

26 November 2024

Melissa Kostopoulos
Senior Adviser
Listings Compliance
Australian Securities Exchange

By email only: melissa.kostopoulos@asx.com.au

Dear Madam

**Genetic Technologies Limited (Administrators Appointed) (ASX:GTG)
ACN 009 212 328 ("the Company")**

Response to ASX query letter dated 19 November 2024

I refer to your letter to the Company dated 19 November 2024 and the questions raised therein. Please find outlined below the Company's response to your questions.

1. Has GTG refunded the \$324,648 subscription monies received referred to at Paragraph A?

1.1 If the answer to question 1 is "yes", please advise why disclosure regarding this refund of subscription monies has not been made to the market.

On 26 November 2024 the Company made an announcement confirming that all subscription monies are to be returned and that the process to do so is being implemented by its share registry manager.

1.2. If the answer to question 1 is "no", please explain the basis for not doing so.

See 1.1 above

2. Please confirm the proposed issue to underwriters will not proceed.

Confirmation that the proposed issue to underwriters will not proceed is also addressed in the ASX announcement referenced in 1.1 above

3. Please confirm the status of the shortfall offer including whether it remains on foot and when it will close.

On 26 November 2024 the Company made an announcement confirming that all offers under the Entitlement Offer are closed as the \$2 million minimum capital raise requirement has not been met.

4. Please confirm that GTG is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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The Administrators are unable to confirm with certainty that the Company is in compliance with all applicable Listing Rules and, in particular, Listing Rule 3.1. However, we understand, based on the Administrators' discussions with the Company's secretary, that the Company is in compliance.

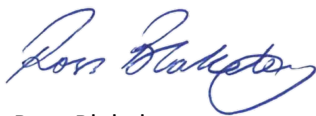
- 5. Please confirm that GTG's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of GTG with delegated authority from the board to respond to ASX on disclosure matters.**

The responses to these questions have been authorised by the Voluntary Administrators.

Thank you for your patience and agreement to provide the Company with some additional time to respond to your Letter.

Should you have any queries, please contact Mark Ziirsen, the Company's CFO and Secretary, or Joshua Furman of this office at joshua.furman@fticonsulting.com.

Yours faithfully



Ross Blakeley

Joint and Several Administrator



19 November 2024

Reference: ODIN103238

Mr Mark Ziirsen
Company Secretary
GTG Technologies Limited
60-66 Hanover Street
Fitzroy, Victoria 3065

By email: Mark.Ziirsen@genetype.com

Dear Mr Ziirsen

Genetic Technologies Limited ('GTG'): Entitlement Offer and shortfall

ASX Limited ('ASX') refers to the following:

- A. GTG's announcement titled "Entitlement Offer Results and Closing" released on the ASX Market Announcements Platform ('MAP') on 11 September 2024 confirming GTG's Entitlement Offer closed on 9 September 2024 raising \$324,648 from eligible shareholders.
- B. GTG's prospectus for the Entitlement Offer released on MAP on 2 August 2024 ('Entitlement Offer Prospectus') which states the following:
 - (i) On page 6 *'If there remains any Shortfall, the Directors reserve the right for up to 3 months from the close of the Entitlement Offer to place any Shortfall at their discretion at a price no less than the Issue Price. The issue of Shares under a Shortfall (if any), will be allocated by the Board in its discretion. Application may only be made under the Shortfall Offer pursuant to a Shortfall Application Form and only at the invitation of the Company. See further comment upon the Shortfall in section 2.11'.*
 - (ii) Section 2.11, other parts of section 2 and in the Chairman's letter on page 3 that the Directors reserve the right for up to 3 months from the close of the Entitlement Offer to place any Shortfall at their discretion at a price no less than the Issue Price.
 - (iii) Section 2.3 which states that there is a minimum subscription amount of \$2.0 million and if this minimum subscription amount is not achieved within 3 months of the date of the Prospectus all application money received will be refunded in full (with no interest).
- C. GTG's announcement titled "Extension of Entitlement Offer closing date and voluntary suspension" released on MAP on 1 November 2024 purporting to extend the closing date of all offers under the Entitlement Offer Prospectus to Monday, 2 December 2024.
- D. GTG's announcement titled "Update - Proposed issue of securities - GTG" released on MAP on 1 November 2024 stating the reason for update as *'Clarification - On 1 November 2024 the Company extended the Shortfall Offer under the Entitlement Offer Prospectus to Monday, 2 December 2024'* ('Clarification').
- E. Listing Rule 7.2 exception 3 which states:

"An issue of securities to make up the shortfall on:

 - *A pro rata issue to holders of ordinary securities; or*
 - *A pro rata issue to holders of ordinary securities and to holders of other equity securities to the extent that the terms of issue of the equity securities permit participation in the pro rata issue.*

The directors of the entity (or, in the case of a trust, the responsible entity of the trust) must have stated as part of the offer that the reserve the right to issue the shortfall and what their allocation policy will be in relation to the shortfall. The entity must make the issue to make up the shortfall not later than 3 months after the close of the offer and the issue price must not be less than the price at which the securities were offered under the pro rata issue."

F. Listing Rule 10.12 exception 2 which states:

"An issue of securities to an underwriter under an agreement to underwrite the shortfall on:

- *A pro rata issue to holders of ordinary securities; or*
- *A pro rata issue to holders of ordinary securities and to holders of other equity securities to the extent that the terms of issue of the equity securities permit participation in the pro rata issue.*

The entity must:

- *Have disclosed:*
 - *The name of the underwriter;*
 - *The extent of the underwriting;*
 - *The fee, commission or other consideration payable to the underwriter; and*
 - *A summary of the significant events that could lead to the underwriting being terminated,*
In the Appendix 3B lodged under rule 3.10.3 in relation to the pro rata issue or, if the underwriting was entered into after the Appendix 3B was lodged, by market announcement as soon as practicable following the entry of the underwriting agreement; and
- *Make the issue to the underwriter not later than 15 business days after the close of the offer.*

In this rule, a reference to an underwriter (and cognate expressions) includes a sub-underwriter".

- G. 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.
- H. ASX observes that regardless of the answer to question 1 below, the underwriting by related parties issue cannot proceed.
- I. Further, ASX observes that depending on the answer to question 1 below, and whether the shortfall offer can proceed, it would appear the shortfall can be placed by no later than 9 December 2024 (being the 3 month period referred to in the Entitlement Offer Prospectus) as opposed to by no later than 2 December 2024 as stated in the Clarification.

Request for information

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

1. Has GTG refunded the \$324,648 subscription monies received referred to at Paragraph A?
 - 1.1 If the answer to question 1 is "yes", please advise why disclosure regarding this refund of subscription monies has not been made to the market.
 - 1.2 If the answer to question 1 is "no", please explain the basis for not doing so.
2. Please confirm the proposed issue to underwriters will not proceed.
3. Please confirm the status of the shortfall offer including whether it remains on foot and when it will close.

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4. Please confirm that GTG is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
 5. 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, 25 November 2024**.

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 above and may require GTG to request a trading halt immediately if trading in GTG's securities is not already halted or suspended.

Your response should be sent by e-mail to ListingsComplianceMelbourne@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow us 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.

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A. The usual course is for the correspondence to be released to the market.

Regards

ASX Compliance