

GENESIS BIOMEDICAL LIMITED

ABN 48 083 274 024

NOTICE OF GENERAL MEETING including

EXPLANATORY STATEMENT
and

PROXY FORM

DATE AND TIME OF MEETING

Friday 29th May 2009 at 9.00 am WST

The Celtic Club
48 Ord Street
West Perth WA 6005

GENESIS BIOMEDICAL LIMITED

ABN 48 083 274 024

Notice of General Meeting and Explanatory Memorandum

VENUE

The General Meeting of the shareholders of Genesis Biomedical Limited will be held at:

The Celtic Club

48 Ord Street

West Perth, WA, 6005

Commencing 9.00 am (Perth Time)

on Friday, 29th May 2009

HOW TO VOTE

You may vote by attending the meeting in person, by proxy or authorised representative.

VOTING IN PERSON

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 9.00am.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company's Registered Office on facsimile number (08) 9381 6060 (International: +61 8 9381 6060); or
- deliver / post to the Company's Registered Office at Suite 10, 281 Hay Street, Subiaco, Western Australia, 6008

so that it is received not later than 9.00am (Perth Time) on Wednesday, 27th May 2009.

A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

Your proxy form is enclosed.

VOTING EXCLUSION

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

SNAPSHOT DATE

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 9.00am (WST) on Wednesday, 27th May 2009

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

AGENDA

Business

Resolution 1 – Change of Company Name

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of Section 157(1) of the Corporations Act and for all other purposes, approval is given for the change of name of the Company to “Black Ridge Mining Ltd”.

Short Explanation: Under Section 157(1) of the Corporations Act, if a company wishes to change its name it must pass a special resolution adopting a new name and lodge an application with ASIC.

Voting Exclusions: There are no voting exclusions.

Resolution 2 – Approval for Change in Nature of Activities

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

“That, for the purpose of ASX listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature of its activities as described in the Explanatory Statement accompanying this Notice”.

Short Explanation: Listing Rule 11.1.2 of ASX Limited (“ASX”) requires that if an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, the entity must get the approval of holders of its ordinary securities.

Voting Exclusions: The Company will disregard any votes cast on this resolution by any person who may obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associate of those persons. However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 - Ratification of an Issue of 30,000,000 Shares

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

“That in accordance with Listing Rule 7.4 of the Listing Rules of ASX Limited, shareholders ratify the allotment and issue on 31 March 2009 of 30,000,000 Shares in the capital of the Company at an issue price of \$0.003 each to the allottees set out in the Explanatory Statement and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Under the Listing Rules, the Company may seek shareholder ratification after making a placement to allow it the flexibility to make further issues of securities up to the threshold of 15% of its total equity securities in any 12 month period. Please refer to the Explanatory Statement for details.

Voting Exclusions: The Company will disregard any votes cast on this resolution by any person who participated in the issue. However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 - Placement Authority – Shares

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

*“That, for the purposes of Listing Rule 7.1 of ASX Limited and for all other purposes, approval is given for the Company to issue and allot at the **Directors’ discretion** up to a maximum of 100,000,000 fully paid ordinary Shares in the capital of the Company at not less than eighty (80%) percent of the average market price over the last 5 days on which sales in the securities were recorded before the day on which the issue is made but in any event not later than three (3) months after the date of this Meeting and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

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

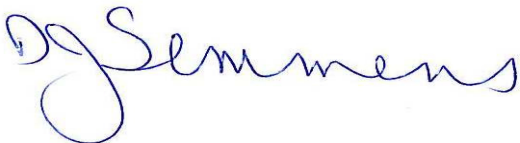
The securities proposed to be issued pursuant to Resolution 4 of the Notice exceed the 15% threshold referred to above and, accordingly, shareholder approval is sought for the issue.

Voting Exclusions: The Company will disregard any votes cast on this resolution by a person who might participate in this issue and any person who may obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associate of those persons. However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED THIS 29th DAY OF APRIL 2009

BY ORDER OF THE BOARD



**DAVID SEMMENS
COMPANY SECRETARY**

GENESIS BIOMEDICAL LIMITED

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice of Meeting convening the General Meeting (“the Meeting”) of shareholders of Genesis Biomedical Limited (“Genesis” or the “Company”) to be held on Friday, May 29, 2009 at 9.00am (WST). This Memorandum is to be read in conjunction with the Notice of Meeting.

RESOLUTION 1 – CHANGE OF COMPANY NAME

Resolution 1 seeks approval for a change of name of the Company in accordance with Section 157(1) of the Corporations Act. Under Section 157(1) of the Corporations Act, if a company wishes to change its name it must pass a special resolution adopting a new name and lodge an application with the ASIC.

The Company is seeking to change its name to “Black Ridge Mining Ltd” to more accurately reflect the future activities of the Company as a mining exploration company.

RESOLUTION 2 – APPROVAL FOR CHANGE IN NATURE OF ACTIVITIES

Background

- In relation to the biomedical sector lengthy time frames, high cost and uncertain path to commercialization has deterred the company from proceeding with many offers presented to it during the past two years, although the company continued to assess new offers. The historical projects such as “Cellgen” and others, were proving to be expensive and, with little upside.
- March 2007: Announcement of Sepsis project in conjunction with the University of Western Australia. This project was entered into after due diligence was conducted on a number of offers presented to the Company from both local and overseas parties and represented the first opportunity to broaden the biomedical area of the business since transferring the head office of the Company from Sydney to Perth.
- November 2007: Announcement of farm-in agreement with Plato Mining Pty Ltd on the Unaly Hill tenement. This opportunity was presented to GBL on the basis of seeking additional shareholder wealth creating prospects from a broader base.
- February 2008: Announcement re further funding commitment of \$60,000 for Sepsis Project, whilst continuing the investigation of Unaly Hill tenement.
- August 2008: Resignation of Chairman Rodger Johnston, followed shortly after in September by the appointment of Gordon Hatch as replacement Non-executive Director, with a broad based business experience including mining company background.
- November 2008: Announcement re soil sampling and drilling programme at Unaly Hill tenement.
- December 2008: Announcement re completion of Phase 1 of drilling programme.
- December 2008: Announcement of resignation of Managing Director.
- January 2009: Announcement of appointment of Angus Middleton as a Director. Mr Middleton is an experienced fund manager and is also a Director of a listed mining exploration company.
- January 2009: Announcement of the appointment of Gordon Hatch as CEO/Managing Director.
- January 2009: Announcement of results of Unaly Hill tenement drilling programme.

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- February 2009: Announcement re signing of Exclusive Dealing Agreement on the Seventy One Mile Well Tenement giving GBL the exclusive right to conduct due diligence on the tenement and negotiate further if the results warranted. The tenement is immediately north of the Unaly Hill tenement and has commercial benefits to that project if successful.

EXPLORATION PROJECTS

Unaly Hill tenement (E57/420)

The potential of the area to host an iron deposit was first indicated from aeromagnetic surveys, to be later confirmed by detailed ground magnetics and reverse circulation (RC) drilling. While more work is required to delineate a resource, the combination of geological and geophysical interpretation, as well as follow-up RC drilling, has shown that the licence has the potential to host an iron/vanadium deposit.

In late 2008, Genesis Biomedical Limited completed half of a planned 6 hole RC drill programme, to test for magnetite and vanadium beneath the targeted magnetic anomalies. Unfortunately severe rain caused the programme to be abandoned after only 1 line of 3 holes had been completed. Nevertheless, this programme did confirm the presence of iron and vanadium. The remaining holes should be drilled, in order to allow a more complete assessment of the potential of the licence to host an economic iron/vanadium deposit.

GBL has been evaluating the results of the recent drilling programme. Based on those results and further investigative work, GBL has advised that the Farmin Agreement between GBL and Plato Mining Pty Ltd in respect of the Unaly Hill tenement (E57/420) has been extended for three months to 16 August 2009. During this time the parties will renegotiate the terms of the Agreement to facilitate GBL's earlier acquisition of an interest in the tenement

As with the Victory Bore licence immediately to the north, the Unaly Hill licence has been the subject of discontinuous gold exploration activity in the past. Rock chip and soil sampling as well as limited drilling have delineated areas that are anomalous for gold. There are numerous small-scale workings on the flanks of Unaly Hill. Some of these workings are in the vicinity of an E-W fault that intersects the main SW-NE structures. This is a target area worthy of follow up. The licence is clearly prospective for gold. It would be necessary to compile all of the historic data onto a single base map in order to properly delineate targets for follow up work.

Seventy One Mile Well tenement (E57/710)

GBL entered into an agreement with Mallee Minerals Pty Ltd (Mallee) for the exclusive right to conduct due diligence enquiries over a period of 6 months with respect to Mallee's Exploration Licence 57/710 known as Seventy One Mile Well (the tenement) in the Yilgarn Geological Province of Western Australia.

The tenement lies immediately north of the Unaly Hill tenement (E 57/420) on which Genesis has recently undertaken a limited drilling program pursuant to its farm-in agreement for that tenement with Plato Mining Pty Ltd.

While it adjoins the Victory Bore licence, it is largely outside of the mafic/ultramafic intrusion which hosts the Victory Bore iron/vanadium deposit. There is no sign of anomalous magnetic readings on the aeromagnetic map. The licence therefore does not appear to be prospective for iron or vanadium.

There is however, some potential for gold. This area has been very under-explored for gold because it is slightly off the main Youanmi Fault. Nevertheless, a splay of this fault extends through one part of the licence. While there has been no detailed mapping of the area, the magnetics show considerable structural and geological complexity, particularly in the SW and NE parts of the licence. Such structural variations have become targets during the more recent wave of gold exploration in the general Sandstone area.

The adjoining Victory Bore and nearby Unaly Hill licences are both prospective for gold. Significant exploration which has been carried out in the past, has delineated many gold targets requiring follow-up work on these properties.

As part of the due diligence process, GBL will undertake a field assessment of the area.

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SEPSIS PROJECT

Since GBL's last funding contribution to the University of Western Australia in 2008, the Company is awaiting developmental and research results. The future funding of the project is subject to a grant from the State Government for ongoing research. Therefore, with no prospect of a favourable outcome in the short term, GBL is not factoring any financial results nor commitments with this project at this time.

SUMMARY

In relation to the biomedical sector lengthy time frames, high cost and uncertain path to commercialisation has deterred the company from proceeding with many offers presented to it during the past two years.

Review and evaluation of existing commercial activities together with identification and assessment of new opportunities from various sectors has been the central focus of the Company. The cash reserves have been greatly affected by the global economic crisis which has resulted in severely reduced levels of available finance for the biomedical field. Management has implemented cost cutting measures and continues to take appropriate action aimed at maintaining the ongoing viability of the business. Directors fees, wage and salary reductions have occurred in all areas, with general administration and overhead expenses being cut in line with the level of business activity with approximately \$350,000 pa in cost savings having been achieved to date.

The cost cutting however will only work in conjunction with an increased project evaluation effort. It is therefore the intention of the Company going forward to concentrate on the mining exploration sector, therefore providing the Board with a concerted focus on increasing our market opportunities from non traditional areas and finding new sources of investment for increasing shareholders wealth.

Listing Rule Requirements

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must provide full details to the ASX as soon as practicable. ASX Listing Rule 11.1.2 provides that, if ASX requires, the entity must get the approval of shareholders and must comply with any requirements of ASX in relation to the notice of meeting.

For this reason, the Company is seeking shareholder approval to make a significant change to the nature of its activities under ASX Listing Rule 11.1.2.

RESOLUTION 3 – RATIFICATION OF AN ISSUE OF 30,000,000 SHARES

Background

In accordance with Listing Rule 7.4, the Directors are seeking ratification from shareholders of the allotment and issue of 30,000,000 Shares on 31 March 2009 at an issue price of \$0.003 each.

The Shares issued rank pari passu with all existing Shares in the capital of the Company.

Listing Rule Requirements

Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of that company in any 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. This rule provides that where a company in general meeting ratifies the previous issue of securities made without approval under Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Shareholder ratification for the Share issue is now sought pursuant to Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

Where one seeks to invoke the operation of Listing Rule 7.4, Listing Rule 7.5 requires certain information be provided in the notice of meeting.

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For the purposes of Listing Rule 7.5, the following information is provided in relation to this resolution:

- (a) there were 30,000,000 Shares issued;
- (b) the issue price of the Shares was \$0.003
- (c) The Shares issued rank pari passu with all existing Shares in the capital of the Company.
- (d) the allottees of the Shares are tabulated below;

Allottee Name	Shares Allotted
Monacan Nominees Pty Ltd	20,000,000
Merrill Lynch (Australia) Pty Ltd <Berndale A/C>	10,000,000
Total	30,000,000

- (e) the monies raised from the issue are being used to provide funds for the ongoing working capital requirements of the Company's operations, the evaluation of new opportunities, and the corporate and administrative activities of the Company.

RESOLUTION 4 – PLACEMENT AUTHORITY – SHARES

Background

It is proposed that shareholders grant approval pursuant to Listing Rules of ASX Limited, the Constitution of the Company and all other purposes to allot and issue, to sophisticated investors, up to 100,000,000 Shares in the capital of the Company.

The purpose of the issue will be to fund the Company's ongoing working capital requirements of the Company's operations, fund the evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, and meet the costs of the issue.

The Shares to be issued will rank equally in all respects with the Company's existing issued Shares. The Shares to be issued will have a diluting effect on the issued capital of the Company.

The capital structure of the Company following completion of the issue of securities proposed by this resolution is detailed in the following table:

Class of Security	PRE-PLACEMENT		PLACEMENT	POST-PLACEMENT	
	Current Issued Capital	Exercise/ Conversion Price	Proposed Issue	Expanded Issued Capital	Exercise/ Conversion Price
Fully Paid Shares	237,158,361	-	100,000,000	337,158,361	-
Listed Options 30/11/10	101,150,000	\$0.03	0	101,150,000	\$0.03
Unlisted Options 31/12/11	10,500,000	\$0.10	0	10,500,000	\$0.10
Unlisted Options 30/6/09	1,700,000	\$0.04	0	1,700,000	\$0.04
Unlisted Options 30/12/10	1,700,000	\$0.04	0	1,700,000	\$0.04
TOTAL CAPITAL**	352,208,361		100,000,000	452,208,361	

** on conversion of all options

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Listing Rule Requirements

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

The securities proposed to be issued pursuant to Resolution 4 of the Notice exceed the 15% threshold referred to above and, accordingly, shareholder approval is sought for the issue.

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

- (a) The maximum number of Shares to be allotted will be 100,000,000 Shares in the capital of the Company;
- (b) The issue will occur within three months of the date of the meeting;
- (c) The Shares will be issued at an issue price of not less than eighty (80%) per cent of the average market price over the last five (5) days on which sales in the securities were recorded before the date a prospectus is signed. The average will be calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue is made or if a prospectus is issued relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed.
- (d) The identity of any proposed allottees of the securities the subject of Resolution 4 are not yet known to the Company. The allottees will be determined at the Directors discretion;
- (e) The Shares will rank pari passu on allotment and issue with the existing Shares in GBL
- (f) The funds raised by reason of the allotment will be used to fund the ongoing working capital requirements of the Company's operations, fund the evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, and meet the costs of the issue. The proposed allocation to these areas is tabulated below:

Proposed Area of Application	Proposed Allocation (%)
Ongoing exploration & evaluation programmes	30%
Evaluation and acquisition of new opportunities	35%
Corporate and administrative activities	15%
Working capital	15%
Costs of the Issue	5%
Total	100%

- (a) The allotment will occur progressively.

Enquiries

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

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GLOSSARY

“**ASIC**” means Australian Securities and Investments Commission.

“**ASX**” means Australian Securities Exchange Limited.

“**Board**” means the board of Directors of the Company.

“**Company**” and “**GBL**” means Genesis Biomedical Limited (ACN 083 274 024).

“**Corporations Act**” means the Corporations Act 2001 (Cth).

“**Directors**” means the Directors of the Company.

“**Explanatory Statement**” means the explanatory statement set out in Section 3 of this Memorandum.

“**General Meeting**” and “**Meeting**” means the meeting convened by the Notice.

“**Listing Rules**” means the Official Listing Rules of ASX.

“**Memorandum**” means this Information Memorandum.

“**Notice**” means the notice of meeting set out in Section 2 of this Information Memorandum.

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

“**WST**” means Western Standard Time.

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APPOINTMENT OF PROXY

I/We

of

being a member/members of Genesis Biomedical Limited hereby appoint:

<input type="checkbox"/>	The Chairman of The meeting (mark with an 'X')	OR	<input type="text"/>	Write the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.
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or failing the person named attending the meeting, or if no person is named, the Chairman of the meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at a General Meeting of the Company to be held on Friday 29 May 2009 at 9.00 am WST and at any adjournment of that meeting.

IMPORTANT:

<input type="checkbox"/>	If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on a Resolution, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of these items and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman intends to vote undirected proxies in favour of each Item.
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Voting directions to your proxy – please mark “X” to indicate your directions

Resolution	For	Against	Abstain
1. Change of Company Name	[]	[]	[]
2. Approval for Change in Nature of Activities	[]	[]	[]
3. Ratification of Issue of 30,000,000 Shares	[]	[]	[]
4. Placement Authority for Shares	[]	[]	[]

Signed this day of 2009.

Individual Securityholder 1

Securityholder 2

Securityholder 3

Individual/Sole Director

Director

Director/Company Secretary

This form must be signed by the securityholder. If a joint holding, both securityholders must sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

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Notes:

1. Voting Entitlements: For the purposes of the Corporations Act 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the meeting. The snapshot date is 9.00 am on Wednesday, 27th May 2009
2. To be effective, the proxy form must be received by the Company at its registered office, Suite 10, 281 Hay Street, Subiaco, WA 6008, or received by facsimile on (08) 9381 6060 not less than forty-eight (48) hours before the time for holding the meeting.
3. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
4. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
5. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

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

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