

Genetic Technologies Limited

ACN 009 212 328
(ASX code: GTG)

PROSPECTUS

Non-renounceable Entitlement Offer

*For a non-renounceable pro-rata entitlement offer to Eligible Shareholders of up to 96,944,831 New Shares on the basis of **2 New Shares for every 3 Shares** held by Shareholders at the Record Date at an issue price of \$0.04 per New Share **together with** 1 New Option for every New Share issued under the Offer (with an exercise price of 4 cents (\$0.04)) to raise a minimum of \$2 million (**Minimum Subscription Amount**) and up to maximum of \$3.88 million (**Maximum Subscription Amount**) before costs (**Entitlement Offer**) and the placement of any Shortfall under the Entitlement Offer.*

IMPORTANT NOTICE

This document is important and should be read in its entirety.

If, after reading this Prospectus, you have any questions about the Offer Securities being offered under this Prospectus or any other matter relating to the Offers, then you should consult your professional adviser. An investment in the Offer Securities offered by this Prospectus should be considered speculative.

This Prospectus may not be released to US wire services or distributed in the United States.

This Prospectus has also been prepared in accordance with Section 713 of the Corporations Act.

IMPORTANT NOTICE

1. Prospectus

This Prospectus is dated **2 August 2024**. A copy of this Prospectus has been lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus. No Offer Securities will be issued or allotted on the basis of this Prospectus later than 13 months after the date of this Prospectus (**Expiry Date**).

This Prospectus is a transactional specific prospectus for an offer of continuously quoted securities (being the New Shares offered under this Prospectus) and New Options and has been prepared in accordance with section 713 of the Corporations Act.

This Prospectus does not contain the same level of disclosure as an initial public offering prospectus prepared pursuant to Section 710 of the Corporations Act. In making representations in this Prospectus, regard has been made to the fact that the Genetic Technologies Limited ACN 009 212 328 (GTG or the **Company**) is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. Further information is provided in Sections 7.4 and 7.5 of this Prospectus. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX.

The Company will apply to ASX within 7 days of the date of this Prospectus for quotation of the New Shares offered under this Prospectus. The ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may quote the New Shares is not to be taken in any way as an indication of the merits of the Company.

Applications for New Shares and New Options offered pursuant to this Prospectus including also for any Additional Securities can only be submitted in accordance with the terms of the applicable original Entitlement and Acceptance Form which accompanies this Prospectus. Applications for the Shortfall Offer can only be submitted by invitation from the Company and only upon the Shortfall Application Form. If you are in any doubt about the contents of this document, you should obtain independent professional advice.

2. Applications

Applications for New Shares (including Additional Securities) by Eligible Shareholders can only be made by payment via BPAY® or EFT, in accordance with instructions contained in Entitlement & Acceptance Form, as further described herein. Each Eligible Shareholder's Entitlement & Acceptance Form sets out that

Eligible Shareholder's Entitlement to participate in the Entitlement Offers.

3. Disclaimer

The information contained in this Prospectus is not investment advice. Before deciding to invest in the Company, you should read and understand the entire Prospectus and, in particular, in considering the Company's prospects, you should consider the risk factors that could affect the Company's performance. You should carefully consider these risk factors in Section 6 in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks.

None of the Company, the Directors or any other person gives any guarantee as to the success of the Company, the repayment of capital, the payment of dividends, the future value of the Offer Securities or the price at which the New Shares will trade on the ASX.

Any references to past performance of the Company is no guarantee of future performance.

4. No Representations other than this Prospectus

No person or entity is authorised to give any information or to make any representation in connection with the Offers that is not contained in this Prospectus or has not been released to ASX with the authorisation of the Company. No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the New Shares.

You should rely only on information contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors.

The Application Form (s) accompanying this Prospectus are important. Please refer to the instructions in Section 4 of this Prospectus regarding the acceptance of any Offers.

5. Forward looking information

Some of the statements appearing in this Prospectus may be in the nature of forward looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. You should be aware that such statements are not statements of fact and there can be no certainty of outcome in relation to the matters to which the statements relate.

Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved. Those risks and uncertainties include factors and risks

specific to the industry in which the Company operates as well as general economic conditions, interest rates, exchange rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and any variation may be materially positive or negative. Forward looking information (including forecast financial information) is subject to uncertainty and contingencies, many of which are outside the control of the Company.

6. Past performance

Investors should note that the Company's past performance, including Share price performance, provides no guarantee or guidance as to future Share price performance.

Any past performance and pro forma financial information given in this Prospectus is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's view of its future performance, including the Company's future financial position or Share price performance. Investors should note that the pro-forma financial information has not been audited and is based on management estimates and not on financial statements prepared in accordance with applicable statutory requirements. Accordingly, investors should treat this information with appropriate caution.

7. No cooling off rights apply to this Offer

Cooling off rights do not apply to an investment pursuant to the Offers. This means that, in most circumstances, you cannot withdraw your Application once it has been made.

8. Offer Restrictions on Distribution

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or to otherwise permit a public offering of New Shares or New Options in any jurisdiction outside Australia.

In particular, the Offer Securities have not been, and will not be, registered under the US Securities Act and may not be offered and sold in the United States.

Payment of the Application Monies will be taken by the Company as a representation that the Applicant is an Eligible Shareholder.

9. Target Market Determination

In accordance with the obligations under the Corporations Act, the Company has determined the target market for the Offers of the New Shares and the New Options under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination

(TMD) as set out on the Company's website (www.genetype.com/investor-centre). By making application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

10. Prospectus availability

Those investors who receive this Prospectus electronically are advised that the issue of securities under this Prospectus is only available to persons receiving the Prospectus in accordance with the distribution restrictions described in item 6 above. A paper copy of this Prospectus may be obtained free of charge from the Company or downloaded from the ASX website. The information on the ASX website or the Company's website do not form part of this Prospectus.

Eligible Shareholders will be able to access a copy of this Prospectus and a personalised Entitlement and Acceptance Form from the Offer Website at www.computersharecas.com.au/GTGoffer.

Those who access the electronic version of this Prospectus should ensure they download and read the entire Prospectus. The electronic version of the Prospectus on the Company's website will not include a personalised Entitlement and Acceptance Form.

11. Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables are based on information available at the date of this Prospectus.

12. Enquiries

Before making a decision about investing in the Entitlement Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

If you have any questions on how to take up the New Shares offered to you under the Offers, please call the Offer Information Line between the hours of 9:00am and 5:00pm Monday to Friday.

13. Definitions and glossary, financial amounts and time

Definitions of certain terms used in this Prospectus are contained in Section 9. Unless otherwise indicated, all references to currency are to Australian dollars and all references to time are to Melbourne, Victoria time.

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Key Offer details

Key details of the Offer

Offer to Eligible Shareholders	<p>The Entitlement Offer is:</p> <ul style="list-style-type: none"> • 2 New Shares for every 3 Shares held at the Record Date at the Issue Price plus: • 1 New Option for every New Share issued under the Offer; <p>together with the Top-Up Facility for Shareholders who subscribe for their full Entitlement.</p>
Issue Price per New Share	\$0.04 (i.e. 4 cents) per New Share payable in full on Application.
Exercise Price per New Option	4 cents per New Option
Maximum number of New Shares issued under the Offers (subject to rounding)	96,944,831 New Shares.
Maximum number of New Options to be issued under the Offers (subject to rounding)	96, 944,831 New Options.
Maximum proceeds (excluding costs associated with the Offer) if the Maximum Subscription Amount is achieved under the Offers	Approximately \$3.88 million (before expenses and costs of the Offers).
Maximum number of Shares on issue following the Offers (<u>excluding</u> any shares issued upon the exercise of any Options and subject to rounding)	242,362,077 Shares.
Maximum number of Options and Warrants on issue following the Offers (subject to rounding)	131,574,999 Options

Important Dates*

Event	Date
<u>Record Date</u> to determine Entitlements under the Entitlement Offer	Wednesday, 7 August 2024
Prospectus (including Application Forms) despatched.	Monday, 12 August 2024
<u>Opening Date</u>	Monday, 12 August 2024
<u>Closing Date</u> for acceptances under the Entitlement Offer and Top-Up Offer (subject to any extension)	Monday 2 September 2024
<u>Results of the Offer and Shortfall</u> (if any) announced to the ASX	Monday, 9 September 2024
<u>Issue of the New Shares and New Options</u>	Monday, 9 September 2024
<u>Trading</u> (T+2) of New Shares expected to commence	Tuesday, 10 September 2024
Holding Statements sent to subscribers under the Entitlement Offer	Wednesday, 11 September 2024

* The above dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend these dates without prior notice including extending the last date for receipt of the Applications, or to delay or withdraw the Offer at any time without prior notice. The Minimum Subscription Amount is based on applications under the Offers (including the Shortfall Offer) and therefore the Closing Date for the Offers may be extended (with a corresponding change to issue dates and trading) but not for a period beyond that permitted under section 724 of the Corporations Act. If the Offer is withdrawn or the Minimum Subscription Amount is not achieved, all Application Monies for New Shares which have not been issued will be refunded (without interest) as soon as practicable.

Letter from the Chairman

Dear Shareholder

Genetic Technologies Limited Non-renounceable Pro-Rata Entitlement Offer

On behalf of the Board of Genetic Technologies Limited ACN 009 212 328 (**Company**), I invite Eligible Shareholders to participate in the Company's Entitlement Offer of 2 New Shares for every 3 Shares held at the Record Date of 7 August 2024 at an Issue Price of 4 cents per New Share, plus 1 New Option for every New Share issued under the Offers - to raise a minimum of \$2 million (**Minimum Subscription Amount**) and up to maximum of approximately \$3.88 million (**Maximum Subscription Amount**) (before expenses).

Eligible Shareholders may also subscribe for Additional Securities beyond their Entitlement (on the basis that some existing shareholders will either be ineligible or may fail to fully take up their Entitlement). This ability to apply for Additional Securities is restricted only to Eligible Shareholders who also subscribe for their full Entitlement, is determined at the discretion of the Board and is referred to as a 'Top-Up Facility'. The Directors have also reserved the right for up to 3 months after the close of the Offer to place any remaining Shortfall, at the Board's discretion, but at a price no less than the Issue Price.

The Lenders (which includes all Directors) have committed to partially underwriting the Offers by applying a total of \$500,000 towards the Minimum Subscription Amount, in reduction of their existing interim Secured Loans they have made to the Company. Please refer to section 2.4 below for further details.

The Offers may be summarised as follows:

- Eligible Shareholders holding Shares may subscribe under the Entitlement Offer for 2 New Shares for every 3 Shares held as at the Record Date of 7.00 pm on 7 August 2024, which Entitlement Offer includes the issue to the subscribers of 1 New Option for every New Share issued under the Entitlement Offer (including 1 New Option for every New Share issued under any Shortfall) (**Offer**).
- The issue price for New Shares is \$0.04 (4 cents) per New Share.
- There is a minimum subscription to be raised under this Prospectus before the Entitlement Offer can close, namely the \$2 million (**Minimum Subscription Amount**) and the Company may extend the Closing Date to allow Shortfall applications within the Minimum Subscription Amount. Any extension would be limited to the period permitted under section 724 of the Corporations Act.
- Eligible Shareholders may also subscribe for Additional Shares (and corresponding New Options) beyond their Entitlement on the basis that some other existing Shareholders will be either ineligible or may fail to fully take up their Entitlement (**Top-Up Offer**). This Top-Up Offer to apply for Additional Securities is restricted only to Eligible Shareholders.
- If there remains any Shortfall after allocation of Entitlements to Eligible Shareholders under the Entitlement Offer and Top-Up Offer and the application of the \$500,000 in reduction of the interim Secured Loans advanced from the Lenders, the Directors also reserve the right for up to 3 months after the close of the Entitlement Offer to place any Shortfall at the Board's discretion under this Prospectus but at a price no less than the Issue Price (**Shortfall Offer**).

A copy this Prospectus has been lodged with ASIC and the ASX and can be accessed on the ASX website or via the Company's website: www.genetype.com/investor-centre.

There are substantial risks in investment in biotechnology companies and medical device development and commercialisation. **Shareholders have seen the challenges we have faced and should carefully consider in detail the summary of current investment risks contained in Section 6 of this Prospectus.**

The funds from the Offer are to be applied to working capital and to fund the Company's transition to a leaner capital light operations structure (as announced to the ASX market on 26 July 2024). Further detail on the application of funds raised is found at section 2.4 of this Prospectus.

As a Board, we appreciate the support of our existing Shareholders and we have been mindful of providing existing Shareholders this opportunity to maintain (or possibly increase) their relative investment in the Company.

On behalf of the Board, I thank you for your continued support of the Company and we look forward to your participation in the Offers.

Yours sincerely

Mr Peter Rubinstein
Chair
Genetic Technologies Limited

1. ENTITLEMENT OFFER OVERVIEW

1.1 Overview of the Offers

This Section is not intended to provide full information for investors intending to apply for New Shares and New Options offered pursuant to this Prospectus. This Prospectus and all of its Sections should be read and considered in their entirety.

Question	Response	Where to find more information
What is the Entitlement Offer	Non-renounceable Entitlement Offer of New Shares, accompanied by attaching (unlisted) options (i.e., the New Options) as described below (Entitlement Offer).	Sections 2.1 and 2.6
What are the terms of the Entitlement Offer	2 New Share for every 3 Shares held on the Record Date at an issue price of \$0.04 (4 cents) per Share, which Entitlement Offer includes the issue to the subscribers of 1 New Option for every New Share issued under the Entitlement Offer.	Section 2.1
Are the New Options to be Quoted on the ASX	No, the Company will not be applying to the ASX for the listing of the New Options.	
Can I sell or transfer my Entitlements	No, the Entitlement Offer are non-renounceable and, accordingly, you cannot offer to sell or transfer any of your Entitlement on ASX or via an off-market transfer.	Section 2.6
Am I an Eligible Shareholder	The Entitlement Offer and Top-Up Offers are made to Eligible Shareholders only, registered as a holder of Shares as at 7.00 pm on 7 August 2024 (Record Date).	Definition of Eligible Shareholder and Section 2.2
Can I purchase Additional Shares at the same price (Top-Up Offer)?	<p>Yes, you can apply for your full Entitlement and at the same time apply for Additional Securities. The Company is offering a Top-Up Facility so Eligible Shareholders who fully subscribe for their Entitlement under the Entitlement Offer will also have the right to apply for Additional Securities (Shares and Options not subscribed for by other Eligible Shareholders) at the same Issue Price, with such quantity of Additional Securities not limited to your current holding</p> <p>Any Additional Securities to be issued will only be issued at the Board's discretion and only from any available Shortfall - there is no guarantee that the Board will issue any Additional Securities under the Top-Up Facility.</p>	Sections 2.1 and 2.10

Question	Response	Where to find more information
How will the Additional Securities be allocated	<p>The Company reserves the right to scale back any applications for Additional Securities (not applications for part or all of the Entitlement) in their absolute and sole discretion where the aggregate of New Shares applied for under the Top-Up Offers exceeds the available shortfall from Shareholders who have not taken up, or are ineligible to take up, their Entitlement in full.</p> <p>When determining the amount (if any) by which to scale back an application, the Company may take into account a number of factors, including the size of an Applicant's shareholding in the Company, the extent to which an Applicant has sold or bought Shares in the Company before and after both the announcement of the Entitlement Offer and the Record Date, as well as when the application was made.</p>	Section 2.10
Shortfalls – Shortfall Offer	<p>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), 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.</p>	Sections 2.11 and 7.8
Minimum Subscription	<p>There is a minimum subscription amount of \$2.0 million under the Offers. The Minimum Subscription Amount is based on applications under the Offers (including the Shortfall Offer) and therefore the Closing Date for the Offers may be extended (with a corresponding change to issue dates and trading) but not for a period beyond that permitted under section 724 of the Corporations Act. If the Offer is withdrawn or the Minimum Subscription Amount is not achieved, within 3 months of the date of this Prospectus, all application money received will be refunded in full (with no interest).</p>	Section 2.3
Is the Offer underwritten?	<p>Yes, partially underwritten up to \$500,000 of the Minimum Subscription Amount by some of the Lenders by way of a reduction in the interim Secured Loans advanced by the Lenders to the Company.</p> <p>However, the Company reserves the right to pay cash commission and broker management fees of up to 8% of the amount subscribed by eligible new investors under the Shortfall Offer introduced by holders of an AFSL (or their authorised representatives). Any such</p>	Sections 2.11 and 7.8

Question	Response	Where to find more information
	commission costs would be paid from general working capital.	
How do the New Shares rank in comparison to existing Shares	All New Shares issued under the Entitlement Offer will rank equally in all respects with existing Shares from the date of their issue.	Sections 2.18 and 5.1
What are my choices?	<p>As an eligible Shareholder you may:</p> <ul style="list-style-type: none"> • take up only a portion of your Entitlement and allow the balance to lapse; or • take up all of your Entitlement under the Entitlement Offer and do no more, or • take up all of your Entitlement and apply for participation (uncapped, subject to Sections 2.10, 2.11 and 3.2) in the Top-Up Facility under the Top-Up Offer); or • do nothing, in which case all of your Entitlements will lapse and you will receive no value for those lapsed Entitlements. As the Issue Price of the New Shares is at a material discount to the recent market price for the Company's shares, there may be a material number of New Shares issued under the Entitlement Offer, so failing to take up your Entitlement means that your holdings would therefore be diluted as a result of the issue of the New Shares and New Options issued under this Prospectus. 	Section 4.1
What will be the effect of the Offers on control	The effect of the Entitlement Offer on the control of the Company will vary with the level of Entitlements and Additional Securities taken up by Eligible Shareholders and the issue of any Shortfall. The Board will not allocate any Additional Securities such that such an allocation would result in a Shareholder having an interest in the Company in breach of the takeover thresholds under Chapter 6 of the Corporations Act. In this regard, no Corporations Act Chapter 6 approvals under the Corporations Act will be sought with respect to the Offers.	Section 3.2
How do I apply for New Shares / Options under the	Eligible Shareholders can apply for New Shares and New Options under the Entitlement Offer by making payment by BPAY® (or EFT for New Zealand shareholders) in the amount of some or all of your	Sections 4.2 and 4.3

Question	Response	Where to find more information
Entitlement Offer	Entitlement Offer (and if you have made application for all of your Entitlement, at the same also apply for Additional Securities under the Top-Up Offer) applied for. You do not need to return the Entitlement and Acceptance Form and the Company will assume that you have applied for that number of New Shares corresponding the subscription monies paid.	
How do I apply for New Shares / Options under the Shortfall Offer	If invited by the Company to make application, you can also apply for New Shares and New Options under the Shortfall Offer by completing the relevant sections of the Shortfall Application Form accompanying this Prospectus, and sending the completed Shortfall Application Form to the Company and making payment by EFT in the amount of the Shortfall Offer applied for.	
How can I obtain further information	Contact the Company on the Offer Information Line at any time between 9:00am to 5:00pm Monday to Friday until the Closing Date. For advice, actively consult your broker, accountant or other professional adviser.	
Risk Factors	<p>There are many risks associated with an investment in the Company, including relating to the Company's business, its regulatory environment, its financial requirements generally. These risks will in part turn upon the Company's ability to:</p> <ul style="list-style-type: none"> • raise further funds in the future; • manage capital expenditure incurred in research & development; • generate sufficient sales to fund the Company's activities; • manage the risks of product liability and cyber security breaches; • commercialising and monetising the Company's IP. <p>Refer to Section 6 for a more detailed description of some of these Risk Factors.</p>	Section 6

2. DETAILS OF THE OFFER

2.1 The Offers

The Entitlement Offer:

The Company is offering Eligible Shareholders (**Entitlement Offer**) the opportunity to subscribe for 2 New Share for every 3 Shares held at 7:00pm on the Record Date at an Issue Price of \$0.04 per New Share plus the issue of 1 New Option (expiring 2 years from its issue date and with an exercise price of 4 cents) for every New Share issued under the Entitlement Offer.

Your Entitlement under the Retail Offer is shown on, and you may only make application for New Shares and New Options pursuant to, the terms of the accompanying Entitlement & Acceptance Form (or your Entitlement & Acceptance Form you access online). Details on how to accept the Retail Offer are set out in Section 4.

The Top-Up Offer:

Eligible Shareholders who fully subscribe for their entire Entitlement under the Entitlement Offer may also apply under the Top-Up Facility for Additional Securities, known as their **Top-Up Offer**.

The allocation of any Additional Securities will be limited to the extent that there are sufficient New Shares available (after all acceptances have been received under the Entitlement Offer) which have not been taken up by some of the Eligible Shareholders (and Ineligible Foreign Shareholders) and have therefore formed a "Shortfall".

Any Additional Securities to be issued will only be issued at the Board's discretion - there is no guarantee that the Board will issue any Additional Securities under the Top-Up Facility.

The Shortfall Offer:

Subject to the Corporations Act and the Listing Rules, the Board reserves the right to offer any Shortfall (after the allocations of all New Shares under the Entitlement Offer and the Top-Up Offer) to eligible investors within a 3-month period after the close of the Entitlement Offer.

In each case, each issue of 1 New Share under any Shortfall will be accompanied by 1 New Option (expiring on 2 years from its issue date and with an exercise price of 4 cents) for every New Shares issued under any Shortfall.

Application may only be made under the Shortfall Offer pursuant to a Shortfall Application Form accompanying this Prospectus and only upon invitation by the Company.

2.2 Eligible Shareholders

Eligible Shareholders are those holders of Shares who:

- are registered as a holder of Shares as at the Record Date; and
- have an address on the Company's share register in Australia or New Zealand.

Shareholders who do not satisfy each of the above mentioned criteria are regarded as Ineligible Foreign Shareholders. All Ineligible Foreign Shareholders will be sent a letter

advising of their inability to participate in the Entitlement Offer. The Company, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder and is therefore able to participate in the Entitlement Offers, or an Ineligible Foreign Shareholder and is therefore unable to participate in the Entitlement Offer. The Company disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether a Shareholder is an Eligible Shareholder or an Ineligible Foreign Shareholder.

2.3 Size and Nature of the Offers

As at the date of this Prospectus, the Company has on issue 145,417,246 Shares, 34,630,168 Warrants and 400,000 Performance Rights.

A minimum of 50 million and a maximum of approximately 96.94 million New Shares will be offered under the Offers to raise between \$2 million and up to \$3.88million before the expenses of the Offers are taken into account. Between 50 million and approximately 96.94 million New Options will be offered under the Offers.

The Minimum Subscription Amount of \$2 million is the minimum subscription amount that must be raised under the Offers (including the Shortall Offer) before the Company may use the funds raised after the close of the Offers.

If the Minimum Subscription Amount is not achieved (in aggregate under the Entitlement Offer, the Top-Up Offer and the Shortfall Offer) within 3 months of the date of this Prospectus or if the Offers are withdrawn for any reason, all application money received will be refunded in full (with no interest). If there is any extension to the dates described in the Timetable (including for example the Closing Date), such extension for achieving the Minimum Subscription Amount would not be beyond the period permitted under section 724 of the Corporations Act.

Between 50 million and approximately 96.94 million further Shares would be issued if and upon the exercise of the New Options to be issued under the Offers, resulting in an additional between \$2 million and \$3.88 million (approximately) in funds for the Company from the exercise of those New Options.

2.4 Use of Funds

On 26 July 2024 the Company announced that it had received commitments for a short term loan facility of a total of \$800,000, secured partly on anticipated balance of R & D government payment due late September 2024 (**Secured Loan**). The Lenders (including some Board members) have committed to apply part or all of their loan towards subscription for New Shares pursuant to their Entitlements to an aggregate of the first \$500,000 of the Minimum Subscription Amount under the Offer. With the application of this \$500,000 from the Lenders and the balance of the payment of the R & D payment from the Federal Government (due late September 2024) the interim Secured Loan is anticipated to be repaid in full or Lenders may elect to defer repayment until 30 Dec 2024.

Taking into account (i) the anticipated Federal Government R&D payment to the Company in respect of past eligible R&D expenditure, (ii) the net amount required to be repaid under the Secured Loan (after the underwriting) by 30 December 2024 and (iii) the amount available on achieving the Minimum Subscription Amount – it is estimated that the Company will have sufficient working capital until June 2025. At the Maximum Subscription Amount, it is estimated that the Company will have sufficient working capital until February 2026.

Where the Minimum Subscription Amount or the Maximum Subscription Amount (before the payment of associated costs and expenses) under the Offers is achieved the Company proposes to use these funds as follows:

Indicative expenditure**	Description	If Minimum Subscription Amount raised	If Maximum Subscription Amount raised
Restructure costs (net of Secured Loan funding)	Restructure costs, redundancies, advisors fees and related expenses	A\$0.40m	A\$0.40m
Loan repayments	Short-term R&D loan (net of underwriting commitment)	A\$0.30m	A\$0.30m
Working capital	Working capital	A\$0.74m	A\$1.79m
Costs of the Offer	Refer to Section 3.1 for details	A\$0.26m	A\$0.39m
Growth initiatives	Increased sales and marketing spend to achieve growth in revenues across both the geneType and EasyDNA platforms	A\$0.30m	A\$1.00m
Funds raised under the Offer		A\$2.0m	A\$3.88m

*** The Company reserves the right to pay cash commission to AFSL Holders or authorised representatives of AFSL Holders who introduce participants to take up any or all of the Shortfall. Any such commission costs have not been taken into account in the use of funds above.*

2.5 Opening and Closing Date

The Entitlement Offer and the Top-Up Offer will open for receipt of acceptances on 12 August 2024. The Closing Date for acceptance of your Application is 5.00 pm on 2 September 2024 (unless extended).

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the last date for the close of the Entitlement Offers, or to delay or withdraw the Offers at any time without prior notice. Where an Offer is withdrawn, all Application Monies will be refunded (without interest) as soon as practicable.

Any extension of the Closing Date will have a consequential effect on the issue date of New Shares and New Options.

2.6 Entitlements under the Entitlement Offer

The Entitlement Offer and the Top-Up Offer are non-renounceable and therefore Eligible Shareholders cannot offer to sell or transfer any of their Entitlement on ASX or via an off-market transfer (or any other exchange or privately transferred).

Shareholders who do not take up their Entitlement in full will have their percentage interest in the Company diluted as compared to that percentage as at the date the Entitlement Offers are made.

Your Entitlement has been calculated and rounded up to the nearest whole number (at the offer ratio) and where the Company receives Applications in aggregate in excess of the maximum number of available Shares – all Applications will be pro rata reduced, but not below each Eligible Retail Shareholder's respective Entitlement.

As described in Sections 2.10 and 2.11, any New Shares not taken up by an Eligible Shareholder by the Closing Date will form part of the Shares available under the Top-Up Offer and Shortfall Offer.

2.7 Entitlements and acceptance

The Entitlement of Eligible Shareholders to participate in the Entitlement Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement & Acceptance Form accompanying this Prospectus (or accessed online).

2.8 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been received.

2.9 Partial Underwriting

The Offers are partially underwritten for an amount of up to \$500,000 of the Minimum Subscription Amount (by the Lenders by way of a reduction in the interim Secured Loans advanced by the Lenders to the Company) and therefore there is no guarantee of the amount which may be raised under this Prospectus (once the Minimum Subscription Amount has been raised).

2.10 Top-Up Facility

Eligible Shareholders may, in addition to taking up their Entitlements in full, apply for any number of Additional Securities in excess of their Entitlements by using the Top-Up Facility (**Top-Up Offer**).

Additional Securities will only be available where the total number of New Shares the subject of all Applications received under the Entitlement Offer is less than the aggregate available under the Entitlement Offer. Any Additional Securities issued will be at the same Issue Price of \$0.04 per Share and include the issue of 1 New Option (at no additional cost to the Eligible Shareholder) for every Additional Share issued to the same Eligible Shareholder under the Top-Up Facility.

There can be no guarantee that there will be any allocation of Additional Securities under the Top-Up Facility.

It is an express term of the Entitlement Offer that Eligible Shareholders who apply for Additional Securities are bound to accept a lesser number of Additional Securities than they applied for, or that they may be allocated no Additional Securities at all. In both cases, excess Application Monies will be refunded without interest. The Company reserves the right to scale back any applications for Additional Securities in its absolute and sole discretion where the aggregate of New Shares applied for under the Top-Up Offers exceeds the New Shares available from Shareholders who have not taken up, or are ineligible to take up, their Entitlement in full. When determining the amount (if any) by which to scale back an application, the Company may take into account a number of factors, including the size of an Applicant's shareholding in the Company, the extent to which an Applicant has sold or bought Shares in the Company before and after both the

announcement of the Offers and the Record Date, as well as when the application was made.

For the avoidance of doubt, the prohibitions set out in section 606 of the Corporations Act on certain acquisitions of relevant interests in voting shares will apply to limit the acquisition of Additional Securities through the Top-Up Facility (as well as any other Shares issued under a Shortfall).

2.11 **Shortfall Offer**

The Directors also reserve the right, subject to the Corporations Act and the Listing Rules, to place any Shortfall (which includes 1 New Option for every New Share issued under any Shortfall), at their discretion within 3 months after the close of the Entitlement Offer at a price not less than the Issue Price of \$0.04 per New Share (**Shortfall Offer**).

Application may only be made under the Shortfall Offer pursuant to a Shortfall Application Form and only upon invitation of the Company.

2.12 **Issue and despatch**

The issue of New Shares and New Options under the Offer is expected to occur on 9 September 2024.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares without making such determination do so at their own risk.

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares before the New Shares are listed on the official list of ASX or before they receive their holdings statements, whether on the basis of confirmation of the allocation provided by the Company, the Share Registry or otherwise.

2.13 **ASX Listing**

The Company has made an application for official quotation by ASX of the New Shares as offered under this Prospectus.

If the New Shares are not quoted by ASX within 3 months after the date of this Prospectus, the Company will not issue any New Shares and all Application Monies received will be refunded (without interest) in full to the Applicants.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares or New Options. Neither ASX nor any of its officers accepts or takes any responsibility for the contents of this Prospectus.

It is expected that normal trading on ASX will commence in relation to New Shares on 10 September 2024.

2.14 **CHESS**

The Company will apply to ASX to participate in CHESS for those Shareholders who have, or wish to have, a sponsoring stockbroker. Shareholders who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are

electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, Shareholders will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares and New Options allotted to them under this Prospectus. The notice will also advise Shareholders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures for the New Shares under CHESS and issuer sponsorship.

Further monthly statements will be provided to Shareholders if there have been any changes in their interest in the Company during the preceding month.

2.15 **Ineligible Foreign Shareholders**

In accordance with ASX Listing Rule 7.7.1 and Section 9A of the Corporations Act, the Company has decided that it is unreasonable to make the Entitlement Offer to any Shareholder who is not an Eligible Shareholder as at the Record Date (**Ineligible Foreign Shareholder**), having regard to:

- a) the number of Shareholders with addresses in such other countries as a proportion of total Shareholders in the Company;
- b) the number and value of the New Shares and New Options applicable to those Shareholders would be offered under the Offer; and
- c) the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

To the extent that there are any Ineligible Foreign Shareholders registered at the Record Date, the Company will send details of the Entitlement Offer to each Ineligible Foreign Shareholder and advise each Ineligible Shareholder that they will not be offered New Shares and New Options under the Entitlement Offer.

2.16 **Overseas shareholders**

The Entitlement Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*. In addition, for Eligible Shareholders who subscribe for New Shares, the Company will issue New Options for no consideration.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (New Zealand)*. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

United States

This Prospectus does not, and is not intended to, constitute an offer or invitation in the United States, to any US person, to any person acting for the account or benefit of a person in the United States, or in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

The New Shares and the New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or resold in, or to persons in, the United States.

Any person in the United States or any person that is, or is acting for the account or benefit of a U.S. person with a holding through a nominee may not participate in the Entitlement Offer and the nominee must not take up any Entitlement or send any materials into the United States or to any person that is, or is acting for the account or benefit of, a U.S. person.

2.17 Custodians and nominees

Eligible Shareholders who are nominees or custodians must comply with the following paragraphs in relation to the participation of any underlying beneficial owners (**UBH**) of Shares in the Offers.

The offer to apply for Additional Securities under the Top-Up Facility will be available to the UBH of custodians / nominees to the extent the UBH is (i) resident in Australia or New Zealand; or (ii) is in such other jurisdiction as the Company may determine is permissible taking into account applicable laws. Due to legal restrictions, nominees and custodians may not send this Prospectus to any person outside Australia who is not permitted to participate in the Offers in accordance with the preceding sentence.

Each custodian or nominee who is applying for Additional Securities on behalf of their individual UBH will need to submit a schedule showing the Record Date holding, the Entitlement and the amount of Entitlement and Additional Securities taken up for each UBH.

Each UBH will need to apply for their maximum Entitlement before applying for Additional Securities under the Top-Up Offer. Therefore, the requirement to fulfil a shareholders maximum Entitlement before applying for Additional Securities under the Top-Up Facility won't apply to the registered custodian / nominee holding – the Company intends to process the amount of New Shares as Entitlement Offer acceptance and also the amount of Additional Securities as additional acceptance under the Top-Up Offer (per schedule supplied by the Custodian).

Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed. The Retail Offer is being made to all Eligible Shareholders. The Company is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any beneficial owners of Shares.

2.18 Rights and liability attaching to New Shares / New Options

The New Shares issued under the Offers will be on a fully paid basis and will rank equally in all respects with existing Shares. Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. You may also contact

the Company on the Offer Information Line or via email at the address below to request a copy of the Company's constitution.

A summary of the important rights attaching to the New Shares is contained in Section 5.1 of this Prospectus. The terms and conditions of the New Options are described in Annexure A to this Prospectus and are otherwise subject to the ASX Listing Rules. The Company will be making application for quotation of the New Shares.

2.19 Brokerage and Stamp Duty Costs

No brokerage or stamp duty is payable by Eligible Shareholders on the issue of New Shares or New Options under this Prospectus.

2.20 Risks

There are a number of risks associated with an investment in New Shares and New Options in the Company. A brief overview of some of the key risks is outlined in Section 6. In particular, as the Issue Price is at a material discount to the recent market price for the Company's shares, there may be a material number of New Shares issued under the Offers. Failing to take up an Entitlement in full means that that Eligible Shareholder could therefore be diluted (and significantly, depending upon their holding size) as a result of the issue of the New Shares and New Options.

An investment in the Company carries certain risks that may impact on the future profitability of the Company and the value of the Company's securities. The Offer Securities should be considered speculative. The Directors recommend that potential investors carefully consider this Prospectus and consult their professional advisors before deciding whether to apply for New Shares pursuant to this Prospectus.

Some of the key risk factors affecting an investment in the Company are discussed in Section 6 of this Prospectus.

3. EFFECT OF THE ENTITLEMENT OFFER

3.1 Effect of the Offer on the capital structure of the Company

The total number of New Shares that may be issued under the Offers (the exact number depends on the level of acceptances), if the

- a) Minimum Subscription Amount is achieved, will be 50 million New Shares, or
- b) if more than the Minimum Subscription Amount is achieved, will be up to approximately 96.94 million New Shares (being the Maximum Subscription Amount)

The table below sets out, for illustrative purposes only, the existing Share capital structure (before the Offers) together with the impact of the issue of the New Shares under the Offers. It assumes that no existing options are exercised prior to the Record Date.

Equity Capital	Number of Performance Shares	Number of Warrants and Options	Number of Shares
Existing Shares as at date of this Prospectus	400,000		145,417,246
Existing unlisted Warrants as at date of this Prospectus		34,630,168	-
Minimum number of New Shares issued under the Offers (approximately) including any New Shares which may be issued under any Shortfall, but excluding any shares to issue upon the exercise of the New Options			50,000,000
Maximum number of New Shares issued under the Offers (approximately) including any New Shares which may be issued under any Shortfall, but excluding any shares to issue upon the exercise of the New Options			96,944,831
Minimum number of New Options issued under the Offers (approximately) including any New Options which may be issued under any Shortfall		50,000,000	
Maximum number of New Options issued under the Offers (approximately) including any New Options which may be issued under any Shortfall		96,944,831	
Total Performance Shares on issue following completion of the Entitlement Offers (approximately).	400,000		
Total Warrants and Options on issue following completion of the Entitlement Offers (approximately) assuming maximum raising under this Prospectus and including New		131,574,999	

Options which may be issued under any Shortfall.			
Total Shares on issue following completion of the Offer (approximately) assuming maximum raising under this Prospectus and including Shares which may be issued under any Shortfall, but excluding any Shares issued on exercise of the New Options		-	242,362,077

The effect of the Offers, will be to increase the number of Shares on issue in the Company and increase the cash held by the Company (before taking into account the expenses of the Offer):

- a) if the Minimum Subscription Amount is achieved, by \$2.0 million.
- b) if more than the Minimum Subscription Amount is achieved, by between \$2.0 million and up to approximately \$3.88 million

Expenses of the Offers are expected to be approximately \$0.26 million if the Minimum Subscription Amount is achieved and approximately \$0.39 million if the Maximum Subscription Amount is achieved.

3.2 Potential effect on control of the Company

Eligible Shareholders who take up their Entitlements in full should not have their interest in the Company diluted by the Offers.

The potential effect the Offers (including those New Shares which may be issued to take up a Shortfall) will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand, such as:

- a) If all Eligible Shareholders take up their Entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company.
- b) If some Eligible Shareholders do not take up all of their Entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders is likely to be diluted.
- c) The proportional interests of Ineligible Foreign Shareholders will be diluted because those Ineligible Foreign Shareholders are not entitled to participate in the Entitlement Offer.
- d) Shareholders that apply for Additional Securities under the Top-Up Offer may increase their percentage interests beyond their Entitlement. This is likely to result in the dilution of holdings of the Ineligible Foreign Shareholders and those Shareholders who did not accept their Entitlements in full.
- e) If Eligible Shareholders do not take up all Entitlements under the Entitlement Offer, the Company has reserved the right to issue the Shortfall to eligible investors within 3 months after the close of the Offer. This placement of the Shortfall could result in new investors having interests in the Company. If there is a Shortfall, the Board may decide to issue Additional Securities or Shortfall Shares to other investors, depending on the size of any Shortfall, which may potentially result in a new investor having a substantial interest in the Company.

3.3 Pro Forma Balance Sheet

The following pro-forma unaudited consolidated balance sheet illustrates the effect of the Entitlement Offer on the Company. It has been prepared based on the half yearly financial statements as at 31 December 2023, adjusted to include the maximum cash proceeds that could be received from the Entitlement Offers. It is not intended to represent the actual financial position of the Company upon completion of the Offers, but rather it is provided as an illustration of the likely effect of the Offers. The actual impact on the Company is dependent on a range of factors, many of which are outside the control of the Company and unknown at this stage.

The pro-forma balance sheet has been prepared to provide Eligible Shareholders with information on the pro-forma assets and liabilities of the Company. The pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	31 Dec 2023 \$m	Impact of equity raise (net costs) \$2.0 m	Pro forma Minimum \$m	Impact of equity raise (net costs) \$3.88 m	Pro forma Maximum \$m
Cash and cash equivalents	3.7	1.7	5.5	3.5	7.2
Other current assets	2.0		2.0		2.0
Total current assets	5.7		7.5		9.2
Total non-current assets	2.8		2.8		2.8
Total assets	8.5	1.7	10.2	3.5	12.0
Total current liabilities	3.4		3.4		3.4
Total non-current liabilities	0.2		0.2		0.2
Total liabilities	3.7		3.7		3.7
Total equity	4.8	1.7	6.5	3.5	8.3

3.4 Market Price of Shares

The highest and lowest closing market prices of the Shares on ASX during the 3 months of trading up to and including 31 July 2024 and the respective dates of those sales, are:

Highest: \$0.135 on 13 May 2024
Lowest: \$0.043 on 30 July 2023

The volume weighted average sale price on ASX of the Shares during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC (**VWAP**) is \$0.081.

The Issue Price represents a discount of:

- 9.09% to the Company's closing price on 25 July 2024 of \$0.044;
- 13.85% to the Company's 5 day VWAP of \$0.0464; and
- 50.54% to the Company's 30 day VWAP of \$0.081.

Shareholders will note that the Issue Price is a significant discount to the above Share prices. Notwithstanding that the Issue Price is at a discount, it may therefore result in a material dilution to those Eligible Shareholders who do not apply for the New Shares (and accompanying New Options).

3.5 Impact of change in ASX Market price

The market price of the Company's Shares on the ASX may change between the date of this Prospectus and the date of issue of Shares under the Retail Offer.

If there is a decrease in that market price, this will result in a corresponding proportionate decrease in the market value of Shares issued to the Applicant. If there is an increase in that market price, this will result in a corresponding proportionate increase in the market value of Shares issued to the Applicant.

However, any increase or decrease in market value will not alter the issue price per New Share, nor the number of New Shares to be issued, under the Retail Offer.

4. ACTION REQUIRED BY ELIGIBLE SHAREHOLDERS

4.1 What Eligible Shareholders may do

The number of New Shares to which Eligible Shareholders are entitled (your **Entitlement**) is shown on your accompanying (including online accessed) Entitlement and Acceptance Form.

If you do not take up your Entitlement, then your percentage holding in the Company will be diluted (refer to Section 3.2 above).

As an Eligible Shareholder you may:

- take up all or part of your Entitlement and do nothing more (refer to Section 4.2 below);
- take up all of your Entitlement and at the same time apply for as many Additional Securities as you wish to purchase under the Top-Up Offer (refer to Sections 4.2 and 4.3 below) – please note the number of Additional Securities applied for may be scaled back by the Company, but not your subscription for your Entitlement; or
- do nothing, in which case all of your Entitlements will lapse (refer to Section 4.4 below).

Eligible Shareholders who take no action in respect of their Entitlement may receive no benefit and their Entitlement will lapse.

The Company is not required to determine whether or not any registered shareholder is acting as a nominee or the identity or residence of any beneficial owners of securities. Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed.

Ineligible Foreign Shareholders may not take any of the steps set out in Sections 4.2 and 4.3.

4.2 Taking up all or part of your Entitlement

You may only take up all or part of your Entitlement by

- i. Making payment by BPAY® (if the Shareholder holds an account with an Australian financial institution that supports BPAY transactions) or EFT corresponding to the component (part or all) of your Entitlement (plus any Additional Securities, if you have also accepted your Entitlement in full) you wish to accept in accordance with the instructions on your Entitlement & Acceptance Form; or
- ii. making payment by Electronic Funds Transfer (**EFT**) (in the case eligible shareholders can't access BPAY), corresponding to the component (part or all) of your Entitlement (plus any Additional Securities, if you have also accepted your Entitlement in full) you wish to accept in accordance with the instructions on your Entitlement & Acceptance Form, or
- iii. by accessing the online Entitlement and Acceptance Form and making a payment (see further details below),

by no later than 5:00pm on the Closing Date. You do not need to return the Entitlement & Acceptance Form but are taken to make each of the statements and representations in the Entitlement & Acceptance Form and as referred to in this Prospectus. If you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted part of your Entitlement in respect of such whole number of New Shares and New Options which is covered in full by your Application Monies. Payment is to be for an amount equal to the Issue Price multiplied by the number of Shares that you are applying for.

The Issue Price for each New Share accepted under your Entitlement is payable on Application.

You cannot accept the Offer by any means other than by making payment in accordance with applicable payment method described in sections 4.2 a) and b)

a) If paying via BPAY® or EFT:

- (i) payment is to be in Australian currency (AUD) paid to the bank account specified on the Entitlement & Acceptance Form and Offer Website. Payment cannot be made in New Zealand dollars;
- (ii) Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® or EFT by the date and time mentioned above;
- (iii) your payment maybe subject to fees and charges that your bank or any intermediary banks may deduct for performing the funds transfer. Advise your bank to elect remitter to bear all charges so that the correct amount received by us, the beneficiary, is the same as the application amount you wish to apply for and your application monies in Australian dollars (AUD)and
- (iv) you must follow the instructions for BPAY® or EFT set out in the Entitlement & Acceptance Form;

Note: For New Zealand residents only - all references in this Prospectus to making payment via BPAY® are to be read as including making payment via EFT, as described in (a) above.

b) If accessing the online Application Form:

- (i) An electronic copy of your personalised Entitlement and Acceptance Form is accessible (using your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) from your latest Holding Statement, and postcode) at the same link to access this Prospectus, namely the Offer Website at www.computersharecas.com.au/GTGOffer.
- (ii) Your Application under the Offer must be made by making payment in accordance with the payment instructions on your Entitlement and Acceptance Form. Your acceptance of the Offer should be made using this electronic service.
- (iii) To access your personalised Entitlement and Acceptance Form online visit the Offer Website at www.computersharecas.com.au/GTGOffer.
- (iv) If you are unable to access Offer Website you can obtain a hard copy of your Entitlement and Acceptance Form by calling the Offer

Information Line and asking them to mail a paper copy of the Prospectus and your Entitlement and Acceptance Form to you free of charge. You will need your SRN or HIN and postcode to complete this request.

- (v) you do not need to return the Entitlement & Acceptance Form but by making payment for your Application you are taken to make each of the statements and representations on that form referred to in this Prospectus;

4.3 Applying for Additional Securities

As referred to in Section 4.1 above, Eligible Shareholders may, in addition to taking up their Entitlements in full, apply for Additional Securities in excess of their Entitlements under the Top-Up Offer. There is no restriction upon the number of Additional Securities you apply for, but the Company scale back your application for Additional Securities.

If you wish to subscribe for Additional Securities over and above the number of Shares corresponding to your Entitlement, then you must make one payment (a combined payment for your full Entitlement and the Additional Securities you are applying for) at the Issue Price of \$0.04 for each Additional Share.

If your payment made exceeds the amount corresponding to your full Entitlement, you are taken to have accepted your Entitlement in full and to have also applied for such number of Additional Securities represented by your 'excess' of Application Monies paid over that required to subscribe for just your Entitlement in full.

Where the aggregate of New Shares applied for by all the Company's shareholders under the Top-Up Offers exceeds the New Shares available from the Shortfall (i.e. available from Shareholders who have not taken up, or are ineligible to take up, their Entitlement in full), Eligible Shareholders who apply for Additional Securities may be allocated a lesser number of Additional Securities than applied for, or may be allocated no Additional Securities at all, in which case 'excess' Application Monies will be refunded without interest.

4.4 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you currently hold and your rights attaching to those Shares (such as the number of votes) will not be affected should you choose not to accept any part of your Entitlement. If you do not participate in the Entitlement Offer your percentage holding in the Company will be reduced.

4.5 Payment of Application Monies is binding

Payment of Application Monies pursuant to this Prospectus constitutes a binding offer to acquire New Shares and associated New Options on the terms and conditions set out in this Prospectus and, once paid, cannot be withdrawn. The Directors' decision whether to treat an acceptance of any Offer as valid is final.

4.6 Representations you will be taken to have made by accepting the Offers

By making a payment pursuant to this Prospectus, you will be deemed to have:

- a) fully read and understood this Prospectus and the Entitlement & Acceptance Form in their entirety;

- b) agreed to be bound by the terms of the Entitlement Offer, the provisions of this Prospectus and the Company's Constitution;
- c) declared that you are over 18 years of age and have the legal capacity and power to perform all your rights and obligations under the Entitlement Offer and your Entitlement & Acceptance Form;
- d) authorised the Company to register you as the holder of the New Shares and New Options;
- e) acknowledged that once the Company receives any payment of your Application Monies pursuant to this Prospectus, you may not withdraw your application or funds provided except as allowed by law;
- f) confirmed that you are an Eligible Shareholder as at the Record Date;
- g) confirmed that you were the registered holder at the Record Date of the Shares indicated in the Entitlement & Acceptance Form as being held by you on the Record Date;
- h) agreed to apply for and be issued up to the number of New Shares and New Options for which you have submitted payment of any Application Monies pursuant to this Prospectus, at the Issue Price per New Share;
- i) authorised the Company, the Share Registry and their respective officers, employees or agents to carry out on your behalf all necessary actions for the New Shares and New Options to be issued to you;
- j) understood and acknowledged that the information contained in this Prospectus and your Entitlement & Acceptance Form is not investment advice nor a recommendation that the New Shares or New Options are suitable for you given your investment objectives, financial situation or circumstances;
- k) acknowledged that investment in the Company is subject to the risk factors outlined in Section 6 of this Prospectus;
- l) acknowledged that the Company or its related bodies corporate, affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers do not guarantee the performance of the Company or the Share price, nor do they guarantee the repayment of capital;
- m) authorised the Company to correct any errors in your Entitlement & Acceptance Form or any other document provided to you;
- n) agreed to provide any requested substantiation of your eligibility to participate in the Offers and your holding of Shares on the Record Date; and
- o) represented and warranted that:
 - i. you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - ii. the New Shares or New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares, New Options and the Shares underlying the New Options may not be offered, sold or otherwise transferred in the United States; and
 - iii. you have not sent, and will not send, any materials relating to the Offers to any person in the United States.

4.7 **Shortfall Offer**

Investors may only apply for New Shares (and associated New Options) under the Shortfall by completing a Shortfall Application Form (also attached to this Prospectus) and only upon invitation by the Company. All New Shares issued under the Shortfall Offer will be issued at the same Issue Price of \$0.04 per New Share (See Section 2.11 for further details).

By completing and returning a Shortfall Application Form and making a payment pursuant to this Prospectus with respect to the Shortfall, the Applicant will be deemed to have made the same representations to the Company as stated in sections 4.6(a) to 4.6(o) (other than sections 4(f) and 4(g) for investors who are not already shareholders), with the necessary adjustment to refer to the Shortfall Application Form instead of the Entitlement & Acceptance Form.

4.8 **Privacy Act**

If you make an Application for New Shares (including making payment pursuant to this Prospectus), you will be providing personal information to the Company (directly or by the Company's Share Registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder or investor, facilitate distribution payments and corporate communications to you as a Shareholder or investor and carry out administration.

The information may also be used from time to time and disclosed for purposes related to Shareholders' investments to the Company's agents and service providers, such as

- a) to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.
- b) the Share Registry for ongoing administration of the shareholder register;
- c) printers and other companies for the purpose of preparation and distribution of statements and for handling mail; and
- d) legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering and advising on the New Shares and or New Options and for associated actions.

The Company complies with its legal obligations under the *Privacy Act 1988* (Cth).

You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the *Corporations Act* and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for New Shares, the Company may not be able to accept or process your application.

4.9 **Brokerage Commission**

No brokerage is payable by Shareholders who accept an Entitlement Offer. No stamp duty is payable for subscribing under an Entitlement Offer. The Company may pay commission

and brokerage management fees to AFSL holders or their authorised representatives of up to 8% of the amount subscribed by investors introduced by those persons.

4.10 Queries concerning your Entitlement

If you have any queries concerning your Entitlement or the Offers, please contact the Offer Information Line.

5. RIGHTS AND LIABILITIES ATTACHING TO THE NEW SHARES AND NEW OPTIONS

5.1 Rights attaching to the New Shares

The Company is incorporated in Australia and is subject to the Corporations Act. As a company listed on ASX, the Company is also regulated by the Listing Rules.

The rights attaching to ownership of Shares (including New Shares) are described in the Constitution and are regulated by the Corporations Act, Listing Rules and the general law.

The New Shares will rank equally in all respects with, and have the same rights as, existing Shares. Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours. In applying for New Shares, the Applicant agrees that the New Shares and the New Shares to issue upon the exercise of New Options are bound by the terms of the Constitution.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders.

General Meetings and Notice

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules. Shareholders are entitled to be present in person (including by specified permitted electronic means), or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- » each Shareholder entitled to vote may vote in person or by proxy, attorney or representative or if a determination has been made by the Board in accordance with the Constitution, by direct vote;
- » on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder entitled to vote has one vote (even though he or she may represent more than one member); and
- » on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder entitled to (or where a direct vote has been lodged) shall, in respect of each fully paid Share held by them, or in respect of which they are appointed a proxy, attorney or representative, have one vote for every fully paid Share, but in respect of partly paid Shares shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited), and
- » different voting procedures may apply at a virtual meeting of Shareholders.

Dividend Rights

There is no guarantee of any dividends or distributions by the Company. Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time decide to pay a dividend to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

Winding Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he or she considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

Transfer of Shares

Shares in the Company are freely transferable, subject to formal requirements, and so long as the registration of the transfer does not result in a contravention of or failure to observe the provisions of a law of Australia and the transfer is not in breach of the Corporations Act or the Listing Rules.

Variation of Rights

The Company may, subject to the Corporations Act and with the sanction of a special resolution passed at a meeting of Shareholders, or with the written consent of the majority of Shareholders in the affected class, vary or abrogate the rights attaching to Shares.

5.2 Terms and Conditions of the New Options

The terms and conditions of the New Options are described in Annexure A to this Prospectus.

6. RISKS

Shareholders should consider the investment in the context of their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Shareholder should consult their own stockbroker, solicitor, accountant or other professional adviser before deciding whether or not to invest in the Offer Securities. This is not an exhaustive list of the relevant risks and the risks set out below are not in order of importance. Many of the risks below are outside the control of GTG and its directors. These risks and other risks not specifically referred to below, may in the future materially adversely affect the value of GTG Shares and their performance.

An investment in Offer Securities should be regarded as very speculative and involves many risks. The New Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

If any of the following risks actually occurs, our business, prospects, financial condition and results of operations could be materially and adversely affected, the trading price of the Shares could decline and you could lose all or part of your investment.

This section identifies some of the major risks associated with an investment in the Company. There may be other risks which the Directors and/or management of the Company are unaware which may impact upon the Company, its operations and/or the value and performance of the New Shares and the Company generally. Intending Applicants before any decision is made to subscribe for shares should read the Company's prior continuous disclosure announcement to the ASX market in order to fully appreciate the risks particular to an investment in a medical device company such as Genetic Technologies Limited and in particular the risks faced by the Company in the continued development and proposed commercialisation of its intellectual property rights.

6.1 Speculative nature of investment

Any potential investor should be aware that subscribing for New Shares (including on the exercise of any New Options) involves various risks. The New Shares to be issued carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those shares. An investment in the Company should therefore be considered very speculative.

6.2 Business risks associated with the Company

a) Sufficiency of funding / requirement for additional capital in the future

The Company has limited financial resources and will need to raise additional funds from time to time to finance the continued development and commercialisation of its technology / products and its other longer-term objectives. The Company's technology / product development activities may never generate revenues and the Company may never achieve profitability.

The Company's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and share markets generally. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all. If for any reason the Company was unable to raise future its ability to achieve the milestones under this Prospectus or continue future development / commercialisation of its technology would be significantly affected.

b) GTG may never achieve profitability

GTG has since incorporation incurred significant losses from its operations and there is no assurance that GTG will achieve profitability.

c) Business strategy execution risk

The Company has recently implemented a "capital light" operations model to reduce its cash burn. The Company's future growth and financial performance is dependent on the Company's ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to:

- Incorporate the EasyDNA product offering into its current business operations and significantly grow rates of sales achieved to date;
- Commercialise its current suite of predictive health care professional supervised DNA tests to the extent that the Company's developed products will produce positive cashflows; and

We may not be successful in transitioning from our existing product portfolio to our next generation of risk assessment tests, and our newly developed approach to marketing and distribution of such products may not generate revenues.

Our products may never achieve significant market acceptance.

There can be no assurance that GTG can successfully achieve any or all of the above initiatives / strategies. The failure by GTG to successfully execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations.

d) Regulatory risk

From time to time, federal, state and/or local governments adopt regulations relating to the conduct of genetic research and genetic testing. In the future, these regulations could limit or restrict genetic research activities as well as genetic testing for research or clinical purposes. In addition, if such regulations are adopted, these regulations may be inconsistent with, or in conflict with, regulations adopted by other government bodies. Regulations relating to genetic research activities could adversely affect our ability to conduct our research and development activities. Regulations restricting genetic testing could adversely affect our ability to market and sell our products and services. Accordingly, any regulations of this nature could increase the costs of our operations or restrict our ability to conduct our testing business and might adversely affect our operations and financial condition. Potentially hazardous materials, chemicals and patient samples

- e) Our research and development, production and service activities involve the controlled use of hazardous laboratory materials and chemicals, including small quantities of acid and alcohol, and patient tissue and blood samples. We do not knowingly deal with infectious samples. We, our collaborators and service providers are subject to stringent federal, state and local laws and regulations governing occupational health and safety standards, including those governing the use, storage, handling and disposal of these materials and certain waste products. However, we could be liable for accidental contamination or discharge or any resultant injury from hazardous materials, and conveyance, processing, and storage of and data on patient samples. If we, our collaborators or service providers fail to comply with applicable laws or regulations, we could be required to pay penalties or be held liable for any damages that result and this liability could exceed our financial resources.

f) Research and Development

The Company's future success is dependent on the performance of the Company's product in clinical environments and whether it proves to be a safe and effective treatment or disease management tool.

Medical development for risk prediction generally is often associated with a high failure rate and until the Company is able to provide further retrospective clinical evidence of the ability of the Company's product to improve outcomes in patients, the future success of the product in development remains speculative. Research and development risks include uncertainty of the outcome of results, difficulties or delays in development and the uncertainty surrounds scientific development of novel medical tests generally.

g) Future potential sales

There is a risk that even after obtaining regulatory approvals, the Company's products/technologies may not gain market acceptance among physicians, patients and the medical community, even if they are approved by regulatory authorities. The degree of market acceptance of the Company's approved products will depend on a variety of factors including:

- Timing of market introduction, number and clinical profile of competitive products;
- The Company's ability to provide acceptable evidence of the safety and efficacy and its ability to secure the support of key clinicians and physicians for its products
- Cost-effectiveness compared to existing and new treatments
- Ability of coverage, reimbursement and adequate payment from government bodies, health maintenance organisations and other third-party payers
- Prevalence and severity of adverse side effects; and
- Other advances over other predictive methods.

Physicians, patients, payers or the medical community may be unwilling to accept, use or recommend the Company's products which would adversely affect its potential reviews and future profitability.

h) Professional liability risk

Our business exposes us to potential liability risks that are inherent in the testing, manufacturing, marketing and sale of genetic tests. The use of our products and product candidates, whether for clinical trials or commercial sale, may expose us to professional liability claims and possible adverse publicity. We may be subject to claims resulting from incorrect results of analysis of genetic variations or other screening tests performed using our services. Litigation of such claims could be costly. We could expend significant funds during any litigation proceeding brought against us. Further, if a court were to require us to pay damages to a plaintiff, the amount of such damages could significantly harm our financial condition.

i) Commercial risk

The Company may, from time to time, consider acquisition, licensing, partnership or other corporate opportunities for the Company's product development programs. There can be no assurance that any such acquisition, licensing, partnership or corporate opportunities can be concluded on terms that are, or are believed by the Company to be, commercially acceptable. In the case of licensing and partnership opportunities, even if such terms are agreed there is a risk that the performance of distributors and the delivery of contracted outcomes by collaborators will not occur

due to a range of unforeseen factors relating to environment, technology and market conditions.

j) Intellectual property

We rely upon our portfolio of patent rights, patent applications and exclusive licenses to patents and patent applications relating to genetic technologies. We expect to aggressively patent and protect our proprietary technologies. However, we cannot be certain that any additional patents will be issued to us as a result of our domestic or foreign patent applications or that any of our patents will withstand challenges by others. Patents issued to, or licensed by, us may be infringed or third parties may independently develop the same or similar technologies. Similarly, our patents may not provide us with meaningful protection from competitors, including those who may pursue patents which may prevent, limit or interfere with our products or will require licensing and the payment of significant fees or royalties by us to such third parties in order to enable us to conduct our business. We may sue or be sued by third parties regarding our patents and other intellectual property rights. These suits are often costly and would divert valuable funds and technical resources from our operations and cause distraction to management. Infringement of third-party IP

If a third party accuses the Company of infringing its IP rights or if a third party commences litigation against the Company for the infringement of patent or other IP rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing discoveries or commercialising its products / technology. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products / technology. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company or its partners from commercialising available products / technology and could cause it to incur substantial expenditure.

k) Product liability

As with all products, even after the granting of regulatory approval, there is no assurance that unforeseen adverse events or defects will not arise. Adverse events could expose the Company to product liability claims or litigation, resulting in the removal of the regulatory approval for the relevant products and/or monetary damages being awarded against the Company. In such event, the Company's liability may exceed the Company's insurance coverage.

l) Reliance on key personnel

The Company currently employs a number of key management and scientific personnel. The Company's future depends on retaining and attracting suitably qualified personnel. The Company has included in its employment with key personnel, terms aimed at providing incentives attractive for the recruitment and retention of such personnel. It has also, as far as legally possible, established contractual mechanisms through employment and consultancy contracts to limit the ability of key personnel to join a competitor or compete directly with the Company. Despite these measures, however, there is no guarantee that the Company will be able to attract and retain suitably qualified personnel, and a failure

to do so could materially and adversely affect the value of the Company's technology and resulting value of its Shares may be materially harmed.

m) Dependence on corporate partners

We depend on the collaborative efforts of our academic and corporate partners for research, development and commercialization of our products. A breach by our partners of their obligations, or the termination of the relationship, could deprive us of valuable resources and require additional investment of time and money. Stock Market Volatility

The price of Shares may rise or fall depending upon a range of factors beyond the Company's control and which are unrelated to the Company's operational performance. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors. Investors who decide to sell their Shares after the Company's capital raising may not receive the entire amount of their original investment. The price of Shares listed on ASX may also be affected by multiple factors including the Company's financial performance and by changes in the business environment.

The Shares carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX. No guarantee can be given that the Company's share price will be greater than the issue price.

n) Value of the New Options

The New Options that are being issued as part of the Offers are issued for no additional consideration but require the exercise price for each Option to be paid at the time of exercise. If the prevailing trading price of the Company's shares during the Option's exercise period is lower than the exercise price for the New Options, then it is likely that the New Options will not be exercised. In this case, for investors, the unexercised New Options will not have a value and will lapse on the respective expiry dates of the New Options. If the New Options are not exercised, or only some are exercised, then the Company may not receive the proceeds that would otherwise be generated if Option holders pay the Option exercise price. This possibility may reduce the amount of capital that the Company would receive if all of the New Options are exercised on or before the respective Option expiry dates.

o) Dilution

As the Issue Price is at a material discount to the recent market price for the Company's shares, there may be a material number of New Shares issued under the Offers. Failing to take up an Entitlement in full means that that eligible Shareholder could therefore be [significantly, depending upon their holding size] diluted (and significantly, depending upon their holding size) as a result of the issue of the New Shares and New Options.

p) Other general risks

In addition to the above risks and as previously disclosed, GTG faces the following general risks:

- we use potentially hazardous materials, chemicals and patient samples in our business and any disputes relating to improper handling, storage or disposal of these materials could be time consuming and costly;
- our industry is subject to rapidly changing technology and new and increasing amounts of scientific data related to genes and genetic variants and their role in disease;

- if our laboratory facilities, whether inhouse or outsourced become inoperable, we may be unable to perform our tests and our business will be harmed;
- our business could be harmed from the loss or suspension of a license or imposition of a fine or penalties under, or future changes in, or changing interpretations of, Clinical Laboratory Improvements Amendments (CLIA) or state laboratory licensing laws to which we are subject;
- failure to establish and comply with appropriate quality standards to assure that the highest level of quality is observed in the performance of our testing services and in the design, manufacture and marketing of our products could adversely affect the results of our operations and adversely impact our reputation; and
- security breaches, privacy issues, loss of data and other incidents could compromise sensitive or personal information related to our business or prevent us from accessing critical information and expose us to liability, which could adversely affect our business and our reputation.

6.3 Concluding Comment

The above list of risk factors ought not to be taken as an exhaustive one of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares and New Options offered under this Prospectus.

Investment in the Company must be regarded as highly speculative and neither the Company nor any of its Directors or any other party associated with the preparation of this Prospectus guarantee that any specific objectives of the Company will be achieved or that any particular performance of the Company or of the New Shares and New Options, including those offered by this Prospectus, will be achieved.

7. ADDITIONAL INFORMATION

7.1 Nature of the Prospectus

This Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act which allows the issue of a transaction specific prospectus in relation to offers of securities (or options to acquire such securities) where those securities are of a class which have been quoted for 3 months before the date of that prospectus.

7.2 Indemnification of Directors

To the extent permitted by law, the Company indemnifies every person who is or has been a Director or officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by the person as an officer of the Company.

7.3 Taxation

The acquisition of Offer Securities and disposal of Offer Securities by investors or Shareholders will have tax consequences, which will differ depending on the individual financial affairs of each Shareholder or investor. All potential investors in the Company are urged to take independent financial advice about the consequences of acquiring Offer Securities from a taxation viewpoint and generally.

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with a purchase or subsequent disposal of any Offer Securities subscribed for under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Directors recommend that all Eligible Shareholders consult their own professional tax advisers.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for New Shares under this Prospectus.

7.4 Continuous Disclosure and Documents Available for Inspection

This Prospectus is issued pursuant to section 713 of the Corporations Act.

Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are, and have been for a period of 12 months, disclosing entities.

The Company is a "disclosing entity" for the purposes of section 713 of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which requires it to disclose to ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Eligible Shareholders or investors intending to participate in the Offers should refer to the announcements made by the Company to the ASX. This information is available from the ASX website, www.asx.com.au (ASX Code: GTG), and the Company's website, www.genetype.com/investor-centre.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

Additionally, the Company is also required to prepare and lodge with ASX yearly and half yearly financial statements accompanied by a directors' statement and report and an audit

review or report. These reports are released to ASX and published on the Company's and ASX's websites.

The Company will provide a copy of each of the following documents, free of charge, to any person who asks for it prior to the Closing Date:

- a) the Annual Report for the financial year ended on 30 June 2023, being the annual financial report most recently lodged with ASIC by the Company;
- b) the financial report for the Half Year ended 31 December 2023; and
- c) any continuous disclosure notices given by the Company after the lodgement of the Annual Report referred to in paragraph a) above and before the lodgement of this Prospectus with ASIC. Such notices are listed below under the heading "ASX Releases" in Section 7.6.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

7.5 Details of Substantial Shareholders

Based on publicly available information the following shareholders are substantial shareholders who have a relevant interest in 5% or more of the Shares on issue as at 31 July 2024. BNY act as a custodian for a significant number of USA based shareholders who hold ADS's and are excluded from participation in this offer.

The Bank of New York Mellon Corporation and Associates (BNY) 71.45%

7.6 ASX Releases

ASX releases of the Company since the date of lodgement of the Company's latest annual report and prior to the date of lodgement of this Prospectus are listed below:

Date	ASX Announcement title
31/07/2024	Quarterly Activities/Appendix 4C Cash Flow Report
26/07/2024	Proposed issue of securities - GTG
26/07/2024	Strategic restructure to focus on USA sales growth
19/07/2024	Change in substantial holding
18/07/2024	Change in substantial holding
16/07/2024	S708A Cleansing Notice
16/07/2024	Application for quotation of securities - GTG
16/07/2024	Appointment of CFO and Company Secretary
12/07/2024	Change in substantial holding
9/07/2024	GeneType to Enter Canadian and New Zealand Markets
28/06/2024	Resignation of CFO and Company Secretary
28/06/2024	Business Update - June 2024
25/06/2024	GeneType identifies 79.5% at risk of serious disease
24/06/2024	Change in substantial holding
21/06/2024	GTG Live Investor Webinar and Q&A - June 27
18/06/2024	GTG Expands Operational Capacity in North America
12/06/2024	Notification regarding unquoted securities - GTG
5/06/2024	GeneType and Stayhealthy Announce Landmark Distribution Agreement
5/06/2024	Change in substantial holding
29/05/2024	Launch of test for 100% risk of breast and ovarian cancer
20/05/2024	Form F-1 Registration Statement
6/05/2024	GTG and Wellworks for You sign B2B sales and marketing deal
30/04/2024	Quarterly Activities/Appendix 4C Cash Flow Report

24/04/2024	Change in substantial holding
23/04/2024	Notification regarding unquoted securities - GTG
23/04/2024	Prospectus Supplement
23/04/2024	GTG announces closing of US\$2M Registered Direct Offering
22/04/2024	S708A Cleansing Notice
22/04/2024	Application for quotation of securities - GTG
22/04/2024	Proposed issue of securities - GTG
19/04/2024	Proposed issue of securities - GTG
19/04/2024	GTG announces US\$2 Million Registered Direct Offering
17/04/2024	GTG Announces New Precision Oncology Tests
11/04/2024	GTG to pilot GeneType in Breast Screen centres across the US
10/04/2024	Business Update April 2024
8/04/2024	GTG announces launch of Know Your Risk event
26/03/2024	GTG Secures Short Term Loan Facility with Radium Capital
25/03/2024	Appointment of CFO & Company Secretary
22/03/2024	GTG to develop Worlds Most Advanced Comprehensive Risk Test
20/03/2024	Results of Extraordinary General Meeting
7/03/2024	Appendix 3Y - Change of Director's Interest Notice
28/02/2024	GTG to launch U.S. Customer Digital Media Sales Campaign
23/02/2024	Appendix 4D & Half-year Financial Report - 31 December 2023
20/02/2024	Notice of Extraordinary General Meeting & Sample Proxy Form
15/02/2024	Board Renewal and Resignation of Director
7/02/2024	Notification of cessation of securities - GTG
31/01/2024	Appendix 4C & Quarterly Business Update December 2023
8/01/2024	Resignation of Chief Financial Officer & Company Secretary
28/12/2023	Notification of cessation of securities - GTG
28/12/2023	Notification regarding unquoted securities - GTG
27/12/2023	4xAppendix 3Y-Share Consolidation & Performance Right Expiry
18/12/2023	Receipt of the R & D Tax Incentive Refund
7/12/2023	NASDAQ Confirms First Trading Date of Consolidated ADS
7/12/2023	Update - Consolidation/Split - GTG
6/12/2023	Updated Share Consolidation Timetable
6/12/2023	Update - Consolidation/Split - GTG
4/12/2023	Notification of cessation of securities - GTG
1/12/2023	Change to Share Consolidation Timetable
1/12/2023	Update - Consolidation/Split - GTG
22/11/2023	Results of 2023 AGM
22/11/2023	2023 AGM Presentation
21/11/2023	Proposed Change to Timetable for Resolution 5
21/11/2023	Consolidation/Split - GTG
30/10/2023	Appendix 4C and Quarterly Activities Report - September 2023
20/10/2023	Notice of Annual General Meeting and Proxy Form
29/09/2023	Date of AGM and Closing Date for Director Nominations
28/09/2023	GTG & Gold Coast Hospital Announce Precision Medicine Pilot
11/09/2023	MRFF Grant Names GTG as Sole Industry Partner
11/09/2023	geneType Granted Approval for 3 New Diseases in Australia
31/08/2023	Annual Results Momentum Building on our Commercial Plans
31/08/2023	Appendix 4G and Corporate Governance Statement
31/08/2023	2023 Annual Report and Appendix 4E

The Company may make further ASX announcements after the date of this Prospectus. Copies of the abovementioned announcements (as well as any further announcements) will be available on the ASX website, www.asx.com.au under the Company's code "GTG". You are advised to refer to the ASX's website and the Company's website for announcements or updates relating to the Company.

7.7 Information excluded from continuous disclosure notices

As at the date of this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the Listing Rules and which the Board considers would reasonably require in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to New Shares and New Options in the Company.

7.8 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- a) the formation or promotion of the Company;
- b) any property acquired or proposed to be acquired by the Company in connection with its promotion or formation or in connection with the offer of New Shares or New Options; or
- c) the offer of New Shares or New Options, other than as ordinary Shareholders,

and no amounts or benefits have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director:

- a) to induce him or her to become, or to qualify him, as a Director; or
- b) for services rendered by him or her in connection with the promotion or formation of the Company or the offer of New Shares.

The current Directors' and their nominees' current shareholdings and interests in Shares and options (prior to the capital raising the subject of this Prospectus) are as follows:

	Peter Rubinstein	George Muchnicki	Lindsay Wakefield
Current Number of Shares	3,698,530	2,246,858	94,181
Current percentage holding	2.54%	1.55%	0.06%
Current number of options	0	0	0
Entitlement	2,465,687	1,497,906	62,788
Maximum number of Shares following the Offer	6,164,217	3,744,764	156,969
Maximum percentage of Shares following the completion of the Offer (assuming there is no Shortfall)	2.54%	1.55%	0.06%

Notes: Subject to rounding, assumes full Entitlements as a single holder, excludes any additional shares acquired as a result of the underwriting commitment

The remuneration currently paid (including superannuation and non-cash share based payments) to Directors or their nominees during the past two financial years preceding the lodgement of this Prospectus with ASIC is set out below:

Director	FY 2023 \$	FY 2024 \$ #
Peter Rubinstein Non-Executive Chairman	164,720	150,194
George Muchnicki – Non-Executive Director	64,455	87,439
Lindsay Wakefield - Non-Executive Director	74,546	74,883

Note: # FY 2024 are based on unaudited figures.

Your directors and the Lenders have stated that they will underwrite \$500,000 of the Minimum Subscription in applying the funds due to them under the interim Loan Facility without any fee or commission.

7.9 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

7.10 Restricted securities

The Company as at the date of this Prospectus does not have any of its issued securities classified as 'restricted securities' (as defined in the Listing Rules).

7.11 Estimated Costs of the Offer

If the Entitlement Offers are fully subscribed, the expenses of the Offers (exclusive of GST and before any commissions paid by the Company) are estimated to be approximately as follows:

Expenses	\$
Legal (in the preparation of this Prospectus)	50,000
Printing and postage	8,000
Shortfall Commitment Fees (Assuming Full Subscription)	270,223
Additional ASX listing fees and CHESS issue fees	14,181
Investor Relations Costs	
Share registry	42,000
ASIC Lodgement Fees	3,206
Total	387,610

Note: Shortfall Commitment Fees includes potential commissions and brokerage management fees of up to 8% of the amount subscribed by eligible new investors under the Shortfall Offer introduced by holders of an AFSL (or their authorised representatives).. At this time, whilst the Company has not entered agreements with lead or sub managers,

brokers or others the estimated costs provided above is to allow for such arrangements to be put in.

7.12 Consents and Interests of Parties

Each of the parties referred to in this Section does not make, or purport to make, any statement in this Prospectus other than as specified in this Section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name or a statement included in this Prospectus with the consent of that party as specified in this Section.

Computershare Investor Services Pty Limited has given and not withdrawn its written consent to be named herein as the Share Registry to the Company in the form and context in which it is so named. Computershare Investor Services Pty Limited does not make, or purport to make, any statement in this Prospectus and is not aware of any statement in this Prospectus which purports to be based on a statement made by it and makes no representation, expressed or implied, regarding and takes no responsibility for, any statements in or omissions from this Prospectus.

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the 2 years before the date of this Prospectus, any interest in:

- » the formation or promotion of the Company;
- » property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of New Shares and New Options pursuant to this Prospectus; or
- » the offer of New Shares and New Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of New Shares and New Options issued pursuant to this Prospectus.

7.13 Electronic Prospectus

A copy of the Prospectus can be downloaded from the website of the Company at www.genetype.com/investor-centre. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Eligible Shareholder. You may obtain a hard copy of this Prospectus free of charge by contacting the Company on the Offer Information Line during business hours or requesting it by email of investors@genetype.com.

7.14 Financial Forecasts

The Directors have considered the applicable laws and do not believe that they have a reasonable basis to forecast future earnings, on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast.

7.15 Directors' authorisation

Each Director of the Company has given, and has not withdrawn, their consent to the lodgement of this Prospectus with ASIC.

8. DIRECTORS' STATEMENT

The Directors have made all reasonable enquiries in the preparation of this Prospectus and on that basis have reasonable grounds to believe that

- any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors,
- other persons making the statement or statements in this Prospectus were competent to make such statements and that those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares or New Options pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors. Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Peter Rubinstein,
Chair
Genetic Technologies Limited

9. DEFINITIONS

In this Prospectus the following terms and abbreviations have the following meanings, unless otherwise stated or unless the context otherwise requires:

\$ or AUD means Australian dollar;

Additional Securities means New Shares (including and accompanying New Options) applied for by an Eligible Shareholder under the Top-Up Facility that are in excess of that Eligible Shareholder's Entitlement

Additional Shares means New Shares component of any Additional Securities (applied for by an Eligible Shareholder under the Top-Up Facility that are in excess of that Eligible Shareholder's Entitlement);

AFSL Holders means a holder of an Australian Financial Services Licence;

Applicant refers to a person who makes payment pursuant to an Entitlement & Acceptance Form or submits a Shortfall Application Form pursuant to this Prospectus;

Application refers to the making payment pursuant to an Entitlement & Acceptance Form or submission of a Shortfall Application Form pursuant to this Prospectus;

Application Monies means monies payable by Applicants in respect of their Applications;

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context may require;

ASX Settlement Operating Rules means ASX Settlement Pty Limited's operating rules.

Board means the board of Directors;

Business Day has the meaning ascribed to it in the Listing Rules.

CHESS means Clearing House Electronic Subregister System.

Closing Date means the closing date of the Offer being 5.00 pm on 2 September 2024 (subject to the right of the Company to extend the date without notice);

Company means Genetic Technologies Limited ACN 009 212 328;

Constitution means the constitution of the Company;

Corporations Act means Corporations Act 2001 (Cth);

Directors means the directors of the Company;

EFT means electronic funds transfer, and if applicable, includes funds transfer using required SWIFT codes;

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand;

Entitlement means the entitlement to subscribe for 2 New Shares for every 3 Shares held by an Eligible Shareholder on the Record Date and to receive 1 New Option for every New Share issued to the Applicant (as set out in the Entitlement & Acceptance Form) together with the Top-Up offer; and **Entitlements** has a corresponding meaning;

Entitlement & Acceptance Form means the Entitlement & Acceptance Form accompanying this Prospectus or accessible online at the Offer Website at www.computersharecas.com.au/GTGOffer.

FMC Act means Financial Markets Conduct Act 2013 (New Zealand);

Ineligible Foreign Shareholder means a Shareholder, at the Record Date whose registered address with the Share Registry is not situated in Australia or New Zealand;

Issue Price means \$0.04 (4 cents) per New Share;

Lenders means all the Directors and others;

Listing Rules means the listing rules of the ASX;

Maximum Subscription Amount means \$3.88 million;

Minimum Subscription Amount means \$2.0 million

New Option means an option, subject to the Option Terms, to purchase a Share with an exercise price of \$0.04 and an Expiry Date of 2 years from its issue date, issued pursuant to this Prospectus;

New Shares means the Shares proposed to be issued pursuant to the Offers;

Offer Information Line means (03) 8412 7000 (within Australia) or +613 8412 7000 (outside Australia)

Offer Securities means collectively the New Shares and the New Options under this Prospectus;

Offers means collectively the Entitlement Offer, the Top-Up Offer and the Shortfall Offer;

Opening Date means the opening date of the Offer being 12 August 2024 (subject to the right of the Company to vary the date without notice);

Option Terms means the terms applicable to the New Options, a copy of which terms is attached as Annexure A to this Prospectus;

Record Date means 7.00 pm on 7 August 2024;

Related Bodies Corporate has the meaning as provided in the Corporations Act 2001;

Relevant Interest has the same meaning as provided in the Corporations Act;

Secured Loan means a short term loan facility of a total of \$800,000 advanced by the Lenders to the Company, secured partly on anticipated balance of R & D government payment due late September 2024, as further particularised in section 2.4.

Share means a fully paid ordinary share in the capital of the Company;

Shareholder means a holder of Shares;

Share Registry means Computershare Investor Services Pty Limited;

Shortfall means the aggregate amount by which all Eligible Shareholders do not apply for their full Entitlement under the Entitlement Offer;

Shortfall Application Form means the application form for some or all of the Shortfall under the Shortfall Offer, which form accompanies this Prospectus;

Shortfall Offer means the offer by the Directors to place any Shortfall at their discretion (other than to Directors and related parties of the Company) within 3 months after the close of the Entitlement Offer at a price not less than the Issue Price of \$0.04 per New Share, as described in section 2.1;

Top-Up Facility means the mechanism by which Eligible Shareholders can apply for Additional Securities;

Top-Up Offer means the offer under the Top-Up Facility to Eligible Shareholders as described in section 2.1.

US Securities Act means the US Securities Act of 1933, as amended.

Please note that references in this Prospectus to "Sections" are to sections of this Prospectus.

10. CORPORATE DIRECTORY

Directors

Peter Rubinstein	Non-Executive Chair
George Muchnicki	Non-Executive Director
Lindsay Wakefield	Non-Executive Director

Company Secretary

Mark Ziirsen

Registered office

60-66 Hanover Street, Fitzroy, Vic 3065

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

Annexure A - Option Terms and Conditions

Each option (**Option**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **Genetic Technologies Limited** ACN 009 212 328 (**Company**) on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date, namely 5pm on the day being the second anniversary of the Issue Date (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.
2. The Options may be exercised for part or all of the Options held at a particular time by the Option Holder paying to the Company at its registered office prior to the Expiry Date the exercise price of A\$0.04 per Option (**Exercise Price**).
3. On receipt by the Company of the payment of the Exercise Price, the Company must, within 4 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 Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option 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; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.
4. Shares allotted on the exercise of Options 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 an Option) and will be subject to the provisions of the Constitution of the Company.
5. The Options are transferable in accordance with the ASX Listing Rules.
6. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options 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).
7. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to see that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 Business Days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.
8. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
9. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
10. The Options do not entitle the Option Holder to vote at any meeting of shareholders
11. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms and Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
12. These Option Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

GTG
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

X 9999999991 I ND

For your security keep your SRN/HIN
confidential.

Entitlement No: 12345678

Non-Renounceable Entitlement Offer — Entitlement and Acceptance Form

 **Your payment must be received by 5.00pm (AEST) on Monday, 2 September 2024**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed on this Form. If you are in doubt about how to deal with this Form, please contact your financial or other professional adviser.

Details of the shareholding and entitlements for this Offer are shown on this Form. Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect. If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Capitalised terms used in this form have the same meaning given to them in the Prospectus dated TBC unless otherwise defined.

Details of your Entitlement

Existing shares entitled to participate as at (Record Date):

4,000

Entitlement to New Shares on a 2 for 3 basis together with 1 New Option for every 1 New Share applied for and issued. The New Options will be issued for no consideration:


1

Amount payable on full acceptance at \$0.04 per New Share:

\$0.01

You can apply to accept either all or part of your Entitlement. If you apply for your full Entitlement, you may also apply for additional New Shares. Enter the details below and retain for your records. You do not need to return this Form when making payment by BPAY. By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Prospectus. If you are unable to pay via BPAY, please call the Company on +xx x xxx xxxx to obtain alternative payment instructions.

Neither Computershare Investor Services Pty Limited (**Computershare**) nor Genetic Technologies Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this form when making a BPAY payment.

	Bill Code: 999999
	Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Entitlement taken up:

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Number of additional New Shares applied for:

--	--	--	--	--	--	--	--

Amount Paid at \$0.04 per New Share:

A\$

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Date Payment was made:

		/			/				
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Privacy Notice

The personal information you provide on this form is collected by Computershare, as registrar for the securities issuers (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuers administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

SHORTFALL APPLICATION FOR SHARES

To: **GENETIC TECHNOLOGIES LIMITED ACN 009 212 328 (Company)**

The Company has undertaken a Non-renounceable Rights Issue to Eligible Shareholders (**Offer**) as described in the prospectus dated and lodged with the ASX on 2 August 2024, to which a copy of this Application is attached (**Prospectus**). The Offer has been conducted in accordance with the terms of the Constitution, the Corporations Act 2001 and the ASX Listing Rules. Under the terms of the Offer, the Company may, to the extent a Shortfall exists, issue unsubscribed New Shares to selected shareholders or exempt investors under the Shortfall Offer.

The Subscriber, as detailed in the schedule to this Shortfall Application Form (**Schedule**), wishes to subscribe for, and the Company wishes to issue, the fully paid ordinary shares in the capital of the Company (**Shortfall Shares**) (and an equal number of free attaching options to purchase Shares, to be issued subject to the option terms set out in Annexure A of the Prospectus (**Shortfall Options**)) (collectively the Shortfall Shares and Shortfall Options being the **Shortfall Securities**) in the number and for the amount (**Shortfall Amount**) set out in the Schedule, as part of placement of the Shortfall under the Shortfall Offer (**Application**) and in accordance with the terms of the Prospectus.

On execution and provision of this Application Form to the Company the Subscriber commits to the subscription of the Shortfall Securities and will within 2 business days of notification by the Company of its acceptance of this Application pay (in cleared funds) the Shortfall Amount to the Company by electronic funds transfer to the below Company bank account (**Settlement**):

Bank: National Australia Bank
Name: Genetic Technologies Limited
BSB: 083-817
Account: 19 940 1652

Reference: - insert Subscriber's name

The Company will within 2 business days after Settlement is completed and payment received procure the allotment of the Shortfall Securities to the Subscriber and apply for quotation of the Shortfall Shares on the ASX within the time prescribed in the ASX Listing Rules.

The Subscriber acknowledges that by making this Application for the Shortfall Securities, the Subscriber represents, warrants and agrees for the benefit of the Company that:

- (a) the warranties set out in section 4.6 (other than sub section 4.7(f)) of the Prospectus, with necessary adjustment for context so that reference is to this Application Form rather than the Entitlement & Acceptance Form;
- (b) this Shortfall Offer does not constitute a securities recommendation nor the provision of investment advice and that the Subscriber has made its own assessment of the Company and the Shortfall Securities;
- (c) the Subscriber is a wholesale or other exempt investor for the purposes of Chapter 6D of the Corporations Act (or similar in the Subscriber's jurisdiction) and the issue of the

Shortfall Shares to the Subscriber, if undertaken, is one that does not require an additional disclosure document to be prepared by the Company. ;

- (d) the Subscriber is acquiring the Shortfall Securities solely for its own beneficial account for investment purposes and not with a view to, or for resale in connection with, any distribution of the Shortfall Securities;
- (e) the Subscriber is bound, on allotment of the Shortfall Shares to it, by the terms of the Company's Constitution, the Prospectus, the Corporations Act 2001 and the ASX Listing Rules and requests that its name set out in the Schedule be entered in the register of members of the Company in respect of the Shortfall Securities.

Capitalised words and expressions in this Application have the meaning given to them in the Prospectus where not defined herein.

This Application is governed by and must be construed in accordance with the laws in force in the State of Victoria, Australia. The parties submit to the exclusive jurisdiction of the courts of that State and the Commonwealth of Australia in respect of all matters arising out of or relating to this Application, its performance or subject matter.

DATED:

Executed by: [Subscriber])
)
)
)
)
)

.....
Authorised Signatory

.....
Name of Authorised Signatory

Executed by [Subscriber] Pty Ltd ACN ##### in)
accordance with section 127(1) of the)
Corporations Act 2001 (Cth):)
)

.....
Signature of director

.....
Signature of director or company secretary*
*delete whichever does not apply

.....
Name (please print)

.....
Name (please print)

SCHEDULE

- 1. Subscriber**
- 2. Postal Address**
- 3. Email Address**
- 4. Number of Shortfall Securities**
- 5. Shortfall Amount**
(at the same price as under the
Offer, namely AU\$0.04 per
Shortfall Share)