16 October 2019

Completion of Capital Raising and Appendix 3B

Artificial Intelligence and e-Commerce marketing company OpenDNA Limited (ASX: OPN) ("**OpenDNA**" or the "**Company**") is pleased to announce that it has completed the strategic placement to the Thompson Family, the founders of the Lobster Shack, as set out in the Company's release of 16 September 2019.

Under the terms of the Placement, OpenDNA issued 13,157,895 new fully paid shares ("**Shares**") having an issue price of $0.038, raising $500,000. The funds are to be applied to the expansion of the RooLife platform and services, and general working capital, and were issued utilising the Company's placement capacity under ASX Listing Rule 7.1.

In addition, the Company has issued 1,075,000 Shares as part consideration for corporate, investor and public relations services. These additional shares were also issued utilising the Company's placement capacity under ASX Listing Rule 7.1.

The Company has also cancelled 1,750,000 performance shares on the departure of an employee and issued 1 (one) Share in accordance with the terms of the performance shares.

All of the Shares issued are on the same terms as, and rank equally in all respects with, the existing fully paid ordinary shares in the Company. An Appendix 3B relating to the issue of the new Shares is attached to this announcement.

ENDS

For further information, please visit the OpenDNA website at www.opendna.ai or contact:

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About OpenDNA Limited (ASX:OPN)
The OpenDNA Group of companies provides fully integrated digital marketing and customer acquisition services focusing on driving online sales of products and services for its clients. Powered by the OpenDNA hyper personalisation and profiling Artificial Intelligence System, OpenDNA provides personalised real-time, targeted marketing. With a key focus on driving sales in Australia and China the Company's Roolife online e-Commerce marketplace assists businesses to sell directly to Chinese consumers and accept payment via the Wechat and Alipay mobile payments platforms. Roolife's key positioning is about knowing and remaining connected with Chinese consumers, allowing brands to continually sell products to Chinese Consumers based on their profiles and purchasing behaviours.

opendna.ai

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement,
application for quotation of additional securities
and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/2012

Name of entity

OpenDNA Limited

ABN

14 613 410 398

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully Paid Ordinary Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	14,232,896 Fully Paid Ordinary Shares
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes

5	Issue price or consideration	13,157,895 Fully Paid Ordinary Shares issued at $0.038 per share. 1,075,000 Fully Paid Ordinary Shares issued for nil consideration as part of fees for Corporate, Investor and Public Relations Services. 1 Fully Paid Ordinary Shares issued for nil consideration on lapsing of Performance Shares in accordance with the terms of the Performance Shares.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To raise funds for the expansion of the RooLife platform and general working capital, and as part consideration for services.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	Yes

6b	The date the security holder resolution under rule 7.1A was passed	23 November 2018

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	14,232,896

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

6f	Number of securities issued under an exception in rule 7.2	N/A

6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A

6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – *22,908,225* Rule 7,1A – *5,000,000*

7	Dates of entering +securities into uncertificated holdings or despatch of certificates	16 October 2019

		Number	Class
8.	Number and +class of all +securities quoted on ASX (*including* the securities in section 2 if applicable)	272,497,036 (15,238,095 Fully Paid Ordinary Shares escrowed for 12 months to 20 December 2019)	Fully Paid Ordinary Shares
		88,724,307	Listed Options exercisable at $0.05 expiring on 31 October 2021

+ See chapter 19 for defined terms.

9	Number and ⁺class of all ⁺securities not quoted on ASX (*including* the securities in section 2 if applicable)	1,200,000	Class A Performance Shares
		1,200,000	Class B Performance Shares
		1,100,000	Class C Performance Shares
		3,000,000	Options exercisable at $0.35 expiring 30 June 2021.
		3,000,000	Options exercisable at $0.40 expiring 30 June 2023.
		2,000,000	Options exercisable at $0.30 expiring 11 November 2020
		1,800,000	Options exercisable at $0.30 expiring 18 January 2020
		600,000	Options exercisable at $0.35 expiring 18 January 2021
		600,000	Options exercisable at $0.40 expiring 18 January 2022.
		15,238,095	Tranche 1 Performance Shares **Tranche 1 Performance Share Milestone** will be taken to have been satisfied upon Choose Digital Pty Ltd and RooLife Pty Ltd businesses first achieving aggregate revenue of $1.8 million in a rolling 12-month period (as confirmed by audited financial statements).
		15,238,096	Tranche 2 Performance Shares **Tranche 2 Performance Share Milestone** will be taken to have been satisfied upon Choose Digital Pty Ltd and RooLife Pty Ltd businesses first achieving aggregate revenue of $3 million in a rolling 12-month period (as confirmed by audited financial statements).
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11   Is security holder approval required?

N/A

12   Is the issue renounceable or non-renounceable?

N/A

13   Ratio in which the ⁺securities will be offered

N/A

14   ⁺Class of ⁺securities to which the offer relates

N/A

15   ⁺Record date to determine entitlements

N/A

16   Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

N/A

17   Policy for deciding entitlements in relation to fractions

N/A

18   Names of countries in which the entity has ⁺security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

N/A

19   Closing date for receipt of acceptances or renunciations

N/A

20   Names of any underwriters

N/A

21   Amount of any underwriting fee or commission

N/A

22   Names of any brokers to the issue

N/A

23   Fee or commission payable to the broker to the issue

N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements *in full* through a broker?	N/A
31	How do +security holders sell *part* of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
   (*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

   Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee
   incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
   1 - 1,000
   1,001 - 5,000
   5,001 - 10,000
   10,001 - 100,000
   100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

   If the additional securities do not rank equally, please state:
   • the date from which they do
   • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
   • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

+ See chapter 19 for defined terms.

		Number	+Class
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)	N/A	N/A

Quotation agreement

1   +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2   We warrant the following to ASX.

   - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

   - There is no reason why those +securities should not be granted +quotation.

   - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C (6) of the Corporations Act.

        Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

   - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

   - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3   We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4   We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ....   Date : 16 October 2019

                     (Company secretary)

Print name: Peter Torre

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	123,296,048
Add the following: • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	1 133,578,092 Nil
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
"A"	256,874,141

Step 2: Calculate 15% of "A"	
"B"	0.15 *[Note: this value cannot be changed]*
Multiply "A" by 0.15	38,531,121

Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	15,622,896
"C"	**15,622,896**

Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	38,531,121
Subtract "C" *Note: number must be same as shown in Step 3*	15,622,896
Total ["A" x 0.15] – "C"	*22,908,225* *[Note: this is the remaining placement capacity under rule 7.1]*

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
"A" *Note: number must be same as shown in Step 1 of Part 1*	256,874,141
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	25,687,414
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained* • *It may be useful to set out issues of securities on different dates as separate line items*	20,687,414
"E"	20,687,414

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	25,687,414
Subtract "E" *Note: number must be same as shown in Step 3*	(20,687,414)
Total ["A" x 0.10] – "E"	5,000,000 *Note: this is the remaining placement capacity under rule 7.1A*

+ See chapter 19 for defined terms.