

Response to ASX Query

7 October 2019

Cheng Tang
Australian Securities Exchange
Level 4, North Tower
Rialto Towers
525 Collins Street
Melbourne VIC 3000

Dear Cheng

Genetic Technologies Limited (Company or GTG) refers to your letter dated 1 October 2019. Using the numbering in your letter we respond to your questions as follows.

1. Paul Kasian sent an email to Director, Lindsay Wakefield, and the Company Secretary at 11:01 am on Monday 23 September advising the Company of his resignation.

2. The email sent by Paul was seen by Lindsay at approximately 12:00 pm on Monday 23 September 2019 and he called Paul to obtain further detail and to understand why he had without any notice or discussion taken this action. Following this call to Paul, Lindsay then urgently attempted to notify other Board members and convene a meeting to discuss Paul's intentions and whether the Board wanted Lindsay to attempt to negotiate with Paul for him to stay on as interim CEO or accept his resignation. This was not completed until approximately 5.30 pm that evening which was when the Directors agreed to accept Paul's resignation.

That evening Lindsay prepared a market announcement detailing Paul's resignation and attempted to have it released on NASDAQ before trading commenced in the US. The advice received was that the announcement could not be released to the US NASDAQ market before being announced on the home Australian exchange. It was not possible to release the announcement on ASX that late in the evening on 23 September 2019, so the announcement was released to the ASX before the open of trading at 9.28 am on the 24th of September.

3. GTG is in compliance with the Listing Rules, in particular Listing Rule 3.1.

4. GTG's responses have been authorised accordingly.

Yours faithfully

Justyn Stedwell
Company Secretary
On behalf of the Board of Directors
Genetic Technologies Limited



1 October 2019

Reference: ODIN08035

Mr Justyn Stedwell
Company Secretary
Genetic Technologies Limited

By email only

Dear Mr Stedwell

Genetic Technologies Limited ('GTG'): Aware Query

ASX refers to the following:

- A. GTG's announcement entitled "Director Resignation" lodged on the ASX Market Announcements Platform ('MAP') and released at 9:28 AM on 24 September 2019 (the 'Announcement'), disclosing that Dr Paul Kasian had resigned as Executive Chairman and a director of GTG ('Information').
- B. GTG's announcement entitled "Final Director's Interest Notice" lodged on MAP and released at 7:07pm on 30 September 2019 disclosing that Dr Kasian ceased to be a director on 23 September 2019.
- C. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- D. Listing Rule 3.16, which requires a listed entity to immediately tell the ASX if there has been a change of chairperson, director or chief executive officer (or equivalent).
- E. Guidance Note 8, paragraph 4.5 states that the word "immediately" means "promptly and without delay". Doing something "promptly and without delay" means doing it as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

Request for Information

Having regard to the above, ASX asks GTG to respond separately to each of the following questions and requests for information:

- 1. When did GTG first become aware of the Information?
- 2. If GTG first became aware of the Information before the announcement was made on 24 September 2019, please explain why this information was not released to the market at an earlier time, commenting specifically on what steps GTG took to ensure that the information was released promptly and without delay.
- 3. Please confirm that GTG is complying with the Listing Rules and, in particular, Listing Rule 3.1.
- 4. Please confirm that GTG's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of GTG with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than 9:30 AM **AEDT Monday, 7 October 2019**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, GTG's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require GTG to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at ListingsComplianceMelbourne@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to GTG's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that GTG's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in GTG's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Cheng Tang
Senior Adviser, Listings Compliance (Melbourne)