

7 October 2019

Dear Shareholder,

2019 Non-Renounceable Rights Issue Offer

As announced on 4 October 2019, Genetic Technologies Limited ACN 009 212 328 ("**Genetic Technologies**" or "**the Company**"), is undertaking a \$4.5 million non-renounceable pro-rata rights offer to the Company's eligible shareholders (**2019 Rights Issue Offer**), to be offered pursuant to a rights issue offer document to be lodged with the ASX shortly (**Offer Document**).

The 2019 Rights Issue Offer is open to all eligible shareholders of the Company whose name is recorded on the share register as at 5.00pm on Wednesday, 9 October 2019 (**Record Date**) and who have a registered address in Australia or New Zealand (**Eligible Shareholder**). Up to Approximately 1,125,000,000 fully paid ordinary shares (**New Shares**) will be issued pursuant to the 2019 Rights Issue Offer.

Under the terms of the 2019 Rights Issue Offer, each Eligible Shareholder will have the right to subscribe for New Shares in the Company on the basis of a non-renounceable Rights Issue of 1 new shares for every 2 shares held as at the Record Date (rounded up to the nearest share) at a price of \$0.004 per new share. Oversubscriptions in excess of the \$4,500,000 (if any) will be scaled back on a pro-rata basis.

Provided Eligible Shareholders have subscribed for their full entitlement under the Offer, they may also at the same time also apply for additional New Shares at the same price of \$0.004 per New Share (**Additional Shares**).

The Board reserves the right to allocate all Additional Shares in its absolute discretion and may scale back some or all of an Eligible Shareholders application for Additional Shares (and refund the subscription moneys corresponding to any scale back).

The Company will apply the net proceeds from the Offer towards 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. In addition, where fully subscribed the Offer is designed to satisfy and remedy the NASDAQ Deficiency Notice as announced to the market on 30 July 2019.

The proposed timetable and important dates of the Rights Offer are set out below.

Announce Rights Offer and lodge Appendix 3B with ASX	Friday, 4 October 2019
Notice sent to optionholders	Friday, 4 October 2019
Notice sent to securityholders	Monday, 7 October 2019
“Ex” date	Tuesday, 8 October 2019
Record Date for determining Entitlements	Wednesday, 9 October 2019
Rights Issue Offer Document and personalised Entitlement and Acceptance Forms dispatched to Eligible Shareholders	Friday, 11 October 2019
Last day to extend Offer Closing Date*	Thursday, 17 October 2019
Offer Closing Date*	Tuesday, 22 October 2019
Shares quoted on a deferred settlement basis*	Wednesday, 23 October 2019
ASX notified of under subscriptions*	Friday, 25 October 2019
Issue date of Securities and dispatch of holding statements*	Friday, 25 October 2019
Quotation of Securities issued under the Rights Offer	Monday, 28 October 2019

The above timetable is indicative only and subject to change. Subject to the *Corporations Act 2001* and the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date. The Directors also reserve the right not to proceed with the 2019 Rights Issue Offer (or any part of it) at any time prior to allotment. In that event, any application money received will be returned without interest.

The total Shares on issue as at the date of the Announcement of the 2019 Rights Issue is 2,938,134,143 Shares. Assuming the 2019 Rights Issue Offer is fully subscribed, the effect of the 2019 Rights Issue Offer will be the issue of an additional 1,125,000,000 New Shares, resulting in an estimated total share capital as at the date holding statements are despatched for the New Shares of 4,063,134,143.

Details of the 2019 Rights Issue Offer are contained in the announcement made on ASX on 4 October 2019. Full details of the Offer, together with all other relevant information relating to the Offer, will be included in the Offer Document, expected to be available on the ASX website (www.asx.com.au) as from 11 October 2019. The Offer Document and the Entitlement and Acceptance Form will be sent to all Eligible Shareholders on the opening of the 2019 Rights Issue Offer, namely, 11 October 2019.

Please ensure you read the Offer Document in its entirety and refer to the Company's ASX announcements before considering whether to participate in the Offer. If in any doubt you should consult your professional advisor.

If you do not wish to participate in the 2019 Rights Issue Offer you do not need to take any action.

For further information on your Entitlement please contact the Company's share registry, Computershare, on +61 (0)3 9415 4000 or 1300 850 505 (within Australia). For other questions, you should contact your stockbroker, accountant, taxation advisor, financial advisor or other professional advisor.

On behalf of the Board of the Company, I thank you for your continued support as a shareholder.

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

7 October 2019

Dear Shareholder,

Non-Renounceable Entitlement Offer - Notification to Ineligible Shareholders

On 4 October 2019, Genetic Technologies Limited ACN 009 212 328 (ASX: GTG) ("**Genetic Technologies**" or "**the Company**") announced a non-renounceable pro-rata entitlement issue of up to approximately 1,125,000,000 new GTG ordinary shares (**New Shares**) at an issue price of \$0.004 each (**2019 Rights Offer**) to raise up to approximately \$4.5 million.

The 2019 Rights Offer will be made to eligible shareholders on the basis of 1 New Share for every 2 existing shares held at 5:00pm (AEDT) on 9 October 2019 (**Record Date**).

The 2019 Rights Offer is being made by Genetic Technologies pursuant to a rights issue offer document to be lodged with the ASX shortly (**Offer Document**). The 2019 Rights Offer is not being made pursuant to prospectus prepared pursuant to the *Corporations Act 2001* (Cth) (**Act**).

Eligibility criteria

The restrictions upon eligibility under the Offer are in place because of legal limitations on making or extending an offer of securities in some countries.

Genetic Technologies has determined, as permitted by law, that it would be unreasonable to make or extend the 2019 Rights Offer to shareholders in countries outside of Australia and New Zealand, having regard to the relatively small number of shareholders in those countries, the number and value of shares for which those shareholders would otherwise be entitled to subscribe for and the potential cost of complying with regulatory requirements in those countries.

Accordingly, in compliance with ASX Listing Rules and the Act, Genetic Technologies wishes to advise you that it will not be extending the 2019 Rights Offer to you and you will not be able to apply for New Shares under the 2019 Rights Offer.

“Eligible Retail Shareholders” are those persons who:

- are registered holders of shares in the Company as at the Record Date;
- have a registered address in Australia or New Zealand; and
- are eligible under all applicable securities laws to receive an offer under the Offer.

Those Shareholders who are not Eligible Shareholders are **“Ineligible Shareholders”** and will not be able to subscribe for New Shares under the Offer.

You are not required to do anything in response to this letter.

This letter is to inform you that under the terms of the 2019 Rights Offer, you are an Ineligible Shareholder and therefore not eligible to subscribe for New Shares and no entitlements will be issued to you. This letter is not an offer to issue New Shares or entitlements to you, nor an invitation for you to apply for New Shares.

Further information

If you have any questions, please call the the Company’s share registry, Computershare, on +61 (0)3 9415 4000 or 1300 850 505 (within Australia).at any time between 8.30am to 5.00pm (AEDT) Monday to Friday during the 2019 Rights Offer period.

For other questions, you should contact your stockbroker, accountant, taxation advisor, financial advisor or other professional advisor.

On behalf of the Board of the Company, I thank you for your continued support as a shareholder.

Yours faithfully

Justyn Stedwell
Company Secretary
On behalf of the Board of Directors

Important Information

This letter is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in the Company in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of shares in the Company.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been made or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act, as amended (the **"Securities Act"**) or the securities laws of any state or other jurisdiction of the United States.

Accordingly, the Entitlements may not be exercised or taken up by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Certain statements made in this letter are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates and projections about the industry in which the Company operates, and beliefs and assumptions. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this letter. The forward-looking statements made in this letter relate only to events as of the date on which the statements are made.