

Genetic Technologies Limited

ACN 009 212 328

Notice of General Meeting

Venue: HWL Ebsworth Lawyers
Level 26, 530 Collins Street
Melbourne VIC 3000

Date: Thursday 26 September 2019

Time: Commencing at 10:30am (AEST)

Contents

	Page
Key dates.....	1
Notice of General Meeting.....	2
Proxy Appointment, Voting and Meeting Instructions	4
Explanatory Statement	5

Key dates

The key dates for the General Meeting (**GM**) are set out below.

Event	Date
Last day for receipt of proxies	10:30am on Tuesday 24 September 2019
General Meeting	10:30am on Thursday 26 September 2019

Proxy Forms received after **10:30am** (AEST) on **Tuesday 24 September 2019** will be disregarded.

Your Vote

The business of the GM affects your shareholding and your vote is important.

To vote in person, attend the GM on the date and at the place set out above.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Questions

Shareholders are invited to contact the Company Secretary, Justyn Stedwell, on +61 419 797 305 if they have any questions regarding the GM.

Notice of General Meeting

Notice is given that the General Meeting of Genetic Technologies Limited ACN 009 212 328 (**GTG** or **Company**) will be held at **HWL Ebsworth Lawyers, Level 26, 530 Collins Street Melbourne VIC 3000** on **Thursday 26 September 2019** commencing at **10:30am** (AEST).

The Explanatory Statement, which accompanies and forms part of this Notice, contains information to assist Shareholders to decide how to vote on the matters to be considered at the GM.

Terms used in this Notice are defined in the Glossary.

Agenda

1. Ordinary Resolutions

Resolution 1 - Ratification of prior issue of Shares on 24 October 2018 under Listing Rule 7.1

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 7.4 and for all other purposes, approval is given for the prior issue of 100,000,000 Shares at AUD\$0.0135 per Share pursuant to Listing Rule 7.1 on 24 October 2018 by way of a placement on the terms and conditions set out in the Explanatory Statement."

Resolution 2 - Ratification of prior issue of Shares on 6 May 2019 under Listing Rule 7.1A

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 7.4 and for all other purposes, approval is given to the prior issue of 72,596,869 Shares at AUD\$0.00676 per Share pursuant to Listing Rule 7.1A on 6 May 2019 by way of a placement on the terms and conditions set out in the Explanatory Statement."

Resolution 3 - Ratification of prior issue of Shares and warrants on 23 May 2019 under Listing Rule 7.1

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 7.4 and for all other purposes, approval is given for the prior issue of 117,527,318 Shares at USD\$0.00533 per Share on 23 May 2019 and 88,145,469¹ warrants issued at the same time for nil additional consideration pursuant to Listing Rule 7.1 by way of a placement on the terms and conditions set out in the Explanatory Statement."

¹ 88,145,469 warrants convert into 88,145,469 Shares or 146,909 ADS. Each ADS represents 600 underlying Shares in the Company.

Resolution 4 - Ratification of prior issue of Shares and warrants on 23 May 2019 under Listing Rule 7.1A

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 7.4 and for all other purposes, approval is given to the prior issue of 103,894,132 Shares at USD\$0.00533 on 23 May 2019 and 77,920,581² warrants issued at the same time for nil additional consideration pursuant to Listing Rule 7.1A by way of a placement on the terms and conditions set out in the Explanatory Statement."

Resolution 5 - Approval of Proposed Placement to retail and institutional investors of Aegis Credit Corp

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 and for all other purposes, approval is given for the issue of up to 1.5 billion Shares to retail and institutional investors of Aegis Credit Corp on the terms and conditions set out in the Explanatory Statement."

By order of the Board of Directors



Justyn Stedwell

Company Secretary

19 August 2019

² 77,920,581 warrants convert into 77,920,581 Shares or 129,868 ADS. Each ADS represents 600 underlying Shares in the Company.

Proxy Appointment, Voting and Meeting Instructions

See attached proxy form.

To be valid, properly completed forms must be received by the Company no later than **10:30am** Australian Eastern Standard Time (AEST) on **Tuesday 24 September 2019**.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. Capitalised terms defined within this Notice of General Meeting but which are not defined in the Glossary also apply within this Notice of General Meeting.

ORDINARY RESOLUTIONS

Resolution 1 & 3 – Ratification of prior issue of Shares on 24 October and 23 May 2019 under Listing Rule 7.1

Background

On 24 October 2018, 100,000,000 Shares were issued to Kentgrove Capital Growth Fund under the Equity Placement Facility announced to the market on 8 August 2018 under Listing Rule 7.1 with the issue price of AUD\$0.0135 per Share which is the subject of Resolution 1.

A total of 221,421,450 Shares and 166,066,050 warrants were issued under a capital raising placement on 23 May 2019 to certain institutional investors of Aegis Capital Corp, under both Listing Rule 7.1 & 7.1A, which are the subject of Resolutions 3 & 4 of that total number of Shares and warrants, 117,527,318 Shares and 88,145,469 warrants were issued under Listing Rule 7.1, which is the subject of Resolution 3.

Due to regulatory requirements of NASDAQ, the Company is required to maintain an ADS price of US\$1.00 or more per ADS. Other than during the month of May 2019, where the price hit a high of US\$1.38 per ADS, the ADS price has been below US\$1.00 per ADS this calendar year, and closed at US\$0.52 per ADS on 13 August 2019.

Effective from 15 August 2019, the ratio of the number of Shares represented by each ADS has been changed from 150 Shares per ADS to 600 Shares per ADS. All other things being equal, this should increase the price per ADS by a factor of four times.

Why approval is being sought under Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to the specified exceptions under Listing Rule 7.2, issue or agree to issue securities during any 12 month period in excess of 15% of the number of Ordinary Shares on issue at the commencement of that 12 month period, without shareholder approval.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1, by permitting the ratification of a previous issue of securities which was not made under a prescribed exception under ASX Listing Rule 7.2 or with prior shareholder approval, provided that the issue did not breach the 15% threshold set out in Listing Rule 7.1.

If shareholders of a company approve the ratification of a previous issue of securities at a general meeting, those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1.

The effect of ratification in accordance with Listing Rule 7.4 is the reinstatement of the Company's maximum capacity to issue further securities up to 15% of the Shares on issue under Listing Rule 7.1, if required, in the next 12 months without requiring Shareholder approval. The Directors believe it is in the best interests of the Company that the Company maintain its ability to issue up to 15% of the issued capital of the Company under Listing Rule 7.1.

Information required to be provided to Shareholders under Listing Rule 7.5

In accordance with Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4, the following information is provided to Shareholders in respect of Resolution 1 & 3:

	Aegis Capital Corp		Kentgrove Capital Growth Fund
	Information on issued Shares	Information on issued warrants	
The number of securities issued	117,527,318 Shares were issued.	88,145,469 warrants ³ were issued.	100,000,000 Shares were issued.
The price at which the securities were issued	The issue price per Share was USD\$0.00533.	The issue price per warrant is nil. The exercise price of each warrant to convert into an underlying Share is USD\$0.00533 per Share.	The issue price per Share was AUD\$0.0135.
The terms of the securities	The Shares issued rank equally with all other Shares currently on issue. The Shares were issued pursuant to a securities purchase agreement dated 22 May 2019 which contained comprehensive warranties, representations and indemnities as is customary for an issue of securities under US law by a "small cap" company quoted on NASDAQ. The securities purchase agreement also provides the institutional investors with pre-emptive rights to participate in further capital raisings for 12 months from the date of the securities purchase agreement.	The key terms ⁴ of the warrants are as follows: <ul style="list-style-type: none"> • issued for nil consideration; • exercisable at USD\$0.00533 per Share; • expires 5 years from the date of issue (issued on 23 May 2019); and • the warrants are transferrable. 	The Shares issued rank equally with all other Shares currently on issue.
The names of the persons to whom the entity issued the securities	The Shares were issued to institutional investors of Aegis Capital Corp.	The warrants were issued to institutional investors of Aegis Capital Corp.	The Shares were issued to Kentgrove Capital Growth Fund.

³ 88,145,469 warrants convert into 88,145,469 Shares or 146,909 ADS. Each ADS represents 600 underlying Shares in the Company.

⁴ The full terms of the warrants are available through the following link: <https://www.gtqlabs.com/investor-centre>

The use of the funds raised	The funds raised were used for general product, research and development, expansion in the People's Republic of China and funding the development of polygenic risk tests with TGen in the United States.	The funds raised were used for general product, research and development, expansion in the People's Republic of China and funding the development of polygenic risk tests with TGen in the United States.	The funds raised were for the working capital of the Company and for the purpose of facilitating the introduction and amongst others, the commercialisation of an enhanced breast cancer and new colon cancer screening test.
------------------------------------	---	---	---

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue of Shares and warrants and any Associates of those persons. However, the Company will 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 the direction on the Proxy Form to vote as the proxy decides.

Recommendation

For the reasons above, the Directors recommend that Shareholders vote in favour of Resolution 1 & 3.

Resolution 2 & 4 – Ratification of prior issue of Shares on 6 May 2019 and 23 May 2019 under Listing Rule 7.1A

Background

On 6 May 2019, 72,596,869 Shares were issued to Kentgrove Capital Growth Fund under the Equity Placement Facility announced to the market on 8 August 2018. 72,596,869 Shares were issued under Listing Rule 7.1A with an issue price of AUD\$0.00676 per Share.

As stated above, a total of 221,421,450 Shares and 166,066,050 warrants were issued under a capital raising placement on 23 May 2019 to certain institutional investors under both Listing Rule 7.1 & 7.1A. 103,894,132 Shares and 77,920,581 warrants were issued under Listing Rule 7.1A of that total number of Shares and warrants.

The Company sought and received shareholder approval under Listing Rule 7.1A at the 2018 annual general meeting to issue securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1.

Why approval is being sought under Listing Rule 7.4

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by way of special resolution at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital to be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The Company is an eligible entity and obtained this approval at its annual general meeting on 29 November 2018 (**AGM**). Details of the purpose and effects of Listing Rule 7.1A and the increased placement capacity of the Company were set out in the Company's notice of AGM for that meeting.

The Company has issued Shares under Listing Rule 7.1A as stated above. Under Listing Rule 7.4, the Company can seek Shareholder ratification of an issue of securities made under Listing Rule 7.1A. If Shareholder ratification is given, the effect is to deem that the shares issued under 7.1A stated above were issued with Shareholder approval, meaning that, for 12 months from the date of 29 November 2018, the Board is again able to issue up to a further 10% of the issued capital without Shareholder approval, to be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Information required to be provided to Shareholders under Listing Rule 7.5

In accordance with Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4, the following information is provided to Shareholders in respect of Resolution 2 & 4:

	Aegis Capital Corp		Kentgrove Capital Growth Fund
	Information on issued Shares	Information on issued warrants	
The number of securities issued	103,894,132 Shares were issued.	77,920,581 warrants ⁵ were issued.	72,596,869 Shares were issued.
The price at which the securities were issued	The issue price per Share was USD\$0.00533.	The issue price per warrant is nil. The exercise price of each warrant to convert into an underlying Share is USD\$0.00533 per Share.	The issue price per Share was AUD\$0.00676.

⁵ 77,920,581 warrants convert into 77,920,581 Shares or 129,868 ADS. Each ADS represents 600 underlying Shares in the Company.

The terms of the securities	<p>The Shares issued rank equally with all other Shares currently on issue.</p> <p>The shares were issued pursuant to a securities purchase agreement dated 22 May 2019 which contained comprehensive warranties, representations and indemnities as is customary for an issue of securities under US law by a "small cap" company quoted on NASDAQ. The securities purchase agreement also provides the institutional investors with pre-emptive rights to participate in further capital raisings for 12 months from the date of the securities purchase agreement.</p>	<p>The key terms⁶ of the warrants are as follows:</p> <ul style="list-style-type: none"> • issued for nil consideration; • exercisable at USD\$0.00533 per Share; • expires 5 years from the date of issue (issued on 23 May 2019); and • the warrants are transferrable. 	<p>The Shares issued rank equally with all other Shares currently on issue.</p>
The names of the persons to whom the entity issued the securities	<p>The Shares were issued to institutional investors of Aegis Capital Corp.</p>	<p>The warrants were issued to institutional investors of Aegis Capital Corp.</p>	<p>The Shares were issued to Kentgrove Capital Growth Fund.</p>
The use of the funds raised	<p>The funds raised were used for general product, research and development, expansion in the People's Republic of China and funding the development of polygenic risk tests with TGen in the United States.</p>	<p>The funds raised were used for general product, research and development, expansion in the People's Republic of China and funding the development of polygenic risk tests with TGen in the United States.</p>	<p>The funds raised were for the working capital of the Company and for the purpose of facilitating the introduction and amongst others, the commercialisation of an enhanced breast cancer and new colon cancer screening test.</p>

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue of Shares and warrants and any Associates of those persons. However, the Company will 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 the direction on the Proxy Form to vote as the proxy decides.

Recommendation

For the reasons above, the Directors recommend that Shareholders vote in favour of Resolution 2 & 4.

⁶ The full terms of the warrants are available through the following link: <https://www.gtqlabs.com/investor-centre>

Resolution 5 – Approval of Proposed Placement to retail and institutional investors of Aegis Credit Corp

Background

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed placement, being the issue of up to 1.5 billion Shares to retail and institutional investors of Aegis Credit Corp to raise approximately USD\$5 million (AUD\$7.5 million) (**Proposed Placement**). The issue price per Share under the Proposed Placement will be determined by the Company in consultation with Aegis Capital Corp, but in any event the price will not be less than 80% of the volume weighted average price of Shares on ASX over the last 5 days on which sales in the Shares were recorded on ASX before the date of the issue of Shares under the Proposed Placement.

There are currently plans for the Company to issue Shares under the Proposed Placement and shareholder approval is being sought for the issue of Shares under the Proposed Placement in order to provide the Company with flexibility to issue Shares in the future without diminishing the Company's placement capacity under Listing Rule 7.1. However, whether the Company will ultimately proceed with the Proposed Placement will depend on whether the market conditions are conducive to a capital raising.

Information required by ASX Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) ***Listing Rule 7.3.1: Formula for calculating the number of Shares to be issued under the Proposed Placement***
 - (i) Approval is being sought for the issue of up to 1.5 billion Shares at an issue price per Share to be determined by the Company in consultation with Aegis Capital Corp, but in any event the price will not be less than 80% of the volume weighted average price of Shares on ASX over the last 5 days on which sales in the Shares were recorded on ASX before the date of the issue of Shares under the Proposed Placement.
- (b) ***Listing Rule 7.3.2: The date for issuing the Shares under the Proposed Placement***
 - (i) The Shares issued under the Proposed Placement will be issued within three (3) months of the date of this General Meeting.
- (c) ***Listing Rule 7.3.3: The issue price of the Shares under the Proposed Placement***
 - (i) The issue price per Share under the Proposed Placement will be determined by the Company in consultation with Aegis Capital Corp, but in any event it will not be less than 80% of the volume weighted average price of Shares on ASX over the last 5 days on which sales in the Shares were recorded on ASX before the date of the issue of Shares under the Proposed Placement.
- (d) ***Listing Rule 7.3.4: The persons to whom the Company will issue the Shares under the Proposed Placement***
 - (i) The Shares under the Proposed Placement will be placed to retail and institutional investors of Aegis Credit Corp, the Company's placement agent in the United States. None of the prospective retail and institutional investors will be related parties (within the meaning of section 228 of the Corporations Act) of the Company.
- (e) ***Listing Rule 7.3.5: The terms of the Shares issued under the Proposed Placement***
 - (i) Each Share issued under the Proposed Placement will rank equally in all respects with existing Shares issued by the Company, with the same voting rights, dividend rights and other entitlements from issue.

(f) ***Listing Rule 7.3.6: The intended use of funds raised***

- (i) The funds raised from the issue of Shares under the Proposed Placement will be used for general product, research and development, expansion in the People's Republic of China and funding the development of polygenic risk tests with TGen in the United States.

(g) ***Listing Rule 7.3.7: The date for issuing the Shares under the Proposed Placement***

- (i) As stated above, no issue date has yet been determined by the Company, the Shares under the Proposed Placement will be issued to retail investors and institutional investors of Aegis Capital Corp within three (3) months of the date of this General Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by a person who is expected to participate in or who will obtain a benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares), and any Associates of those persons. However, 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 the direction of the Proxy Form to vote as the proxy decides.

Directors' recommendation

For the reasons above, the Directors recommend that Shareholders vote in favour of Resolution 5.

Glossary

In this Explanatory Statement, the following terms have the following meaning:

ADS	means American Depositary Share whereby 1 American Depositary Share equates to 600 fully paid ordinary shares in the capital of the Company
ASIC	Australian Securities & Investments Commission.
Associate	has the meaning given to it by Part 1.2 Division 2 of the Corporations Act.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	means the Listing Rules of the ASX.
Board or GTG Board	Board of Directors of the Company.
Chairman or Chair	The chair of the Board.
Company or GTG	Genetic Technologies Limited ACN 009 212 328
Constitution	means the constitution of the Company for the time being in force.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
General Meeting or Meeting or GM	General meeting of Shareholders of the Company or any adjournment of it, convened by this Notice.
Listing Rules	The Listing Rules of ASX.
NASDAQ	means the National Association of Securities Dealers Automated Quotations operated by Nasdaq Inc
Notice or Notice of General Meeting	The notice of General Meeting, which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.

Genetic Technologies Limited

ABN 17 009 212 328

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

GTG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10.30am (AEST) on Tuesday, 24 September 2019**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Genetic Technologies Limited hereby appoint



the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Genetic Technologies Limited to be held at HWL Ebsworth Lawyers, Level 26, 530 Collins Street, Melbourne Victoria on Thursday, 26 September 2019 at 10.30am (AEST) and at any adjournment or postponement of that Meeting.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares on 24 October 2018 under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Shares on 6 May 2019 under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Shares and warrants on 23 May 2019 under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Shares and warrants on 23 May 2019 under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Proposed Placement to retail and institutional investors of Aegis Credit Corp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

GTG

2 5 4 1 7 5 A



Computershare +