

Genetic Technologies Limited

ACN 009 212 328

Notice of Annual General Meeting

Venue: Offices of K & L Gates, Level 25, 525 Collins St, Melbourne VIC 3000 and via Webinar

Date: Wednesday 22 November 2023

Time: Commencing at 10:00am (AEDT)

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Key dates

The key dates for the Annual General Meeting (AGM) are set out below.

Event	Date
Last day for receipt of proxies	10:00am on Monday 20 November 2023
Annual General Meeting	10:00am on Wednesday 22 November 2023
<u>Proxy Forms received after 10:00am (AEDT) on Monday 20 November 2023 will be disregarded.</u>	

Hybrid AGM and Your Vote

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

As outlined in this Notice of Annual General Meeting, the Meeting will be held as a hybrid annual general meeting via a meeting at the offices of K & L Gates (Level 25, 525 Collins St Melbourne VIC 3000) and virtual participation via live webcast. Whilst shareholders will have the ability to vote online at the Meeting, shareholders are encouraged to lodge their proxy form ahead of the meeting.

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.

Please refer to your enclosed Proxy Form for more information and instructions on how to vote at this Meeting.

Questions

Shareholders are invited to contact the CFO & Company Secretary, Tony Di Pietro, on +61(0) 3 8412 7000 if they have any questions regarding the AGM.

We also invite Shareholders to submit questions to the Company or auditor in advance of the Meeting. Questions must be received by no later than 10:00am (Melbourne time) on Tuesday 14 November 2023. The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the Meeting. However, there may not be sufficient time to address all questions raised. Please note that individual responses will not be sent to shareholders. Please submit any written questions to the Company to tony.dipietro@genetype.com.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Genetic Technologies Limited ACN 009 212 328 (GTG or Company) will be held by **Hybrid Meeting** on **Wednesday 22 November 2023** commencing at **10:00am** (AEDT).

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 AGM.

The Meeting will be held as a hybrid annual general meeting by shareholder physical attendance at the offices of K & L Gates (Level 25, 525 Collins St Melbourne VIC 3000) and virtually via live webcast.

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/M9RCZRN>. For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide.

If it becomes necessary for the Company to give further updates about the Meeting, information will be lodged with the ASX and posted on the Company's website.

Terms used in this Notice are defined in the Glossary.

Agenda

1. Consideration of Financial Statements

To receive and consider the Company's financial report, directors' report and auditor's report for the year ended 30 June 2023, contained in the Company's 2023 Annual Report.

GTG's Annual Report is available online at <https://genetype.com/investor-centre/company-reports-and-presentations/>.

2. Resolutions

Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of Section 250R(2) of the Corporations Act and all other purposes the Remuneration Report as set out in the Directors' report for the Company for the year ended 30 June 2023 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors of the Company or the Company. The Board, however, will take the outcome of the vote into consideration when reviewing the remuneration practices or policies of the Company.

Corporations Act Voting Restriction Statement: A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons;

- a) a member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - b) a Closely Related Party of such a member,
- (collectively, an **Excluded Voter**).

However, an Excluded Voter may cast a vote on Resolution 1 if:

1. the Excluded Voter does so as a proxy; and
2. the vote is not cast on behalf of an Excluded Voter; and
3. either:
 - i. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - ii. the voter is the chair of the meeting and the appointment of the chair as proxy:
 - A. does not specify the way the proxy is to vote on the resolution; and
 - B. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-Election of Mr Peter Rubinstein

To consider and if thought fit to pass the following resolution as an ordinary resolution:

"To elect Mr Peter Rubinstein who retires by rotation in accordance with clause 20.3 of the Company's Constitution and being eligible offers himself for re-election as a Director."

Resolution 3 – Re-Election of Dr Lindsay Wakefield

To consider and if thought fit to pass the following resolution as an ordinary resolution:

"To elect Dr Lindsay Wakefield who retires by rotation in accordance with clause 20.3 of the Company's Constitution and being eligible offers himself for re-election as a Director."

Resolution 4 – Approval of Increased Placement Capacity

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the increase in capacity of the Company to issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions in the Explanatory Statement accompanying this Notice of Meeting."

ASX Listing Rules - Voting Restriction Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a) if at the time the approval of Resolution 4 is sought the Company is proposing to make an issue of securities under Listing Rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- 1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 2. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 3. a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 5 – Share Consolidation

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to section 254H(1) of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 100 Shares be consolidated into 1 Share and, where this consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share (as the case may be), with the consolidation to take effect in accordance with the timetable set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Resolution 6 - Ratification of prior issue of Shares under ASX Listing Rule 7.1

To consider and if thought fit to pass 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 by the Company of 1,385,094,771 Shares to U.S. institutional investors on 7 February 2023, as detailed in the Company's announcements dated 6 to 8 February 2023, pursuant to Listing Rule 7.1 and otherwise on the terms and conditions set out in the Explanatory Statement."

ASX Listing Rules Voting Restriction Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (i) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (ii) an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
2. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
3. a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 7 - Ratification of prior issue of Shares under ASX Listing Rule 7.1A

To consider and if thought fit to pass 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 by the Company of 922,598,229 Shares to U.S. institutional investors on 7 February 2023, as detailed in the Company's announcements dated 6 to 8 February 2023, pursuant to Listing Rule 7.1A and otherwise on the terms and conditions set out in the Explanatory Statement."

ASX Listing Rules Voting Restriction Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- b) an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
2. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
3. a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 8 – Issue of Warrants to H.C. Wainwright

To consider and if thought fit to pass 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 250,000 Warrants to acquire ADSs, each representing 600 ordinary shares in the Company, to H.C. Wainwright & Co in part consideration

for exclusive placement agent services provided to the Company on the terms and conditions set out in the Explanatory Statement."

ASX Listing Rules Voting Restriction Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a) H.C. Wainwright & Co, a person who is expected to participate in the proposed issue or a person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b) an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- 1. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 2. the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 3. a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

By order of the Board of Directors

Mr Tony Di Pietro
CFO & Company Secretary
20 October 2023

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 **10:00am** Australian Eastern Daylight Time (AEDT) on **Monday 20th November 2023**.

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 Annual General Meeting (AGM).

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 Annual General Meeting.

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

Legal Background applicable to Resolutions:

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the prior approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. A 'Warrant' and 'Performance Rights' are each an Equity Security for the purposes of the ASX Listing Rules.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible, and obtains shareholder approval under ASX Listing Rule 7.1A, may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents a further 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, as adjusted in accordance with the formula in ASX Listing Rule 7.1A.2.

Listing Rule 7.4 also allows the shareholders of a listed company to approve (i.e. ratify) an issue of Equity Securities after it has been made or agreed to be made in compliance with Listing Rules 7.1 or 7.1A. If shareholders agree to the ratification, the issue is taken to have been approved under Listing Rule 7.1 or Listing Rule 7.1A (as the case may be) and so after ratification increases the company's capacity to issue further Equity Securities without shareholder approval under the corresponding rule by the number of issued Shares ratified. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain prior Shareholder approval for such issues under Listing Rule 7.1 or Listing Rule 7.1A (as the case may be), hence the below resolutions 6 and 7 seek ratification of past issues of Equity Securities.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A (as is being sought in Resolution 4) then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

unless and until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue. By ratifying the issue, the base figure (i.e., variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a higher number of securities to be issued without prior Shareholder approval.

1. Consideration of Financial Statements

The Company's 2023 Annual Report comprising the Company's financial report, directors' report and auditor's report for the year ended 30 June 2023 was lodged with ASX on 31 August 2023. The Company's 2023 Annual Report is placed before Shareholders for discussion. No voting is required for this item of business.

2. Resolution 1 – Adoption of the Remuneration Report

Background

The Company submits its Remuneration Report for the financial year ended 30 June 2023 to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution pursuant to section 250R of the Corporations Act. The Company's Remuneration Report can be found in the Company's 2023 Annual Report. It sets out a range of matters relating to the remuneration of Directors and Senior Executives of the Company and explains Board policies in relation to the nature and value of remuneration paid to Directors and Senior Executives within the Company. A copy of the Company's 2023 Annual Report can be found on its website at <https://genetype.com/investor-centre/company-reports-and-presentations/>.

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

The Corporations Act provides that:

- a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any Closely Related Party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

The Company did not receive a "first strike" at the 2022 AGM. If a "first strike" was to occur at the 2023 Annual General Meeting:

- a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2024 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- b) if the Company's subsequent (i.e. 2024) Remuneration Report also receives a "no vote" at the 2024 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2024 Annual General Meeting will be asked (at that 2024 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

In the interests of good corporate governance, the Board abstains from making a recommendation in relation to Resolution 1.

A voting restriction statement is set out in Resolution 1 in the Notice.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

Board recommendation and undirected proxies

As all members of the Board are excluded from voting on Resolution 1, they do not make any recommendations on voting. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

3. Resolution 2 – Re-Election of Mr Peter Rubinstein

Mr Rubinstein was appointed to the Board on January 31, 2018 and appointed as Chairman in April 2020. He has over 20 years' experience in early-stage technology commercialization through to public listings on the ASX. He is a lawyer, having worked at a large national firm prior to moving in-house at Montech, the commercial arm of Monash University.

Mr. Rubinstein has had significant exposure to the creation, launch and management of a diverse range of technology companies in biotech, digital payments and renewable energy. Mr. Rubinstein is also a Non-Executive Director of DigitalX Limited (ASX: DCC).

Board recommendation and undirected proxies

The Board (except for Mr Rubinstein due to his interest in the outcome) unanimously recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

4. Resolution 3 – Re-Election of Dr Lindsay Wakefield

Dr Wakefield was appointed to the Board on September 24, 2014. He started Safetech Pty Ltd in 1985 and over the next 25 years, Safetech became a force in the Australian material handling and lifting equipment market, designing and manufacturing a wide range of industrial products. In 1993, he left medicine to become the full-time CEO of Safetech. In 2006, Safetech was awarded the Telstra Australian National Business of the Year. In 2013, Safetech merged and ultimately acquired Tiemen Materials Handling.

Dr Wakefield continues as the CEO of Safetech, which is Australia's largest manufacturer and supplier of dock equipment, freight hoists and custom lifting solutions. Safetech employs approximately 100 people. Dr Wakefield has been a biotech investor for more than 20 years.

Board recommendation and undirected proxies

The Board (except for Dr Wakefield due to his interest in the outcome) unanimously recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

5. Resolution 4 – Approval of Increased Placement Capacity

General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (subject to some limitations described below).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Capacity**). By this resolution the Company is seeking shareholder approval to increase its capacity to issue shares under

Listing Rule 7.1A. There is no guarantee that the Company will issue any shares under its 10% Placement Capacity.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the 15% limit under Listing Rule 7.1 plus an additional 10% under Listing Rule 7.1A, both without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities, must be only for cash consideration and is subject to the below described minimum price restriction (where the 15% limitation under Listing Rule 7.1 is not subject to this cash only limitation or price restriction). The Company currently has one class of quoted Equity Security on issue, being Shares (ASX Code: GTG).

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

1. plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
2. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (a) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (b) the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4,
3. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (a) the agreement was entered into before the commencement of the relevant period; or
 - (b) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4,
4. plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
5. plus the number of partly paid ordinary securities that became fully paid in the relevant period;
6. less the number of ordinary securities cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.4.

Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

Minimum Price

Pursuant to ASX Listing Rule 7.1A.3, the minimum price at which the Equity Securities may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

Purposes of Issue under 10% Placement Capacity

The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. In general terms, the Company could issue equity securities under its Additional Placement Capacity to raise cash for product research and development and general working capital and administration.

Applicable Period for the Approval

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the annual general meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (ii) The time and date of the entity's next annual general meeting.
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) after which date an approval under ASX Listing Rule 7.1A ceases to be valid.

Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under any 10% Placement Capacity issue.

Table 1 below shows, by way of example, the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 if Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Table 1

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	0.0015	0.003	0.006
		50% decrease in the Issue Price	Current Market Price (Issue Price)	100% increase in Issue Price
11,541,658,143 (Current Variable A)	Shares issued - 10% voting dilution	1,154,165,814	1,154,165,814	1,154,165,814
	Funds Raised	\$ 1,731,249	\$ 3,462,497	\$ 6,924,995
17,312,487,215 (50% Increase in Variable A)	Shares issued - 10% voting dilution	1,731,248,721	1,731,248,721	1,731,248,721
	Funds Raised	\$ 2,596,873	\$ 5,193,746	\$ 10,387,492
23,083,316,286 (100% Increase in Variable A)	Shares issued - 10% voting dilution	2,308,331,629	2,308,331,629	2,308,331,629
	Funds Raised	\$ 3,462,497	\$ 6,924,995	\$ 13,849,990

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer), or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- (i) There are currently 11,541,658,143 Shares on issue.
- (ii) The issue price set out above of \$0.003 is the closing price of the Shares on the ASX on 13 September 2023.

- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Warrants are exercised into Shares before the date of issue of the Equity Securities. There are currently 233,000,000 unquoted options and performance rights and 313,016,778 Warrants on issue.
- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (viii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Risk of economic and voting dilution

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of approval of this Resolution; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities which may be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Previous approval under ASX Listing Rule 7.1A

As at the date of this Notice, in the 12 months preceding the date of the Meeting, the Company has issued 922,598,229 Equity Securities under Listing Rule 7.1A representing 10% of Equity Securities on issue on the date being 12 months prior to the date of this Meeting.

Annexure A of this Notice sets out the specific details as required by ASX Listing Rule 7.3A.6 (b) and details Equity Securities issued by the Company under Listing Rule 7.1A in the 12 months prior to the Meeting.

Voting exclusion statement

A voting exclusion statement is provided in this Notice of Meeting. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, the Company does not expect any existing Shareholders will be excluded from voting on Resolution 4.

Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

6. Resolution 5 – Share Consolidation

General

The Company has a large number of shares on issue. The Directors consider it more appropriate to have a smaller number of Shares on issue which would result in what the Directors regard to be a more appropriate capital structure.

The Directors are seeking Shareholder approval to consolidate the number of Shares on a 100 existing Shares for 1 new Share basis (**Consolidation**).

If Resolution 5 is passed, overall the number of Shares on issue will be reduced from the current level of 11,541,658,143 to approximately 115,416,582 (subject to rounding).

As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Company does not expect there to be any dilution resulting from the Consolidation, other than a nominal amount caused by possible rounding.

While the Consolidation should not in theory have any impact on the underlying value of the Company, Shareholders should appreciate that the value of the Company's shares as listed on the ASX (and in turn the Company's market capitalisation) is subject to a broad range of market factors which are beyond the control of the Company.

American Depositary Shares (ADS)

A proportion of the Company's shares are held in the form of ADSs, which are quoted on Nasdaq. Each ADS currently represents an interest in 600 Shares.

The Company intends to instruct the depositary of its ADSs, Bank of New York Mellon, to adjust the ratio of the Company's ADSs in the same proportion as contemplated by this Resolution 5, such that the number of Shares which each ADS will represent on a post-consolidation basis will be decreased by a factor of 100 from 600 to 6. As such, the Company does not anticipate the price of the ADSs trading on the NASDAQ to change proportionally to the consolidation ratio. This step (to alter the number of Shares each ADS represents) does not require the approval of Shareholders but is included here for information purposes so that Shareholders may consider Resolution 5 in its full context.

Legal Implications

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Board does not believe it is appropriate to provide any advice on any taxation implications arising from the proposed Share Consolidation as this will depend upon the individual shareholders personal taxation structure.

If there is a consolidation of the issued capital of GTG:

- (a) the number of options, warrants and performance rights (**Unquoted Securities**) or the exercise price of the Unquoted Securities or both will be adjusted as specified in Listing Rule 7.22.1 as it applies at the time of the Consolidation;

- (b) in all other respects the terms for the exercise of the Unquoted Securities will remain unchanged; and
- (c) the ratio of ADSs issued in relation to the number of ordinary shares on issue will be adjusted (as described above) as it applies at the time of the Consolidation so that the value of ADSs held after the Consolidation remains the same.

Holding statements

Where Resolution 5 is approved, all holding statements for Shareholders will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. As indicated in the timetable below, after the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to the Consolidation.

Indicative Timetable

If approved by Shareholders, the proposed Consolidation is intended to take effect in accordance with the following indicative timetable (subject to change):

Key event	Indicative date
Notification to ASX that Consolidation is approved and Effective Date	22 November 2023
Last day for trading in pre-consolidated securities	23 November 2023
Trading in consolidated securities on a deferred settlement basis commences	24 November 2023
Record Date - Last day to register transfers on a pre-consolidation basis	27 November 2023
First day for Company to update register and send new holding statements to security holders reflecting the change in the number of securities held	28 November 2023
Completion of despatch of new holding statements. Deferred settlement trading ends	4 December 2023
Normal trading starts (if Company shares are not suspended from trading at this time)	5 December 2023

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 5. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

7. Resolution 6 – Ratification of prior issue of Shares under ASX Listing Rule 7.1

Background

On 7 February 2023 the Company completed a capital raising to raise US\$5 million (by the issue of 3,846,155 American Depositary Shares ("ADSs"), without prior shareholder approval, each ADS representing six hundred (600) of the Company's ordinary shares ("Shares") and a total of 2,307,693,000 Shares issued, at a purchase price of US\$1.30 per ADS or in Australian dollars A\$0.003 per GTG Share (on a pre-Consolidation basis).

The issue of a total of 2,307,693,000 new ordinary shares underlying the ADSs represented 25% of GTG's issued share capital prior to the capital raising and were issued to several U.S. institutional investors introduced by H.C. Wainwright & Co. The issue of 1,385,094,771 of the 2,307,693,000 Shares were issued under Listing Rule 7.1 (representing 15% of GTG's issued share capital prior to the capital raising), and as that issue had not been approved by the Company's shareholders, it effectively used up the 15% limit in Listing Rule 7.1, removing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made, i.e., to ratify the prior issue. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval under Listing Rule 7.4 for the prior issue of 1,385,094,771 Shares made pursuant to the Company's 15% placement capacity under listing rule 7.1.

If Resolution 6 is passed, the issue of 1,385,094,771 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following their issue date.

In the event that Shareholders do not approve Resolution 6, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1 as it is prior to any approval of this Resolution 6, effectively decreasing (by 1,385,094,771) the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date (i.e. until 6 February 2024) as compared to its Listing Rule 7.1 capacity where this Resolution 6 is approved.

Information required by ASX Listing Rule 7.5

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.5.

The number and class of securities issued	1,385,094,771 Shares represented by 2,308,491 ADS.
The price at which the securities were issued	US\$1.30 per ADS (each ADS represents 600 Shares) - or in Australian dollars \$0.003 per GTG Share.
The terms of the securities	Each Share issued ranks equally in all respects with existing Shares issued by the Company, with the same voting rights, dividend rights and other entitlements from issue.
The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected	The ADS were issued to several U.S. institutional investors introduced by H.C. Wainwright & Co.
The use of the funds raised	The Company is utilising the net proceeds to support the commercialisation of the geneType Multi Risk test through the B2B channels with payers, insurers and employers in the United States and expand into Europe, to drive new market

	opportunities in reimbursable categories by leveraging our strategic relationship with QIAGEN, to fund product research and development, to increase our sales and marketing presences and drive of its tests via the consumer-initiated testing platforms, to execute the go to market, sales and marketing to launch the Comprehensive Hereditary Breast and Ovarian Cancer Risk Test as part of our germline genetic testing division; and for other working capital and general corporate purposes.
The date the securities were issued	7 February 2023

Board recommendations and undirected proxies

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 6. The Chair of the Meeting intends to vote all undirected proxies in favour of this resolution.

8. Resolution 7 – Ratification of prior issue of Shares under ASX Listing Rule 7.1A

Background

As noted in section 7 above, on 7 February 2023 the Company completed a capital raising to raise US\$5 million (by the issue of 3,846,155 American Depositary Shares ("ADSs"), without prior shareholder approval, each ADS representing six hundred (600) of the Company's ordinary shares (on a pre-Consolidation basis), at a purchase price of US\$1.30 per ADS or in Australian dollars A\$0.003 per GTG Share (on a pre-Consolidation basis).

A total of 922,598,229 of the 2,307,693,000 Shares issued were issued pursuant to the Company's additional 10% placement capacity under listing rule 7.1A. These 922,598,229 Shares were issued under the Company's Listing Rule 7.1A capacity, and that issue, as it had not been approved by the Company's shareholders, effectively used up all of the Company's 10% limit per Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities (by 922,598,229 Shares) without Shareholder approval under Listing Rule 7.1A for the 12-month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made, i.e., to ratify the prior issue. If they do, the issue is taken to have been approved under Listing Rule 7.1A and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1A.

Resolution 7 seeks Shareholder approval under Listing Rule 7.4 for the prior issue of 922,598,229 Shares made pursuant to the Company's 10% placement capacity under listing rule 7.1A.

If Resolution 7 is passed, the issue of 922,598,229 Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities (by 922,598,229 Shares) it can issue without Shareholder approval over the 12-month period following the issue date (i.e. until 6 February 2024).

In the event that Shareholders do not approve Resolution 7, the issue will be included in calculating the Company's 10% limit in Listing Rule 7.1A as it is prior to any approval of this Resolution 7, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date as compared to its Listing Rule 7.1A capacity where this Resolution 6 is approved.

Information required by ASX Listing Rule 7.5

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.5.

The number and class of securities issued	922,598,229 Shares represented by 1,537,664 ADS.
The price at which the securities were issued	US\$1.30 per ADS (each ADS represents 600 Shares) - or in Australian dollars \$0.003 per GTG Share.
The terms of the securities	Each Share issued ranks equally in all respects with existing Shares issued by the Company, with the same voting rights, dividend rights and other entitlements from issue.
The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected	The ADS were issued to several U.S. institutional investors introduced by H.C. Wainwright & Co.
The use of the funds raised	The Company is utilising the net proceeds to support the commercialisation of the geneType Multi Risk test through the B2B channels with payers, insurers and employers in the United States and expand into Europe, to drive new market opportunities in reimbursable categories by leveraging our strategic relationship with QIAGEN, to fund product research and development, to increase our sales and marketing presences and drive of its tests via the consumer-initiated testing platforms, to execute the go to market, sales and marketing to launch the Comprehensive Hereditary Breast and Ovarian Cancer Risk Test as part of our germline genetic testing division; and for other working capital and general corporate purposes.
The date the securities were issued	7 February 2023

Board recommendations and undirected proxies

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 7. The Chair of the Meeting intends to vote all undirected proxies in favour of this resolution.

9. Resolution 8 – Issue of Warrants to H.C. Wainwright

Background

Resolution 8 seeks the required Shareholder approval to the issue of 250,000 Warrants to acquire ADSs in GTG (each ADS is equivalent to 600 Shares) to H.C. Wainwright & Co. or its nominee(s) under and for the purposes of Listing Rule 7.1. If Resolution 8 is passed, the Company will be able to proceed with the issue of the Warrants. In addition, the issue

will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. A 'Warrant' is an Equity Security for the purposes of the ASX Listing Rules, similar to an option to purchase a Share in the Company.

Resolution 8 seeks Shareholder approval for the issue of 250,000 Warrants to H.C. Wainwright & Co. or its nominee(s) in consideration for exclusive placement agent services provided to the Company pursuant to an engagement agreement, dated 20 December 2022.

If Resolution 8 is not passed, the Company will not be able to proceed with the immediate issue of 250,000 Warrants to H.C. Wainwright & Co. or its nominee(s), in which case, the Company may be required to negotiate alternative compensation arrangements with H.C. Wainwright & Co.

Information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following particulars on the allotment and issue of the Warrants:

The name of the person to whom the securities will be issued	The Warrants will be issued to H.C. Wainwright or its nominee(s), which nominee is not a related party of the Company.
The maximum number of securities to be issued	250,000 Warrants to acquire 250,000 ADS (each ADS is equivalent to 600 ordinary shares).
The date by which the entity will issue the securities	No later than 60 days after the date of this AGM.
The price at which the securities will be issued	There will be no issue price paid by H.C. Wainwright & Co for their Warrants. The issue of the Warrants is in part consideration for exclusive placement agent services provided to the Company.
The terms of the securities	Each Warrant is, and will remain, unquoted and entitles the holder to subscribe for one ADS in the Company. 250,000 Warrants exercisable at US\$1.625 per ADS (unless exercised using the cashless exercise), each expiring 5 years from issue and will otherwise be issued on the terms and conditions set out in Annexure B of this Notice.
Valuation of the securities	Based on the binomial pricing model, the valuation of the Warrants is A\$134,956.
The use of the funds raised	Whilst there will be no funds raised from the issue of the Warrants, should the Warrants be exercised the Company currently intends to apply funds received to support the introduction and distribution of its new products, for product research and development and reimbursement studies for polygenic risk tests in the United States, as well as for working capital and potential acquisitions.
Summary of the material terms of the securities under	The Warrants are being issued pursuant to a Capital Raising Mandate entered into between the Company and H.C. Wainwright & Co dated 20 December 2022 (Capital Raising Mandate). Under the Capital Raising Mandate H.C. Wainwright

<p>the Capital Raising Mandate</p>	<p>& Co agreed to serve as the exclusive agent, advisor or underwriter in any offering of securities in the Company other than in Australia and New Zealand during the term of the Capital Raising Mandate. The initial term of the Capital Raising Mandate was 3 months, however it was extended for a further 3 month term. The Capital Raising Mandate did not create any immediate obligations for the issue of the warrants or payment of cash fees, but required warrants to be issued and fees paid if H.C. Wainwright & Co raised capital for the Company. H.C. Wainwright & Co raised US\$5 million in February 2023 and as such is entitled to be issued 250,000 Warrants (equivalent to 600 Shares) subject to GTG Shareholder approval.</p> <p>The Company has paid H.C. Wainwright & co a cash fee of 7.5% of the amount raised in the capital raise and a management fee equal to 1% of the gross proceeds raised in the offering. Under the Capital Raising Mandate the Company agreed to pay H.C. Wainwright & Co non-accountable expenses of up to \$25,000 and other reasonable out of pocket expenses of up to an aggregate amount of \$50,000. In addition, subject to Shareholder approval, H.C. Wainwright & Co and/or its nominees will be issued with the 250,000 Warrants (being an amount equal to 6.5% of the aggregate number of Shares placed in each offering), at an exercise price that is 125% of the capital raising offer price and a term expiring 5 years from the date of issue.</p>
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Board recommendations and undirected proxies

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 8. The Chair of the Meeting intends to vote all undirected proxies in favour of this resolution.

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.
Annual General Meeting or Meeting or AGM	Annual General Meeting of Shareholders of the Company or any adjournment of it, convened by this Notice.
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.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
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 Annual General Meeting	The notice of this Annual 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.
Unlisted	Not listed on the ASX.
Warrant	A warrant to purchase a Share or ADS.

ANNEXURE A - INFORMATION UNDER ASX LISTING RULE 7.3A.6

Date of Issue	Number of securities issued	Class of securities	% *	Names of persons who received securities or basis on which those persons were determined	Price at which equity securities were issued or agreed to be issued	Discount to market (if any)	For cash issues			
							Total cash consideration received or to be received	Amount of cash consideration spent to 30 June 2023, as per audited financial accounts	Use of cash consideration to date	Intended use for remaining amount of cash (if any)
07/02/2023	922,598,229 ordinary shares	Ordinary shares ranking pari passu with all other fully paid ordinary shares on issue in the Company	10%	Issued to several U.S. Institutional investor introduced by H.C. Wainwright & Co.	0.003	N/A	A\$7.2 million (USD \$5 million)	A\$1.5 million	The funding utilised to date relates to expenditure directly related to the capital raising and the activities highlighted in the ASX announcement dated 8 February 2023 announcing the closing of the raise: - supporting the commercialis	The remaining cash will continue to be used to fund the activities listed in the previous column.

									ation of the GeneType Multi Risk test; -to drive new market opportunities in reimbursable categories; - product research and development; - increase our sales and marketing presences; and - working capital and general corporate purposes	
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* the percentage the shares issued pursuant to Listing Rule 7.1A represent of the total number of equity securities on issue at the commencement of that 12 month period.

Annexure B - Summary of Warrant Terms

Each Warrant entitles the holder (**Warrant Holder**) to subscribe for and be issued 600 fully paid ordinary shares (**Shares**), prior to the proposed share consolidation detailed in this notice, or 1 ADS, in **Genetic Technologies Limited** ACN 009 212 328 (**GTG** or **Company**) on the following terms:

1. Subject to clauses 2, 3, 6, 7 and any restrictions imposed by the Australian Securities Exchange (**ASX**), each Warrant is exercisable at any time after the date on which the Warrant is issued (**Issue Date**) until and including their Expiry Date (see clause 5 below).
2. Warrants may be exercised by the Warrant Holder before the Expiry Date giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date.
3. The expiry date of the Options is 5 years from the Issue Date (**Expiry Date**),
4. On receipt by the Company of the Notice of Exercise and (subject to clause 5) payment of the Exercise Price, the Company must, within 3 Business Days, and if the Shares are listed on the ASX, within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
 - (a) allot to the Warrant Holder 600 ordinary Shares (or 1 ADS) in the Company for each Warrant exercised by the Warrant Holder;
 - (b) cause to be despatched to the Warrant Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s/ADSs; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Warrant that remain unexercised.
5. The exercise of any Warrants may be made in whole, or in part, by way of payment of the Exercise Price (as provided in clause 4 above) or (under certain circumstances) by way of exercise without cash payment (**Cashless Exercise**), pursuant to which the Warrant holder is entitled to receive, on exercise, the number of ADS calculated in accordance with a detailed formula specified in the Warrant Certificate. In general terms, number of ADS to issue on a Cashless Exercise is calculated as being the amount by which the market value per ADS (**A**) (a VWAP calculation, as at the exercise date) exceeds the stated exercise price per ADS (**B**) (had the exercise been upon a cash exercise basis), multiplied by the number of ADS that would have issued upon a cash conversion basis (**X**) and dividing the resulting \$ number by the same market value per ADS (**A**):
$$\frac{(\mathbf{A}-\mathbf{B}) \text{ multiplied by } (\mathbf{X})}{(\mathbf{A})}$$
6. Shares allotted on the exercise of Warrants will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of a Warrant) and will be subject to the provisions of the Constitution of the Company.
7. The Warrants are transferable by a Warrant Holder on written notice to the Company, and where the Shares are quoted, in accordance with the ASX Listing Rules, provided that the Shares cannot be transferred or assigned within 12 months after the Issue Date except in accordance with the Corporations Act.
8. In the event of a pro rata issue of Shares by the Company, the Exercise Price for each Warrant will be adjusted in accordance with Listing Rule 6.22.2 of the ASX Listing Rules (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).

9. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Warrants, the number of Warrants to which each Warrant Holder is entitled or the Exercise Price of his or her Warrant or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
10. A Warrant does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Warrants without exercising the Warrants. However, the Company will endeavour that for the purpose of determining Rights Entitlements to any such issue, the Warrant Holder is to receive at least written notice from the Company of the pending closing or record date and sufficient time for the Warrant Holder to exercise the Warrants prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.
11. If the Shares are listed for quotation on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares allotted on the exercise of any Warrants within 10 Business Days (as defined in the Listing Rules of the ASX) of allotment.
12. In the event of the liquidation of the Company, all unexercised Warrants will lapse upon the occurrence of that liquidation.
13. The Warrants do not provide any entitlement to dividends paid to ordinary shareholders.
14. The Warrants do not entitle the Warrant Holder to vote at any meeting of shareholders.
15. To the extent (if any) that any of these Warrant Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Warrant Terms and Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
16. These Terms and Conditions are governed by the laws of the State of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

GTG

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

Genetic Technologies Limited Annual General Meeting

The Genetic Technologies Limited Annual General Meeting will be held on Wednesday, 22 November 2023 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Monday, 20 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M9RCZRN>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Offices of K & L Gates, Level 25, 525 Collins St, Melbourne, VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



GENETIC TECHNOLOGIES LIMITED
ABN 17 009 212 328

GTG

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 20 November 2023.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

I ND

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 Annual General Meeting of Genetic Technologies Limited to be held at Offices of K & L Gates, Level 25, 525 Collins St, Melbourne, VIC 3000 and as a virtual meeting on Wednesday, 22 November 2023 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Peter Rubinstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Dr Lindsay Wakefield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Increased Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Share Consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of prior issue of Shares under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Warrants to H.C. Wainwright	<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.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



GENETIC TECHNOLOGIES LIMITED
ABN 17 009 212 328

GTGRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Genetic Technologies Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Genetic Technologies Limited