the exploitation licence will not be successful. In addition, with respect to the other six recently expired tenements, Genesis is currently reviewing recent mapping over these areas to determine the best areas over which to submit applications for new exploration concession licences. Once a determination has been made, it is intended that applications for new exploration concession licences will be submitted in the 2015 financial year. There is no guarantee that these applications will be successful. If the applications are successful, however, the parties will benefit from recent changes to Macedonian law which entitle holders of newly granted concession licences to conduct exploration over a period of up to six years.

(b) **Additional requirements for capital/going concern** – The Company will require further financing, in particular to advance the Plavica Project, further explore the Company's Australian projects, obtain a feasibility study for the Plavica tenement and repay loans. In particular, assuming that the 30 year exploitation (mining) licence for the Plavica tenement is granted to the JV Company, the Company will need to obtain further funding to meet its obligations under its joint venture agreement with Sileks to undertake infill and extensional drilling and complete a feasibility study in respect of the exploitation licence area (as required to obtain funding for mine development). Genesis expects to complete the proposed infill and extensional drilling and the feasibility study within 2.5 years of the JV Company being granted the exploitation licence, and has agreed to commit up to US$7.5m for such activities. In order to secure the performance of Genesis' obligations to complete and pay for the proposed infill and extensional drilling and the feasibility study within 2.5 years, Genesis has granted a security interest over its shares in the JV Company in favour of Sileks. This security interest will only be discharged when Genesis completes and pays for the proposed infill and extensional drilling and feasibility study. If the Company is unable to obtain additional financing as needed and is consequently unable to complete the drilling required and a feasibility study for the Plavica tenement, the Company's joint venture partner Sileks may exercise its right to obtain a transfer of Genesis' shares in the JV Company to Sileks. In the event that this occurs, Genesis will lose its interest in the Plavica tenement and the exploitation licence over it. Whilst the current climate for capital raising is challenging, the Company has previously been successful in raising both equity and debt capital to fund its activities. The Directors continue to be confident in the Company's ability to raise funds as and when the need arises. However, the existence of these material uncertainties do give rise to significant doubt as to whether the Company can continue as a going concern (see Note 1(b) to the financial statements).

(c) **Title risks and Native Title –** The Company's key project, Plavica Project, is located in Macedonia. Interests in tenements in Macedonia are governed by legislation and are evidenced by the granting of concession licences. Genesis also has an interest in several Australian exploration tenements. These are primarily governed by State-based legislation and are evidenced by the granting of exploration licences. Each exploration licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Genesis may lose title to its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. It is also possible that, in relation to tenements which Genesis has an interest in or will in the future acquire such an interest, there may be areas over which legitimate native title rights exist. If native title rights do exist, the ability of Genesis to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the

exploration phase to the development and mining phases of operations, may be adversely affected. The Directors will closely monitor the potential effect of native title claims involving tenements in which Genesis has or may have an interest.

(d) **Sovereign risk –** Genesis' exploration activities are carried out in Australia and Macedonia. As a result, Genesis is subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes of law affecting foreign ownership, currency fluctuations, royalties and tax increases in that country. Other potential issues contributing to uncertainty such as repatriation of income, exploration licensing, environmental protection and government control over mineral properties should also be considered. Potential risk to Genesis' activities may occur if there are changes to the political, legal and fiscal systems which might affect the ownership and operation of Genesis' interests in Macedonia. This may also include changes in exchange control systems, expropriation of mining rights, changes in government and in legislative and regulatory regimes.

(e) **Joint Ventures –** The Plavica Project is being developed through a joint venture relationship. In addition, Genesis may wish to develop its other projects or its future projects through joint venture arrangements. Any joint ventures entered into by, or interests in joint ventures assigned to, Genesis could be affected by the failure or default of any of the joint venture participants (including Genesis).

(f) **Resource and Reserve estimates –** There is a risk that the mineral resources and ore reserves of Genesis, which are estimated and published on a regular basis by Genesis in accordance with ASX Listing Rules and the JORC Code, are incorrect. If those estimates are materially in excess of the recoverable mineral content of the tenements, the production and financial performance of Genesis would be adversely affected.

(g) **Discovery risk –** Any discovery by Genesis may not be commercially viable or recoverable: that is no resources within the meaning of the JORC Code may be able to be established and it may be that consequently no reserves can be established.

(h) **Operating risk –** The nature of exploration, mining and mineral processing involves hazards which could result in Genesis incurring uninsured losses and liabilities to third parties, for example arising from pollution, environmental damage or other damage, injury or death. These could include rock falls, flooding, unfavourable ground conditions or seismic activity, ore grades being lower than expected and the physical or metallurgical characteristics of the ore being less amenable to mining or treatment than expected.

Events Subsequent to Balance Date

Plavica update

Subsequent to the end of the financial year on 28 August 2014, the Company reported a number of positive and significant updates in relation to its Plavica Project in Macedonia, a summary of which is provided below.

- ***Incorporation of joint venture entity:*** Genesis and its Macedonia-based joint venture partner Sileks have now jointly incorporated the JV Company in Macedonia, Silgen Resources International Ltd, Kratovo, which is 62% owned by Genesis and 38% owned by Sileks' nominee.

- ***Completion and submission of government mandated final feasibility study***: As announced to the market, Genesis previously engaged consultants in Macedonia to complete, in respect of the main Plavica tenement, a final feasibility study in accordance with the requirements of the Macedonian Government. The submission of the Government-mandated final feasibility study reports is a pre-requisite to the application for an exploitation (mining) licence for the Plavica tenement. This study has been completed by Genesis and submitted to Sileks. Following the parties' incorporation of the JV Company, Sileks transferred the ownership of all assets it held in respect of the Plavica tenement (including the concession licence, all exploration results, associated data and the Government-mandated final feasibility study reports) to the JV Company. The Directors confirm that the Government-mandated final feasibility study reports for the Plavica tenement have been submitted to the Macedonian Ministry of Economy by the JV Company.

- ***Application of exploitation (mining) licence for Plavica tenement:*** The JV Company has now submitted an application for a 30 years exploitation (mining) licence for the Plavica tenement to the Ministry of Economy (Licence); the area covered by the application totals 16.85 km^2. Genesis and Sileks have no reason to believe that the JV Company's application for the 30 years exploitation Licence will not be granted. As a result of the developments described above, Genesis now has a direct 62% ownership of the JV Company (subject to the encumbrance described below) which in turn owns all assets in respect of the Plavica tenement, including the Licence when granted. After the Licence is granted, Genesis remains responsible under the terms of the JV Agreement for undertaking infill and extensional drilling and completing a feasibility study in respect of the Licence area (as required to obtain funding for mine development), and the costs of those activities. The infill drilling will aim to deliver a resource in the 'indicated' category, and the extensional drilling will aim to increase the

total resource of Plavica, which is still open along strike as well as test Maricanski Rid (46m @ 1.59 g/t Au) located 800m south of Plavica, and a number of other targets. Genesis expects to complete the proposed infill and extensional drilling and the feasibility study within 2.5 years of the JV Company being granted the Licence, and has agreed to commit up to US$7.5m for such activities. In order to secure the performance of Genesis' obligations to complete and pay for the proposed infill and extensional drilling and the feasibility study within 2.5 years, Genesis has granted a security interest over its shares in the JV Company in favour of Sileks. This security interest will be discharged when Genesis completes the proposed infill and extensional drilling and feasibility study.

- ***Remaining six tenements:*** The remaining six tenements are green field projects. These six exploration tenements have recently expired. Instead of seeking to extend the terms of these concession licences as the parties initially intended, which extensions would only be granted for a maximum of two years, it was determined that it would be more appropriate to re-apply for new concession licences over the relevant areas. This will enable the parties to benefit from recent changes to Macedonian law which entitle holders of newly granted concession licences to conduct exploration over a period of up to six years. Genesis is currently reviewing recent mapping over the relevant areas to determine the best areas over which to submit applications for exploration concession licences.

Capital Raising

On 19 September 2014, the consolidated entity announced that it had raised $1,243,219 pursuant to its completion of a placement of 24,864,384 ordinary shares to a sophisticated investor.

No other events

Other than the developments in respect of the Plavica Project and the capital raising outlined above, in the interval between the end of the financial year and the date of this report, no item, transaction or event of a material and unusual nature has arisen that is likely, in the opinion of the Directors, to affect significantly, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Environmental Regulation and Performance

The Company's operations are subject to significant environmental regulations under Commonwealth or State legislation. However, the Directors believe that the Company has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Company.

Dividends

No dividends have been declared by the Directors for this financial year.

Indemnification and Insurance of Officers

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company, the Company Secretary and all executive officers of the Company and of any related body corporate against a liability incurred as a Director, Secretary or executive officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as an officer or auditor.

The insurance premiums relate to:

- Cost and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever their outcome; and

- Other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.

This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the company.

Auditor Independence and Non-Audit Services

The auditor's independence declaration is included on page 38 of this Annual Report.

Non-Audit Services

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in Note 10 to the financial statements.

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are of the opinion that the services as disclosed in Note 9 to the financial statements do not compromise the external auditor's independence for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and

- The nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110. Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Proceedings on Behalf of the Company

No person has applied for leave of a Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

Remuneration Committee

The Board has not established a formal remuneration committee, having regard to the size of the Company and its operations. The Board acknowledges that when the size and nature of the Company warrants the necessity of a formal remuneration committee, such a committee will operate under the remuneration committee charter which has been approved by the Board. The remuneration committee charter may be viewed on the Company's website.

Presently, the Board as a whole, excluding any relevant affected director, serves as a nomination committee to the Company and accordingly operates under the remuneration committee charter.

Competent Person

The information in this report that relates to Exploration Targets, Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by James Patterson, a Competent Person who is a Member of the Australian Institute of Geoscientists.

James Patterson is a full-time employee of Genesis. James Patterson has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. James Patterson consents to the inclusion in the report of the matters based on his information in the form and context of which it appears.

REMUNERATION REPORT (AUDITED)

This Remuneration Report, which forms part of the Directors' Report, sets out information about the remuneration of Genesis Resources Limited's directors and its key management personnel for the financial year ended 30 June 2014. The prescribed details for each person covered by this report are detailed below under the following headings:

- director and key management personnel details
- remuneration policy
- relationship between the remuneration policy and company performance
- remuneration of directors and senior management
- key terms of employment contracts.

Director Details

The Directors in office at any time during or since the end of the year to the date of this report are:

Current Directors

EDDIE LUNG YIU PANG	Non-Executive Chairman, 6 Mar 2009 – 30 Nov 2013 Executive Chairman, 1 Dec 2013 – present
ALEX HOOI-KIANG LIM	Non-Executive Director, 26 Nov 2012 – present
DERIC KOK BIN WEE	Non-Executive Director, 11 Dec 2009 – 26 Nov 2012, and 16 Jan 2013 - present
JOHN YONG TEAK ZEE	Non-Executive Director, 11 May 2012 – 26 Nov 2012, and 16 Jan 2013 - present

Former Directors

PATRICK JOHN VOLPE	Non-Executive Director, 11 May 2012 – 26 Nov 2012, and 16 Jan 2013 – 17 Jun 2014
KIM HENG LIM	Non-Executive Director, 26 Mar 2013 – 23 Oct 2013
JOHN KARAJAS	Non-Executive Director, 22 Oct 2012 – 26 Nov 2012, and 16 Jan 2013 – 25 Nov 2013
PETER POK SENG KONG	Managing Director from 11 May 2012 to 27 Nov 2013

Remuneration Policy

The Company's remuneration policy is based on the following principles:

- Providing competitive rewards to attract high quality executives;
- Providing where applicable an equity incentive for senior executives that will provide an incentive to executives to align their interests with those of the Company and its shareholders; and
- Ensure that rewards are referenced to relevant employment market conditions.

Remuneration packages contain the following key elements:

- Primary benefits – salary/fees;
- Benefits, including the provision of motor vehicles and superannuation; and
- Incentive schemes.

In accordance with best practice corporate governance, the structure of Non-Executive Directors and key management personnel remuneration is separate and distinct.

The Board's approach to executive remuneration has always been to balance fair remuneration for skills and expertise with a risk and reward framework that supports long-term growth of Genesis. The Board seeks to set remuneration at a level which provides the Company with the ability to attract and retain directors of relevant experience and skill, whilst incurring costs which are acceptable to shareholders, particularly with regard to Genesis' financial position.

The Directors consider Genesis' remuneration practices during FY2014 to be conservative and appropriate, particularly given the broad range of responsibilities undertaken by all directors (in addition to their standard scope of duties) in the absence of a large management team.

Remuneration of Non-Executive Directors

The Company's Constitution provides that Non-Executive Directors may collectively be paid from an aggregate maximum sum out of the funds of Genesis Resources Limited as remuneration for their services as Directors to be fixed by way of an ordinary resolution of shareholders. This maximum sum is currently fixed at $300,000. The Company's Constitution and the Australian Securities Exchange Listing Rules specify that the aggregate remuneration amount can only be increased by the passing of an ordinary resolution of shareholders.

Each Non-Executive Director receives a fee for being a Director of the Company and does not participate in performance based remuneration. Non-Executive Directors are encouraged to hold shares in the Company (purchased by the Director on-market). It is considered good governance for Directors to have a stake in the Company.

Retirement Benefits

Consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations which state that non-executive directors should not be provided with retirement benefits other than statutory superannuation, the Company does not provide retirement benefits to its Non-Executive Directors.

Relationship between the Remuneration Policy and Company Performances

The tables below set out summary information about the entity's earnings and movements in shareholder wealth for the five years to June 2014:

Financial Year Ending 30 June	2014	2013	2012	2011	2010
Other income ($)	**2,726**	276	447,313	219,436	771,521
NPAT ($)	**(2,617,270)**	(1,795,065)	(935,312)	(562,052)	(112,530)
Share price at end of year	**0.08**	0.09	0.06	0.11	0.18
Basic EPS (cents per share)	**(1.65)**	(1.49)	(1.64)	(1.06)	0.24

Remuneration of Directors and Key Management Personnel

The following table discloses the remuneration of the current and former Directors and key management personnel of the Company:

	Short Term Benefits	Post Employment		Total
2014 Directors	**Salary & Fees ($)**	**Superannuation ($)**	**Termination Benefit ($)**	**($)**
Current Executive Directors				
E. Pang (Executive Chairman)	130,000	12,025	-	142,025
Current Non- Executive Directors				
A. Lim	40,000	-	-	40,000
D. Wee	40,000	-	-	40,000
J. Zee	40,000	-	-	40,000
Former Directors and Executives				
K. Lim	12,258	-	-	12,258
J. Karajas	16,111	-	-	16,111
P. Kong (Managing Director)	98,000	9,065	-	107,065
P. Volpe	38,555	-	-	38,555
Total	**414,924**	**21,090**	**-**	**436,014**

	Short Term Benefits	Post Employment		Total
2013 Directors	**Salary & Fees ($)**	**Superannuation ($)**	**Termination Benefit ($)**	**($)**
Current Executive Directors				
E. Pang (Chairman)	75,000	5,400	-	80,400

Current Non- Executive Directors				
A. Lim	25,889	-	-	25,889
D. Wee	39,676	-	-	39,676
J. Zee	39,676	-	-	39,676
Former Directors and Executives				
J. Parker	3,699	-	-	3,699
K. Lim	10,752	-	-	10,752
J. Karajas	24,352	-	-	24,352
P. Kong (Managing Director)	230,000	19,350	-	249,350
P. Volpe	39,676	-	-	39,676
Total	**488,720**	**24,750**	**-**	**513,470**

Key Management Personnel Disclosures are provided in Note 23.

Auditor

RSM Bird Cameron Partners was appointed as the Company's auditor on 28 February 2014 and continues in office in accordance with section 327 of the *Corporations Act* 2001 (Cth).

Directors' Resolution

This Directors' Report, incorporating the Remuneration Report, is signed in accordance with a resolution of the Directors made pursuant to section 298(2) of the *Corporations Act 2001*.

On behalf of the Directors

Eddie Pang
Executive Chairman
23 September 2014

CORPORATE GOVERNANCE STATEMENT

This statement sets out the corporate governance practices that were in operation throughout the 2014 financial year for Genesis and its controlled entities and includes a summary of how the Group complies with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations with 2010 Amendments, 2nd Edition.

The various charters and policies are all available on the Company's web site: www.genesisresourcesltd.com.au.

	ASX Principle	Status	Reference / Comment
Principle 1 – Lay solid foundations for management and oversight *Companies should establish and disclose the respective roles and responsibilities of board and management.*			
1.1	**Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.**	Complying	The Board has adopted a Board charter which discloses the specific responsibilities of the Board and establishes the Board's relationship with management. The primary role of the Board is the protection and enhancement of long term shareholder value. Its responsibilities include the overall strategic direction of the Company, establishing goals for management and monitoring the achievement of these goals. The functions and responsibilities of the Board and management are consistent with ASX Principle 1. A copy of the Board Charter is posted on the Company's website. Each director is given a letter upon his or her appointment which outlines the director's duties. The Company has in place systems designed to fairly review and actively encourage enhanced Board and management effectiveness. The Board takes responsibility for evaluating the Board's performance and the Company's key executives annually.
1.2	**Companies should disclose the process for evaluating the performance of senior executives.**	Complying	The Board and the Executive Chairman monitor the performance of senior management, including measuring actual performance against planned performance. The Board also reviews the Executive Chairman's performance annually.
1.3	**Companies should provide the information indicated in the Guide to reporting on Principle 1.**	Complying	A copy of the Company's Board Charter is available on the Company's website in a clearly marked Corporate Governance section. A performance evaluation for senior executives has taken place in the reporting period.
Principle 2 – Structure the Board to add value *Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.*			
2.1	**A majority of the board members should be independent.**	Complying	The Board currently comprises four directors, of which 3 are non-executive and independent. The Directors considered by the Board to constitute independent Directors are the Non-Executive Directors Mr Alex Lim, Mr Deric Wee and Mr John Zee. The test to determine independence which is used by the Company is whether a Director is independent of management and any business or other relationship with the Company that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of their unfettered and independent judgement.

ASX Principle		Status	Reference / Comment
			Directors may seek independent professional advice, at the Company's expense, on any matter connected with the discharge of their responsibilities, provided the advice, together with a copy of the letter of instructions, is provided to the Board. Non-Executive directors confer without management on a regular basis as and if required.
2.2	**The chair should be an independent director.**	Non-Complying	The Chairman, Mr Eddie Pang has been Chairman of the Company since March 2009 and was independent since the date of his appointment till his transition into Executive Chairman on 1 December 2013, following the retirement of the Managing Director. The appointment of Mr Pang as an executive was considered to be appropriate in the absence of other senior executives to manage the day to day affairs of the Company. With regard to the size of the Company and the stage of its operations, the Board considers that the appointment of a separate executive at this stage will not be conducive to its priority of conserving Genesis' cash resources. The Company will, on a continuing basis and with reference to the Company's cash flow position, re-assess the requirement to appoint an executive to allow Mr Eddie Pang to re-transition into a non-executive role. The Chairman leads the Board and is responsible for the efficient organisation and conduct of the Board's functions.
2.3	**The roles of the chair and the chief executive officer should not be exercised by the same individual.**	Non-Complying	As the key executive personnel of the Company, Mr Eddie Pang, who is also the Chairman of Genesis, performs the role and functions equivalent to that of a CEO.
2.4	**The board should establish a nomination committee.**	Non-Complying	The Board has not established a formal nomination committee, having regard to the size of the Company. The Board acknowledges that when the size and nature of the Company warrants the necessity of a formal nomination committee, such a committee will operate under a nomination committee charter which will be approved by the Board. Presently, the Board, as a whole, serves as a nomination committee to the Company. Where necessary, the Board seeks advice of external advisers in connection with the suitability of applicants for Board membership.
2.5	**Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.**	Complying	The Board conducts an informal annual performance review of itself that compares the performance of the Board with the requirements of the Board Charter, critically reviews the mix of the Board and suggests and amendments to the Board Charter as are deemed necessary or appropriate.

ASX Principle		Status	Reference / Comment
2.6	**Companies should provide the information indicated in the Guide to reporting on Principle 2.**	Complying	The following information is set out in the Company's annual report: ▪ the skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report; ▪ the directors considered by the Board to constitute independent directors and the Company's materiality threshold; ▪ the existence of any of the relationships which may affect independence and an explanation of why the board considers a director to be independent notwithstanding the existence of these relationships; ▪ a statement regarding directors' ability to take independent professional advice at the expense of the Company; ▪ a statement as to the mix of skills and diversity for which the board of directors is looking to achieve in membership of the Board; ▪ The term of office held by each director in office at the date of the report. ▪ The names of members of the Company's committees and their attendance at committee meetings. ▪ whether a performance evaluation for the board, its committees and directors has taken place in the reporting period and whether it was in accordance with the process disclosed; ▪ an explanation of any departures from Recommendations 2.1, 2.2, 2.3, 2.4, 2.5 or 2.6. The following material is publicly available on the Company's website in a clearly marked Corporate Governance section: ▪ a description of the procedure for the selection and appointment of new directors and the re-election of incumbent directors; ▪ the Board's policy for the nomination and appointment of directors.
Principle 3 – Promote ethical and responsible decision-making *Companies should actively promote ethical and responsible decision-making*			
3.1	**Companies should establish a code of conduct and disclose the code as to:** • **The practices necessary to maintain confidence in the company's integrity.** • **The practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders.** **The responsibility and accountability of individuals for reporting and investigating reports of unethical practices.**	Complying	The Company has formulated a corporate code of conduct which provides a framework for decisions and actions in relation to ethical conduct in employment. The corporate code of conduct may be viewed on the Company's website.

	ASX Principle	Status	Reference / Comment
3.2	**Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity for the board to assess annually both the objectives and progress in achieving them.**	Non-Complying	The Board has contemplated the necessity of implementing a diversity policy. Noting the small size of the Company and the few employees that the Company has, the Board has resolved to depart from the recommendations by not implementing a gender diversity policy. Nonetheless, the Company is committed to the principles of employing people with a broad range of experiences, skills and views. All executives, managers and employees are responsible for promoting workforce diversity.
3.3	**Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.**	Non-Complying	The Board has not implemented a diversity policy and is of the view that due to the relatively few employees that the Company has, the recommendation is inappropriate to the Company's particular circumstances. Whilst the Company has not set formal measurable objectives for achieving gender diversity, the Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.
3.4	**Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in senior executive positions and women on the board.**	Complying	The Group as at 30 June 2014 employs 17 employees, of which 6 are female. In addition, the Group employs 17 subcontractors, of which 5 are females. The Company has two female contractors in senior positions being the Company Secretary and the Chief Financial Officer. There are presently no women on the Board.
3.5	**Companies should provide the information indicated in the Guide to reporting on Principle 3.**	Complying	The Company's Code of Conduct and Share Trading Policy is available on its website in a clearly marked Corporate Governance section. The Company does not have a gender diversity policy.

Principle 4 – Safeguard integrity in financial reporting

Companies should have a structure to independently verify and safeguard the integrity of their financial reporting.

4.1	**The board should establish an audit committee.**	Non-Complying	The Board has not established a formal audit committee, having regard to the size of the Company. The Board acknowledges that when the size and nature of the Company warrants the necessity of an audit committee, such a committee will operate under the audit and risk committee charter which has been approved by the Board. The audit and risk committee charter may be viewed on the Company's website. Presently, the Board, as a whole, serves as an audit committee to the Company and accordingly operates under the audit and risk committee charter, and will continue to do so until a formal audit committee has been established.
4.2	**The audit committee should be structured so that it:** • **Consists only of non-executive directors.** • **Consists of a majority of independent directors.** • **Is chaired by an independent chair, who is not chair of the board;** • **has at least three members.**	Part-Complying	Whilst the Board has not established a formal audit committee, the Board has adopted an audit and risk committee charter which complies with recommendation 4.2. At such time that an audit and risk committee is established, that committee will operate under the audit and risk committee charter which has been approved by the Board

ASX Principle		Status	Reference / Comment
4.3	**The audit committee should have a formal charter.**	Complying	An audit and risk committee charter has been established and approved by the Board. When the size and nature of the Company warrants the necessity of an audit committee, such a committee will operate under the audit and risk committee charter.
4.4	**Companies should provide the information indicated in the Guide to reporting on Principle 4.**	Complying	The Company will continue to explain any departures from Principle 4 in its future annual reports.

Principle 5 – Make timely and balanced disclosure

Companies should promote timely and balanced disclosure of all material matters concerning the company.

5.1	**Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.**	Complying	The Company has a documented continuous disclosure policy which has established procedures designed to ensure compliance with Australian Securities Exchange Listing Rule disclosure requirements and to ensure accountability at Board level for that compliance. The Company Secretary is responsible for all communications with the Australian Securities Exchange. The continuous disclosure policy may be viewed on the Company's website.
5.2	**Companies should provide the information indicated in the Guide to reporting on Principle 5.**	Complying	The Company's Market Disclosure & Shareholder Communication Policy is posted on the Company's website in a clearly marked Corporate Governance section.

Principle 6 – Respect the rights of shareholders

Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.

6.1	**Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.**	Complying	The Board has established a shareholder communications strategy policy, which aims to ensure that shareholders are informed of all major developments affecting the Company's state of affairs. The shareholder communications policy may be viewed on the Company's website. In particular, the Board informs shareholders of all major developments affecting the Company's state of affairs as follows: ▪ The annual report is distributed to all shareholders, including relevant information about the operations of the Company during the year and changes in the state of affairs. ▪ The half-yearly report to the Australian Securities Exchange contains summarised financial information and a review of the operations of the Company during the period. ▪ All major announcements are lodged with the Australian Securities Exchange, and posted on the Company's website. ▪ Proposed major changes in Company which may impact on share ownership rights are submitted to a vote of shareholders. ▪ The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the consolidated entity's strategy and goals. ▪ The Company's auditor attends the Annual General Meeting.

	ASX Principle	Status	Reference / Comment
6.2	**Companies should provide the information indicated in the Guide to reporting on Principle 6.**	Complying	The Company explains any departures from Principle 6 in its annual reports. The Company's Market Disclosure & Shareholder Communication Policy is posted on the Company's website in a clearly marked Corporate Governance section.

Principle 7 – Recognise and manage risk

Companies should establish a sound system of risk oversight and management and internal control.

7.1	**Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.**	Complying	The Board has established a risk management policy, under which the Board has the responsibility of determining the Company's "risk profile" and is charged with overseeing and approving risk management strategy and policies, internal compliance and internal control. The risk management policy may be viewed on the Company's website.
7.2	**The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.**	Complying	The Board has completed a risk assessment review of the Company's major business units, organisational structure and accounting controls and processes. The Board has considered the results of the risk assessment and is confident that the Company's instituted risk management and internal control systems are sufficiently adequate to effectively mitigate and control the material business risks faced by the Company.
7.3	**The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.**	Complying	The Chief Executive Officer (in Genesis' case, the Executive Chairman) and Chief Financial Officer are required to state to the Board in writing that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

	ASX Principle	Status	Reference / Comment
7.4	**Companies should provide the information indicated in the Guide to reporting on Principle 7.**	Complying	The following material is included in the corporate governance statement in the Company's Annual Reports: • explanation of any departures from Recommendations 7.1, 7.2, 7.3 or 7.4. • whether the Board has received the report from management under Recommendation 7.2 • whether the Board has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) under Recommendation 7.3. A summary of the Company's policies on risk oversight and management of material business risks is either currently, or will shortly be, publicly available on the Company's website in a clearly marked corporate governance section:

Principle 8 – Remunerate fairly and responsibly

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

8.1	**The board should establish a remuneration committee.**	Non-Complying	The Board has not established a formal remuneration committee, having regard to the size of the Company and the Board. The Board acknowledges that when the size and nature of the Company warrants the necessity of a formal remuneration committee, such a committee will operate under the remuneration committee charter which has been approved by the Board. The remuneration committee charter may be viewed on the Company's website. Presently, the Board as a whole, excluding any relevant affected director, serves as a remuneration committee to the Company and accordingly operates under the remuneration committee charter.
8.2	**The remuneration committee should be structured so that it:** • **consists of a majority of independent directors** • **is chaired by an independent chair** • **has at least three members.**	Part-Complying	Whilst the Board has not established a formal remuneration committee, the Board has adopted a remuneration committee charter which complies with recommendation 8.2. At such time that an remuneration committee is established, that committee will operate under the remuneration committee charter which has been approved by the Board
8.3	**Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.**	Complying	The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report of the Annual Report.

ASX Principle		Status	Reference / Comment
8.4	**Companies should provide the information indicated in the Guide to reporting on Principle 8.**	Complying	Details of the Directors and key management personnel remuneration are set out in the Remuneration Report of the Annual Report. The Company does not have a Remuneration Committee although the Board as a whole carries out this function in accordance with a Charter. There are no schemes for retirement benefits, other than superannuation, for non-executive directors. A copy of the Company's Remuneration Committee charter is posted on the Company's website in a clearly marked corporate governance section, together with a summary of the Company's policy on prohibiting entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Genesis Resources Limited for the year ended 30 June 2014, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM Bird Cameron Partners

RSM BIRD CAMERON PARTNERS

Jason Croall

J S CROALL
Partner

Melbourne, Victoria
Dated: 23 September 2014

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2014

	Note	2014 $	2013 $
Other Income	5	**2,726**	276
Professional fees	6	**(351,136)**	(511,335)
Administrative and other expenses	7	**(845,731)**	(685,676)
Employee benefit expenses	8	**(1,217,896)**	(694,424)
Finance cost	9	**(215,808)**	-
Results from operating activities		**(2,627,845)**	(1,891,159)
Interest income		**10,575**	96,094
Net finance income		**10,575**	96,094
Loss before tax		**(2,617,270)**	(1,795,065)
Income tax expense	11	**-**	-
Loss for the year		**(2,617,270)**	(1,795,065)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Foreign exchange gain/(loss)	21	**(280,726)**	66,873
Other comprehensive loss for the year, net of tax		**(280,726)**	66,873
Total comprehensive loss for the year		**(2,897,996)**	(1,728,192)
Earnings per share			
Basic Loss per share (cents per share)	27	**(1.65)**	(1.49)
Diluted Loss per share (cents per share)	27	**(1.65)**	(1.22)

The above consolidated comprehensive statement of profit or loss and comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2014

	Note	2014 $	2013 $
Assets			
Current assets			
Cash and cash equivalents	12	**543,206**	1,129,833
Prepayments and other receivables	13	**53,608**	191,800
Other financial assets	14	**1,110**	1,852
Total current assets		**597,924**	1,323,485
Non-current assets			
Other financial assets	14	**78,977**	78,977
Property, plant and equipment	15	**176,310**	213,032
Exploration and evaluation assets	16	**13,310,315**	8,152,812
Total non-current assets		**13,565,602**	8,444,821
Total assets		**14,163,526**	9,768,306
Current liabilities			
Trade and other payables	18	**2,531,652**	1,786,790
Borrowings	19	**4,400,000**	-
Total current liabilities		**6,931,652**	1,786,790
Total liabilities		**6,931,652**	1,786,790
Net assets		**7,231,874**	7,981,516
Equity			
Share capital	20	**13,738,468**	11,590,114
Reserves	21	**(213,853)**	66,873
Accumulated losses	22	**(6,292,741)**	(3,675,471)
Total equity		**7,231,874**	7,981,516

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2014

	Note	Share capital $	Accumulated losses $	Reserves $	Total equity $
Balance at 1 July 2012		**5,949,802**	**(1,880,406)**	**-**	**4,069,396**
Loss for the year	22	-	(1,795,065)	-	(1,795,065)
Other comprehensive income/(loss) for the year	22	-	-	-	-
Foreign currency translation reserve	21	-	-	66,873	66,873
Total comprehensive loss for the year		-	(1,795,065)	66,873	(1,728,192)
Transaction with owners in their capacity as owners					
Issue of ordinary shares		5,640,312	-	-	5,640,312
Total transactions with owners		5,640,312	(1,795,065)	-	5,640,312
Balance at 30 June 2013		**11,590,114**	**(3,675,471)**	**66,873**	**7,981,516**
Loss for the year	22	-	(2,617,270)	-	(2,617,270)
Other comprehensive income/(loss) for the year		-	-	-	-
Foreign currency translation reserve	21	-	-	(280,726)	(280,726)
Total comprehensive (loss)/income for the year		-	(2,617,270)	(280,726)	(2,897,996)
Transaction with owners in their capacity as owners					
Issue of ordinary shares	20	2,148,354	-	-	2,148,354
Total transactions with owners		2,148,354	-	-	2,148,354
Balance at 30 June 2014		**13,738,468**	**(6,292,741)**	**(213,853)**	**7,231,874**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2014

	Note	2014 $	2013 $
Cash flows from operating activities			
Receipts from customers		2,418	276
Payments to suppliers and employees		(3,292,283)	(1,804,936)
Interest (paid) / received		10,873	93,919
Net cash used in operating activities	12	**(3,278,992)**	(1,710,741)
Cash flows from investing activities			
Proceeds from sale of investments		742	7,775
Payments for exploration and evaluation expenditures		(3,541,926)	(3,372,672)
Payments for fixed assets		(34,079)	(234,638)
Net cash used in investing activities		**(3,575,263)**	(3,599,535)
Cash flows from financing activities			
Proceeds from issue of shares		2,261,346	5,968,664
Payment for share issue costs		(112,992)	(328,353)
Proceeds from borrowing		4,400,000	-
Net cash provided by financing activities		**6,548,354**	5,640,311
Net (decrease) / increase in cash and cash equivalents		**(305,901)**	330,035
Cash and cash equivalents at 1 July		1,129,833	751,207
Net foreign exchange difference		(280,726)	48,591
Cash and cash equivalents at 30 June	12	**543,206**	1,129,833

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the entity Genesis Resources Limited ("Genesis" or "the Company") domiciled in Australia. The address of the Company's registered office is Level 1, 61 Spring Street, Melbourne, VIC 3000. The Company is primarily involved in gold, manganese and base metal exploration and development activities. The Company is a for-profit entity for the purpose of preparing the financial statements.

The financial statements were authorised for issue by the directors on 23 September 2014.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*.

Statement of compliance

The financial statements of Genesis Resources Limited also comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Certain comparative amounts have been reclassified to conform with the current year's presentation.

Adoption of new and amended accounting standards

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning on 1 July 2013.

- *AASB 10 – Consolidated Financial Statements*
- AASB 11 – Joint Arrangements
- AASB 12 – Disclosure Of Interests In Other Entities

The adoption of these standards did not have any impact on the current period or any prior period and is not likely to affect future periods based on current operations.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets.

Critical accounting estimates

The directors evaluate estimates and judgments incorporated into the financial statement based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

The areas involving a higher level of judgement or complexity, or areas where assumptions and estimates are made which are significant to the financial statements are set out in Note 3.

(b) Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the company and consolidated entity incurred losses of $1,664,965 and $2,617,270 respectively, and the consolidated entity had net cash outflows from operating activities of $3,278,992 and from investing activities of $3,275,263 for year ended 30 June 2014. As at that date the company and consolidated entity had net current liabilities of $2,490,304 and $6,333,728 respectively.

These factors indicate significant uncertainty as to whether the company and consolidated entity will continue as going concerns and therefore whether they will realise their assets and extinguish their liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that there are reasonable grounds to believe that the company and consolidated entity will be able to continue as going concerns, after consideration of the following factors:

• In September 2014, the consolidated entity entered into a subscription agreement with an unrelated sophisticated investor, under which the consolidated entity will raised $1.243 million through a placement of ordinary shares.

• Under a loan facility agreement of $7.0 million entered into with an unrelated Malaysian based financing company, as at 30 June 2014, the consolidated entity has $4.6 million of unused loan facility available to be drawn down. As disclosed in note 19(i), under the agreement, the loan may be converted into equity if mutually agreed upon between the Company and the lender.

• In January 2014, the consolidated entity executed a takeover bid implementation deed with Blumont Group Ltd (listed on Singapore Stock Exchange), under which Blumont Group Ltd will make an off-market takeover bid for all the shares in Genesis.

• The consolidated entity's ability to delay or fast track spending on exploration and evaluation activities dependent upon cash flow holdings and financial options at any given time.

Accordingly, the Directors believe that the company and consolidated entity will be able to continue as going concerns and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the company and consolidated entity do not continue as going concerns.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Chairman.

(d) Functional and Presentation Currency

Foreign currency translation

Items included in the financial statements of each of the Company are measured using the currency of the primary economic environment in which it operates ('the functional currency'). The financial statements are presented in Australian dollars, which is Genesis' functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of financial position date, within finance costs. All other foreign exchange gains and losses are presented in the statement of financial position date on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as available-for-sale financial assets are recognised in other comprehensive income.

(e) Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

(f) Income Tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributed to temporary differences and unused tax losses and under and over provision in prior periods, where applicable.

The income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period.

Deferred tax assets and liabilities are recognised using the liability method for temporary differences arising between the tax bases of the assets and liabilities and their carrying amount in the financial statements at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or

- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entity's which intend to settle simultaneously.

(g) Impairment of tangible and intangible assets

At the end of each reporting period the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

(h) Plant and equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the reporting period in which they are incurred.

Depreciation on plant & equipment assets is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Class of Fixed Assets	Depreciable Life
Office equipment	3 – 5 years
Plant and equipment	3 – 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 1(g)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit and loss.

(i) Exploration and evaluation assets

Exploration and evaluation costs, including the costs of acquiring licenses, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the Company has obtained the legal rights to explore an area are recognised in profit or loss.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

(i) the expenditures are expected to be recouped through successful development or sale of the area of interest; or

(ii) activities in the area of interest have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence or other of economically recoverable reserves and active and significant operations in, or relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the resulting impairment loss is measured and disclosed in accordance with the impairment loss policy noted in accounting policy 1 (g).

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from exploration and evaluation assets to mining property and development assets within property, plant and equipment.

(j) Employee Benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit in profit or loss in the periods during which services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available. Contributions to a defined contribution plan that are due more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

(ii) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(k) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method

(l) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provision are determined by discounting the expected future cash flows at pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(i) Site restoration

Provisions are made for estimated costs relating to the remediation of soil, groundwater and untreated waste as soon as the need is identified.

(m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(n) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except where the amount of GST incurred is not recoverable from the Australian Taxation Office ("ATO"). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the statement of financial position are shown inclusive of GST. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables and payables in the statement of financial position.

Cash flows are presented in the statement of cash flow on a gross basis except for the GST component of investing and financing activities which are disclosed as operating cash flows.

(o) Investments and other financial assets

Classification

The Company classifies its financials assets in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at the end of each reporting period.

Available-for-sale financial assets

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period. Investments are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long-term.

Recognition and derecognition

Purchases and sales of financial assets are recognised on trade-date - the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains and losses from investment securities.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income. Changes in the fair value of other monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

Impairment

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the assets are impaired.

Assets classified as available-for-sale

If there is objective evidence of impairment for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss.

Impairment losses on equity instruments that were recognised in profit or loss are not reversed through profit or loss in a subsequent period.

(p) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(q) Earnings per share ("EPS")

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares

- by the weighted average number of ordinary shares outstanding during the financial year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financial costs associated with dilutive potential ordinary shares, and

- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(r) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2014 reporting periods. The Company's assessment of the impact of these new standards is that there will be no material affect on the accounts.

NOTE 2: FINANCIAL RISK MANAGEMENT

(a) Overview

The Company has exposure to the following risks from their use of financial instruments:

- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital. Further quantitative disclosures are included throughout this financial report.

The Company does not use any form of derivatives as it is not at a level of exposure that required the use of derivatives to hedge its exposure. Exposure limits are reviewed on a continuous basis. The Company does not enter into or trade financial instruments, including derivative financial instrumentals, for speculative purposes.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board monitors and manages the financial risks relating to the operations of the Company through regular review of the risks.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate cash reserves by continuously monitoring forecast and actual cash flows. The entity does not have any external borrowings.

The Company has total trade and other payables and borrowings of $6,931,562 (2013: $1,786,790) all due in less than 6 to 12 months.

(c) Market risk

Market risk is the risk that changes in the market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Currency risk

The company is exposed to currency risk on exploration expenditures in relation to overseas projects that are denominated in a currency other than the respective functional currencies of the Company, the Australian dollar ("AUD"). The currency in which these transactions primarily are denominated is Euros ("EUR"). The Company does not hedge foreign currency exposures.

The Company's exposure to foreign currency risk at the end of the reporting period, expressed in Australian dollars, was as follows:

	2014	**2014**	**2013**	**2013**
Expressed in AUD	**USD**	**MKD**	**USD**	**MKD**
Trade payables	**1,920,199**	**-**	1,431,391	-
Other receivables- Bank Guarantee	**-**	**78,977**	-	78,977

Based on the financial instruments held at 30 June 2014, had the Australian dollar weakened/strengthened by a reasonable amount there would be no material impact on the financial statements.

(ii) Interest rate risk

The Company is exposed to interest rate risk on its cash and cash equivalents, which is the risk that a financial instrument's value will fluctuate with the market interest rates on interest-bearing financial instruments. The Company does not use derivatives to mitigate these exposures

The Company adopts a policy of ensuring that as far as possible it maintains excess cash and cash equivalents in short term deposits at interest rates maturing over 30 – 180 day rolling periods.

As at the end of the reporting period, if interest rate had increased/(decreased) by a reasonable amount, there would not be a material impact on the financial statements.

(iii) Price risk

Equity prices risk arises from available-for-sale equity securities held in Thor Mining PLC ("Thor"). Management monitors its investment portfolio based on market indices. Material investments are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors.

The equity investments held by the Company are publically traded on the Australian Stock Exchange ("ASX").

As at the end of the reporting period, if the market value of the investment had increased/(decreased) by a reasonable amount there would be no material impact on the financial statements.

(d) Fair value measurement

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 7 Financial Instruments: Disclosures requires disclosure of fair value measurement by level of the following fair value measurement hierarchy:

(i) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)

(ii) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2),

(iii) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The fair value of financial instruments traded in active markets (such as publically traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1.

As at 30 June 2014 no material assets or liabilities measured at fair value were held by the Company.

NOTE 3: CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Recoverability of deferred exploration and evaluation expenditure

The Company assesses the recoverability of the carrying value of deferred exploration and evaluation expenditure at each reporting date, or at closer intervals should the need arise. The assessment includes a review of the Company's exploration and development plans for each area of interest, the success or otherwise of activities undertaken in those areas in recent times, the likely success of future planned exploration activities and/or any potential plans for divestment of those areas. The carrying value of the deferred exploration and evaluation expenditure is then adjusted, if necessary.

In considering the carrying value of the Plavica Project of $8,633,432 (2013: $5,955,380), management has assumed that sufficient funds will be raised, and a feasibility study completed during 2014, to enable the Company to fulfil the requirements to earn its 62% share of the project.

NOTE 4: PARENT ENTITY INFORMATION

The following details information related to the parent entity, Genesis Resources Ltd, at 30 June 2014. The information presented here has been prepared using consistent accounting policies as presented in Note 1.

	2014	2013
	$	$
Current assets	**4,185,833**	2,436,745
Non-current assets	**10,962,357**	7,096,781
Total assets	**15,148,190**	9,533,526
Current liabilities	**6,676,137**	1,526,581
Total liabilities	**6,676,137**	1,526,581
Contributed equity	**13,736,968**	11,590,114
Reserves	**1,500**	18,280
Accumulated losses	**(5,266,415)**	(3,601,449)
Total equity	**8,472,053**	8,006,945
Loss for the year	**(1,664,965)**	(1,721,043)
Other comprehensive income for the year	**-**	-
Total comprehensive loss for the year	**(1,664,965)**	(1,721,043)

NOTE 5: OTHER INCOME

	2014	2013
	$	$
Other income	**2,726**	276
	2,726	276

NOTE 6: PROFESSIONAL FEES

	2014	2013
	$	$
Legal, accounting and other professional fees	**(299,810)**	(447,670)
Corporate secretarial fees	**(51,326)**	(63,665)
	(351,136)	(511,335)

NOTE 7: ADMINISTRATIVE AND OTHER EXPENSES

	2014	2013
	$	$
Travel expenses	**(240,023)**	(324,972)
Insurance expense	**(88,224)**	(90,234)
Other expenses	**(275,775)**	(4,042)
Rent expense	**(39,196)**	(87,975)
ASX listing fees	**(63,330)**	(62,117)
Office administrative expense	**(66,894)**	(107,191)
Advertising expense	**(4,326)**	(9,145)
Licensing expenses	**(67,963)**	-
	(845,731)	(685,676)

NOTE 8: EMPLOYEE BENEFIT EXPENSES

	2014	2013
	$	$
Director fees	**(414,924)**	(488,720)
Wages and salaries	**(745,918)**	(164,416)
Employment termination payment	**(23,002)**	(1,982)
Superannuation contributions	**(34,052)**	(39,306)
	(1,217,896)	(694,424)

NOTE 9: FINANCE COSTS

	2014	2013
	$	$
Interest charges paid/payable to non financial institutions	**(215,808)**	-
Finance costs expensed	**(215,808)**	-

NOTE 10: AUDITOR'S REMUNERATION

	2014	2013
	$	$
Audit fees		
RSM Bird Cameron Partners	**(47,991)**	-
PricewaterhouseCoopers	**(2,495)**	(78,230)
	(50,486)	(78,230)
Non-audit fees		
PricewaterhouseCoopers	**-**	(19,749)
	-	(19,749)

The auditor of Genesis Resources Limited for the year ended 30 June 2014 is RSM Bird Cameron (2013: PricewaterhouseCoopers).

NOTE 11: INCOME TAX EXPENSE

Income tax expense

	2014 $	2013 $
Current tax	**(1,663,570)**	(1,679,848)
Deferred tax	**(1,169,573)**	(438,794)
Adjustments for current tax of prior periods	**2,833,143**	2,118,642
	-	-

Numerical reconciliation between tax expense and pre-tax accounting profit

	2014 $	2013 $
Loss before tax	**(2,617,270)**	(1,795,065)
Income tax credit using the Company's domestic tax rate of 30% (2013: 30%)	**(785,181)**	(538,519)
Non-deductible expenses	**291,185**	28,887
Current year losses for which no deferred tax asset was recognised	**493,996**	509,632
Total income tax expense	**-**	-

NOTE 12: CASH & CASH EQUIVALENTS

	2014 $	2013 $
Cash at bank	**543,206**	1,129,833
Cash and cash equivalents in the statement of cash flows	**543,206**	1,129,833

Reconciliation of cash flows from operating activities:

	2014 $	2013 $
Cash flows from operating activities		
Loss for the year	**(2,617,270)**	(1,795,065)
Adjustments for:		
Loss on sale of shares, net of tax	**-**	-
Depreciation and amortisation	**70,801**	25,368
Exploration and evaluation assets written off	**-**	-
	(2,546,469)	(1,769,697)
Change in prepayments and other receivables	**138,192**	(182,173)
Change in trade and other payables	**(870,715)**	241,129
Net cash used in operating activities	**(3,278,992)**	(1,710,741)

NOTE 13: PREPAYMENTS AND OTHER RECEIVABLES

	2014 $	2013 $
Current		
Prepayments	**44,458**	54,707
Other receivables	**9,150**	137,093
	53,608	191,800

NOTE 14: OTHER FINANCIAL ASSETS

	2014 $	2013 $
Current		
Shares in Thor Mining Plc (370,266 shares)	**1,110**	1,852
	1,110	1,852
Non-current		
Bank Guarantee (i)	**78,977**	78,977
	78,977	78,977

(i) On 29 April 2010, the Company deposited 3,202,000 MKD into Central Cooperative Bank AD Skopje, on request from the Macedonian Government as a guarantee over the Company's planned expenditure on the Plavica tenements.

NOTE 15: NON CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENT

	Plant and equipment $	Office equipment $	Total $
At 30 June 2013			
Cost	148,676	89,971	238,647
Accumulated depreciation/amortisation	(14,397)	(11,218)	(25,615)
Net book amount	134,279	78,753	213,032
Year ended 30 June 2014			
Opening net book value	134,279	78,753	213,032
Additions	31,784	2,295	34,079
Disposals	-	-	-
Depreciation/amortisation expense	(41,160)	(29,641)	(70,801)
Closing net book amount	124,903	51,407	176,310
At 30 June 2014			
Cost	180,460	92,155	272,726
Accumulated depreciation/amortisation	(55,557)	(40,859)	(96,416)
Net book amount	124,903	51,407	176,310

NOTE 16: EXPLORATION AND EVALUATION ASSETS

	2014	2013
	$	$
Opening balance	**8,152,812**	3,326,543
Capitalised expenditures during the year	**5,157,503**	4,826,269
Less : Amount written off during the year	**-**	-
Closing balance	**13,310,315**	8,152,812

Laura River and Mt Millar renewal applications have been submitted and are awaiting confirmation from the mining registrar from Queensland. Specific conditions attached to the licences, e.g. expenditure commitments and programs of work, is subject to variation upon renewal. The total value of these licenses comprises $128,977 of the total asset balance shown above.

Alice Springs, Fenn Gap and McArthur River renewal applications have been submitted and are awaiting confirmation from the mining registrar from the Northern Territory.

The recoverability of carrying amounts of exploration and evaluation assets is dependent on the successful development and commercial exploration or sale of the respective area of interest. This is assessed half yearly at the statement of financial position date.

NOTE 17: DEFERRED TAX ASSETS AND LIABILTIIES

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	2014	2013
	$	$
Tax losses	**5,039,315**	3,737,467
Temporary differences (net)	**(3,066,508)**	(1,627,870)
	1,972,807	2,109,587

The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilise the benefits therefrom.

Unrecognised deferred tax assets and liabilities – temporary differences

	DTA		DTL		Total	
	2014	**2013**	**2014**	**2013**	**2014**	**2013**
	$	**$**	**$**	**$**	**$**	**$**
Exploration and evaluation assets	-	-	(3,251,042)	(2,084,122)	(3,251,042)	(2,084,122)
Property, plant and equipment	-	-	(5,551)	(2,124)	(5,551)	(2,124)
Share issuing costs	-	-	-	-	-	-
Provisions	103,863	337,402	-	-	103,863	337,402
Other items	86,222	131,638	-	(10,664)	86,222	120,974
Tax liabilities /(assets)	190,085	469,040	(3,256,593)	(2,096,910)	(3,066,508)	(1,627,870)

NOTE 18: TRADE AND OTHER PAYABLES

	2014 $	2013 $
Trade and other payables	**2,531,652**	1,786,790
	2,531,652	1,786,790

NOTE 19: BORROWINGS

	2014 $	2013 $
Loan from third party	**4,400,000**	-
Total unsecured current borrowings	**4,400,000**	-

(i) On 19 September 2013, the Company secured a $3 million loan facility which provides the Company with immediate access to funds upon draw down as and when required. The Company has drawn down $2.4 million under this facility as at 30 June 2014. The interest rate is 8% per annum and may be converted into equity if mutually agreed upon between the Company and the lender. On 28 April 2014, Genesis (with the consent of Blumont) entered into a deed of variation with its lender to vary the terms of the parties' existing loan facility agreement. Pursuant to the varied agreement, the lender increased the limit under the existing loan facility provided to Genesis from $3 million to $7 million.

(ii) On 24 October 2013, the Company secured a $2,000,000 loan which was drawn down in November 2013. The repayment date is one year from the drawn down date. The interest rate is 10% per annum and may be converted into equity if mutually agreed upon between the Company and the lender.

NOTE 20: SHARE CAPITAL

	2014		2013	
	Number	**$**	**Number**	**$**
Fully paid ordinary shares				
Balance at beginning of the financial year	**139,979,568**	**11,590,114**	79,621,128	5,949,802
Shares issued during the year	**25,782,996**	**2,261,346**	29,863,548	3,224,125
Rights issued	**-**	**-**	30,494,892	2,744,540
Share transaction costs	**-**	**(112,992)**	-	(328,353)
Balance at end of the financial year	**165,762,564**	**13,738,468**	139,979,568	11,590,114

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

Shares issued during the year are as follows:

(i) On 16 July 2013, the Company entered into a capital raising mandate with a lead manager Rich Asia Ventures Ltd, in relation to a capital raising of approximately $1.9 million to be undertaken by way of two share placements to sophisticated investors. Under the terms of the capital raising mandate, the lead manager agreed to assist the Company in raising approximately $1.9 million through two placements of up to a total of 20,997,685 shares in Genesis at a minimum offer price of $0.09. The first placement was completed on 15 July 2013, under which the Company placed 13,998,290 ordinary shares to a strategic investor, raising $1,259,846.10 in the process.

(ii) On 29 January 2014, Genesis raised $1,000,000 through a placement of 11,764,706 ordinary shares at an issue price of $0.085 per share.

(iii) On 25 February 2014 and 11 April 2014 respectively, Genesis issued 5,000 and 10,000 ordinary shares upon the exercise of options; the exercise price per option was $0.10.

During the year, the following classes of options on issue in the Company expired, and all options belonging to those classes which were not exercised by their relevant expiry dates lapsed:

- 19,409,424 unquoted options exercisable at $0.10, expiring 4 May 2014

- 7,110,952 unquoted options exercisable at $0.10, expiring 11 May 2014

NOTE 21: RESERVES

	2014	2013
	$	$
Balance 1 July	**(66,873)**	**-**
Foreign exchange difference (i)	**280,726**	95,533
Deferred tax	**-**	(28,660)
Balance 30 June	**213,853**	(66,873)

(i) The foreign exchange differences arising from the transactional timing between receiving good and services and paying for these items are recognised in other comprehensive income, as described in Note 1 (o) and accumulated in a separate reserve within equity.

NOTE 22: ACCUMULATED LOSSES

	2014	2013
	$	$
Balance 1 July	**(3,675,471)**	(1,880,406)
Net loss for the year	**(2,617,270)**	(1,795,065)
Balance 30 June	**(6,292,741)**	(3,675,471)

NOTE 23: KEY MANAGEMENT PERSONNEL DISCLOSURES

Key management personnel consists of the directors of the Company, as disclosure in the Director's Report on pages 5 to 26.

a) Key management personnel compensation

	2014	2013
	$	$
Short term employment benefits	**414,924**	488,720
Post employment benefits	**21,090**	24,750
	436,014	513,470

Detailed remuneration disclosures are provided in the Remuneration Report on pages 27 to 29.

b) Equity instrument disclosures relating to key management personnel

Share holdings

The number of shares in the company held during the financial year by each director of Genesis and other key management personnel of the Company, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

Fully paid ordinary shares 2014	Balance at 1 July 2013	Shares Acquired/ Other	Shares Disposed/ Other	Options Exercised	Net Change	Balance at 30 June 2014
Directors of Genesis Resources Limited						
E. Pang	3,210,000					3,210,000
P. Kong*	1,458,750					1,458,750
J. Karajas*	-					-
A. Lim*	1,100,000					1,100,000
K. Lim	22,117,930					22,117,930
J. Zee	-					-

P. Volpe*	2,222,222	2,222,222
D. Wee	1,860,000	1,860,000
Total	31,968,902	31,968,902

(i) *Director resigned during the period.

Fully paid ordinary shares 2013	Balance at 1 July 2012	Shares Acquired	Shares Disposed/ Other	Options Exercised	Net Change	Balance at 30 June 2013
Directors of Genesis Resources Limited						
E. Pang	3,210,000	-	-	-	-	3,210,000
P. Kong*	1,458,750,	-	-	-	-	1,458,750
J. Karajas*	-	-	-	-	-	-
A. Lim*	-	1,100,000	-	-	1,100,000	1,100,000
K. Lim	-	22,117,930	-	-	22,117,930	22,117,930
J. Zee	-	-	-	-	-	-
P. Volpe*	-	2,222,222	-	-	2,222,222	2,222,222
D. Wee	1,860,000	-	-	-	-	1,860,000
Total	6,528,750	25,440,152	-	-	25,440,152	31,968,902

(i) *Director resigned during the period.

Options

The number of options over ordinary shares in the Company held during the financial year by each director and other key management personnel of the Company, including their personally related parties, is set out below. There were no options granted during the reporting period as compensation.

Directors	Options held at 1 July 2013	Options Acquired	Options Disposed/Other	Options Exercised	Options held at 30 June 2014
E. Pang	1,070,000	-	1,070,000	-	-
P. Kong*	486,250	-	486,250	-	-
J. Karajas*	-	-	-	-	-
A. Lim	250,000	-	250,000	-	-
K. Lim*	-	-	-	-	-
P. Volpe*	-	-	-	-	-
D. Wee	620,000	-	620,000	-	-
J. Zee	-	-	-	-	-

(i) *Director resigned during the period.

c) Loans to and from key management personnel

No loans were made to the directors of Genesis and other key management personnel of the Company, including their personally related parties.

d) Other transactions with key management personnel

A number of key management persons, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

A number of these entities transacted with the Company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entity on an arm's-length basis.

The aggregate value of transactions and outstanding balances related to key management personnel and entities over which they have control or significant influence were as follows:

		Transaction	Transactions value year ended 30 June	
			2014	2013
Key management person	**Note**		**$**	$
Mr. John Karajas	(i)	Geological Service	-	96,952
Mr. Deric Wee	(i)	Geological Service	-	16,800

(i) Provision of geological consulting and tenement management services as well as general company management services at normal commercial rates

NOTE 24: DIVIDENDS

No dividends were declared during the relevant period.

NOTE 25: RELATED PARTY TRANSACTIONS

Related parties of the Company consist of the Key Management Personnel disclosed in Note 23. There are no other related party transactions.

NOTE 26: SEGMENT REPORTING

The Company has reportable segments, as described below, which are the Company's business units. The two business units, are Australia and Macedonia, are managed separately because they are regulated under different authorities. For each of the business units, the Company's Executive Chairman reviews internal reports on at least a quarterly basis. The following summary describes the operations in each of the Company's reportable segments:

- Australia – Includes copper, iron, gold, manganese and other base metal exploration projects in the Northern Territory and Queensland.
- Macedonia – Includes a base metal and gold exploration project.
- Head office – Includes the central administration of Australia and Macedonia.

The accounting policies of the reportable segments are the same as described in Note 1.

Information regarding the results of each reportable segment is included below. As both segments are in the early stages of exploration, there is no associated segment profit, as expenditure is capitalised. Comparative segment information has been represented in conformity with the requirements of AASB 8 Operating Segments.

	Australia		Macedonia		Head Office		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
	$	$	$	$		$	$	$
Other income	-	-	2,476	-	250	276	2,726	276
Operating expenses	-	-	(954,779)	(74,150)	(1,675,792)	(1,817,009)	(2,630,571)	(1,891,159)
of which relates to write-off exploration and evaluation assets	-	-	-	-	-	-	-	-
Reportable segment loss before income tax	-	-	(952,303)	(74,150)	(1,675,542)	(1,817,009)	(2,627,845)	(1,891,159)
Exploration and evaluation assets	2,203,373	2,199,432	11,106,943	5,953,380	-	-	13,310,315	8,152,812
Total segment assets	2,203,373	2,199,432	11,342,370	5,953,380	617,783	2,586,454	14,163,526	10,741,266
Total segment liabilities	2,038,427	1,453,596	147,755	260,209	4,745,470	72,985	6,931,652	1,786,790

NOTE 27: EARNINGS PER SHARE

Basic and diluted earnings per share

The calculation of basic and diluted earnings per share at 30 June 2014 was based on the loss attributable to ordinary shareholders of $2,617,270 (2013: $1,795,065) and a weighted average number of ordinary shares outstanding of 158,421,573 (2013: 139,979,568), calculated as follows:

Profit attributable to ordinary shareholders

	2014	2013
	$	$
Loss for the year	**(2,617,270)**	(1,795,065)
Loss attributable to ordinary shareholders	**(2,617,270)**	(1,795,065)

Weighted average number of ordinary shares		
Issued ordinary shares at 1 July 2013	**139,979,568**	79,621,128
Shares issued on 15 July 2013/ 9 August 2012	**13,538,072**	11,863,548
Shares issued on 29 January 2014/ 30 December 2012	**4,899,275**	18,000,000
Rights issue shares issued on 30 November 2012	**-**	30,494,892
Shares issued on 25 February 2014 upon the exercise of options	**2,055**	-
Shares issued on 11 April 2014 upon the exercise of options	**2,603**	-
Weighted average number of ordinary shares at 30 June	**158,421,573**	139,979,568
Basic Loss per share (cents per share)	(1.65)	(1.49)
Diluted Loss per share (cents per share)	(1.65)	(1.22)

NOTE 28: SUBSEQUENT EVENTS

In August 2014, the Company and its Macedonia-based joint venture partner Sileks have now jointly incorporated the JV Company in Macedonia, Silgen Resources International Ltd, Kratovo, which is 62% owned by Genesis and 38% owned by Sileks' nominee.

On 19 September 2014, the consolidated entity announced that it had raised $1,243,219 pursuant to its completion of a placement of 24,864,384 ordinary shares to a sophisticated investor.

No other matters arose in the interval between the end of the financial year and the date of this report any item, transaction or even of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future financial years.

NOTE 29: COMMITMENTS

a) Exploration permits- Expenditure requirements

In order to maintain current rights of tenure to exploration permits, the Company is required to perform minimum exploration work to meet minimum expenditure requirements. These obligations may vary over time, depending on the Company's exploration and priorities.

These obligations are not provided for in the financial report and are payable as follows:

	2014	2013
	$	$
Contracted but not provided for and payable:		
Within one year	**185,000**	597,925
One year or later and no later than five years	**8,923**	60,925
Later than five years	**-**	-
Total	**193,923**	658,850

The Laura River renewal application and the Mt Millar Mining Lease application have been submitted, we are awaiting confirmation from the mining registrar from Queensland. The Alice Springs, McArthur River and Fenn Gap renewal applications have been submitted, we are awaiting confirmation from the mining registrar from the Northern Territory.

b) Commitments- Plavica Project

The Company will need to obtain further funding to meet its obligations under its joint venture agreement with Sileks to undertake infill and extensional drilling and complete a feasibility study in respect of the exploitation licence area (as required to obtain funding for mine development). Genesis expects to complete the proposed infill and extensional drilling and the feasibility study within 2.5 years of the JV Company being granted the exploitation licence, and has agreed to commit up to US$7.5m for such activities.

NOTE 30: CONTROLLED ENTITY

The parent entity is Genesis Resources Limited. The consolidated financial statements include the financial statements of Genesis Resources Limited and the subsidiary listed in the following table:

Name	Country of Incorporation	Ownership interest 2014	Ownership interest 2013
		%	%
GENESIS RESOURCES INTERNATIONAL DOOEL SKOPJE	Macedonia	100	100

NOTE 31: CONTINGENCIES

The directors are not aware of any contingent liabilities to which the Company may be exposed to as at 30 June 2014 (2013: Nil) and into the foreseeable future, which have not been noted with these financial statements.

NOTE 32: COMPANY DETAILS

The registered office of the Company is:

Genesis Resources Limited
Level 1, 61 Spring Street
Melbourne, Victoria 3000

DIRECTORS' DECLARATION

In the directors' opinion:

(a) the financial statements and notes set out on pages 39 to 62 are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
  - (ii) giving a true and fair view of the group's financial position as at 30 June 2014 and of its performance for the financial year ended on that date, and

(b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the Executive Chairman and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.

Mr Eddie Pang
Executive Chairman
23 September 2014

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

GENESIS RESOURCES LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Genesis Resources Limited, which comprises the consolidated statement of financial position as at 30 June 2014, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Genesis Resources Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of Genesis Resources Limited is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2014 and of its performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

(b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1(a).

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1(b) in the financial report, which indicates that the company and consolidated entity incurred losses of $1,664,965 and $2,617,270, respectively, the consolidated entity had net cash outflows from operating activities of $3,278,992 and investing activities of $3,575,263, respectively, for the year ended 30 June 2014. As at that date the company and consolidated entity had net current liabilities of $2,490,304 and $6,333,728, respectively. These conditions, along with other matters as set forth in Note 1(b), indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2014. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001.* Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion the Remuneration Report of Genesis Resources Limited for the year ended 30 June 2014 complies with section 300A of the *Corporations Act 2001*.

RSM Bird Cameron Partners

RSM BIRD CAMERON PARTNERS

Jason Croall

J S CROALL
Partner

Melbourne, Victoria
Dated: 23 September 2014

ADDITIONAL SECURITIES EXCHANGE INFORMATION

In accordance with ASX Listing Rule 4.10, the Company provides the following information to shareholders not elsewhere disclosed in this Annual Report. The information provided is current as at 31 August 2014 (**Reporting Date**).

Number of Holdings of Equity Securities as at 31 August 2014

The fully paid issued capital of the Company consisted of 165,762,564 ordinary fully paid shares held by 322 shareholders. Each share entitles the holder to one vote.

There are no unquoted equity securities on issue in the Company.

Distribution of Holders of Equity Securities as at 31 August 2014

Range	Total holders	Units	% Issued capital
1 – 1,000	7	583	0.00
1,001 – 5,000	8	30,725	0.02
5,001 – 10,000	58	565,500	0.34
10,001 – 100,000	168	5,767,567	3.48
100,001 – 9,999,999,999	81	159,398,189	96.16
Rounding			0.00
Total	**322**	**165,762,564**	**100.00**

Unmarketable Parcels as at 31 August 2014

Unmarketable Parcels	Minimum parcel size	Holders	Units
Minimum $ 500.00 parcel at $0.09 per unit	8,334	18	48,808

Substantial Shareholders as at 31 August 2014

Rank	Shareholder	No.	%
1.	S Active Holding Sdn Bhd	22,117,930	13.34
2.	Chin Niap Mah	16,764,706	10.11
3.	Mr Edwin Sugiarto	15,000,000	9.05
4.	China Century Overseas Ltd	13,998,290	8.44
5.	DMG & Partners Securities Pte Ltd	8,751,690	5.28

Twenty Largest Holders of Quoted Equity Securities as at 31 August 2014

Rank	Shareholder	Units	% of issued capital
1.	S ACTIVE HOLDING SDN BHD	22,117,930	13.34
2.	CHIN NIAP MAH	16,764,706	10.11
3.	MR EDWIN SUGIARTO	15,000,000	9.05
4.	CHINA CENTURY OVERSEAS LTD	13,998,290	8.44
5.	DMG & PARTNERS SECURITIES PTE LTD <CLENTS A/C>	8,753,690	5.28
6.	PERSHING AUSTRALIA NOMINEES PTY LTD ,PETRA ACCOUNT>	6,085,333	3.67
7.	POLARITY B PTY LTD	5,794,681	3.50
8.	CHE HOE WONG	5,000,000	3.02
9.	MR HOCK GUAN NG	4,164,383	2.51
10.	MS SIEW BEE TAN	4,000,000	2.41
11.	MS SIEW BEE TAN	4,000,000	2.41
12.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,841,187	2.32
13.	INNER IVORY INVESTMENTS INC	3,375,000	2.04
14.	MS LAI YOONG LIM	3,290,000	1.98
15.	BERNE NO 132 NOMINEES PTY LTD <600835 A/C>	3,042,667	1.84
16.	BERNE NO 132 NOMINEES PTY LTD <601299 A/C>	2,703,551	1.63
17.	BERNE NO 132 NOMINEES PTY LTD <602987 A/C>	2,703,551	1.63
18.	VERMAR PTY LTD <CAP A/C>	2,222,222	1.34
19.	CHIN HUAN NG	2,000,000	1.21
20.	CITICORP NOMINEES PTY LTD	1,989,221	1.20
Top 20 Holders Of Ordinary Fully Paid Shares as at 31 August 2014		**130,846,412**	**78.94**
Remaining Holders Balance		**34,916,152**	**21.06**

Voting Rights

At a general meeting of Genesis, every holder of ordinary shares present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, one vote for each ordinary share held. On a poll, every member (or his or her proxy, attorney or representative) is entitled to vote for each fully paid share held and in respect of each partly paid share, is entitled to a fraction of a vote equivalent to the proportion which the amount paid up (not credited) on that partly paid share bears to the total amounts paid and payable (excluding amounts credited) on that share. Amounts paid in advance of a call are ignored when calculating the proportion.

Voluntary Escrow

There are no securities on issue in the Company that are subject to voluntary escrow

On-Market Buyback

The Company is not currently conducting an on-market buy-back.

Item 7 Issues of Securities

There are no issues of securities approved for the purposes of item 7 of section 611 of the Corporations Act which have not yet been completed.

On-Market Purchase of Securities under Employee Incentive Scheme

No securities were purchased on-market during the reporting period under or for the purposes of an employee incentive scheme; or to satisfy the entitlements of the holder of options or other rights to acquire securities granted under an employee incentive scheme.