



12 December 2018

Completion of Tranche 2 of Placement and Appendix 3B

Artificial Intelligence company OpenDNA Limited (ASX: OPN) ("**OpenDNA**" or the "**Company**") is pleased to announce that following shareholder approval obtained at its recent Annual General Meeting ("**AGM**"), it has now completed the second tranche of the placement of securities to sophisticated and professional investors ("**Placement**"), raising a further \$2,100,000 before costs.

The second tranche of the Placement has been completed pursuant to shareholder approval obtained on 23 November 2018. A total of 60,000,000 new fully paid ordinary shares ("**Shares**") having an issue price of \$0.035 per Share, together with 30,000,000 free attaching options (on a 1 for 2 basis) having an exercise price of \$0.05 and an expiry date of 31 October 2021 ("**Options**"), have been issued.

Triple C Consulting Pty Ltd ("**Triple C**") acted as Lead Manager on both the first and second tranche of the Placement, and were successful in procuring full subscriptions under both tranches.

At the same time, 2,636,071 Shares at a deemed value of \$0.035 per Share and a further 23.5 million Options have been issued by the Company pursuant to shareholder approval to settle outstanding amounts due to directors and advisors. Full details were set out in the Company's Notice of Meeting relevant to its AGM.

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

The Company is in the process of finalising all the administrative tasks associated with the acquisition of Choose Digital Pty Ltd and RooLife Limited, with completion of the acquisitions and the issue of the consideration expected on or around 14 December 2018.

ENDS

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

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opendna.ai

Unit B9, 1st Floor 431 Roberts Rd Subiaco WA 6008

Registered as: OpenDNA Limited

ACN: 613 410 398

About OpenDNA Limited

People are not categories. People are individuals.

OpenDNA is an Artificial Intelligence company that enables businesses to better understand their individual users by building detailed psychographic, personality & behavioural maps of those users; giving them the most personalized, relevant and targeted experiences possible. The technology has been proven to improve user engagement and retention, in turn creating the ability for OpenDNA's customers to increase revenue.

opendna.ai

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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

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

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

Name of entity

OpenDNA Limited

ABN

14 613 410 398

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares

Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 62,636,071 Fully Paid Ordinary Shares

53,500,000 Unlisted Options |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares

Unlisted Options exercisable at \$0.05 expiring on 31 October 2021 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>Yes for Fully Paid Ordinary Shares</p>
<p>5 Issue price or consideration</p>	<p>60,000,000 Fully Paid Ordinary Shares issued at \$0.035 per share, with 30,000,000 free attaching unlisted options.</p> <p>2,636,071 Fully Paid Ordinary Shares issued to settle outstanding director fees pursuant to shareholder approval.</p> <p>23,500,000 Unlisted Options issued to advisors for nil consideration pursuant to shareholder approval.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of shares to raise \$2,100,000 before costs.</p> <p>2,636,071 Fully Paid Ordinary Shares issued to settle outstanding director fees pursuant to shareholder approval.</p> <p>23,500,000 Unlisted Options issued to advisors for nil consideration pursuant to shareholder approval.</p>

+ See chapter 19 for defined terms.

6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	yes
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2018
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Nil
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Nil
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	62,636,071 Fully Paid Ordinary Shares 53,500,000 Unlisted Options Shareholder approval obtained on 23 November 2018
6f	Number of securities issued under an exception in rule 7.2	Nil
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Rule 7.1 – 27,889,817 Rule 7,1A - 18,593,212

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	11 December 2018																													
8.	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="655 421 970 454">Number</th> <th data-bbox="975 421 1294 454">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="655 461 970 645">185,932,119</td> <td data-bbox="975 461 1294 645">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	Class	185,932,119	Fully Paid Ordinary Shares																									
Number	Class																														
185,932,119	Fully Paid Ordinary Shares																														
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)	<table border="1"> <tbody> <tr><td data-bbox="655 645 895 730">11,200,000</td><td data-bbox="900 645 1294 730">Class A Performance Shares</td></tr> <tr><td data-bbox="655 736 895 790">11,200,000</td><td data-bbox="900 736 1294 790">Class B Performance Shares</td></tr> <tr><td data-bbox="655 797 895 851">9,100,000</td><td data-bbox="900 797 1294 851">Class C Performance Shares</td></tr> <tr><td data-bbox="655 857 895 943">4,500,000</td><td data-bbox="900 857 1294 943">Options exercisable at \$0.30 expiring 9 September 2019</td></tr> <tr><td data-bbox="655 949 895 1034">3,000,000</td><td data-bbox="900 949 1294 1034">Options exercisable at \$0.35 expiring 30 June 2021.</td></tr> <tr><td data-bbox="655 1041 895 1126">3,000,000</td><td data-bbox="900 1041 1294 1126">Options exercisable at \$0.40 expiring 30 June 2023.</td></tr> <tr><td data-bbox="655 1133 895 1218">2,000,000</td><td data-bbox="900 1133 1294 1218">Options exercisable at \$0.30 expiring 11 November 2020</td></tr> <tr><td data-bbox="655 1225 895 1310">1,800,000</td><td data-bbox="900 1225 1294 1310">Options exercisable at \$0.30 expiring 18 January 2020</td></tr> <tr><td data-bbox="655 1317 895 1402">600,000</td><td data-bbox="900 1317 1294 1402">Options exercisable at \$0.35 expiring 18 January 2021</td></tr> <tr><td data-bbox="655 1408 895 1494">600,000</td><td data-bbox="900 1408 1294 1494">Options exercisable at \$0.40 expiring 18 January 2022.</td></tr> <tr><td data-bbox="655 1500 895 1585">600,000</td><td data-bbox="900 1500 1294 1585">Class A Performance Shares expiring 8 September 2022</td></tr> <tr><td data-bbox="655 1592 895 1677">600,000</td><td data-bbox="900 1592 1294 1677">Class B Performance Shares expiring 8 September 2022</td></tr> <tr><td data-bbox="655 1684 895 1769">550,000</td><td data-bbox="900 1684 1294 1769">Class C Performance Shares expiring 8 September 2022</td></tr> <tr><td data-bbox="655 1776 895 1906">60,714,307</td><td data-bbox="900 1776 1294 1906">Unlisted Options exercisable at \$0.05 expiring on 31 October 2021</td></tr> </tbody> </table>	11,200,000	Class A Performance Shares	11,200,000	Class B Performance Shares	9,100,000	Class C Performance Shares	4,500,000	Options exercisable at \$0.30 expiring 9 September 2019	3,000,000	Options exercisable at \$0.35 expiring 30 June 2021.	3,000,000	Options exercisable at \$0.40 expiring 30 June 2023.	2,000,000	Options exercisable at \$0.30 expiring 11 November 2020	1,800,000	Options exercisable at \$0.30 expiring 18 January 2020	600,000	Options exercisable at \$0.35 expiring 18 January 2021	600,000	Options exercisable at \$0.40 expiring 18 January 2022.	600,000	Class A Performance Shares expiring 8 September 2022	600,000	Class B Performance Shares expiring 8 September 2022	550,000	Class C Performance Shares expiring 8 September 2022	60,714,307	Unlisted Options exercisable at \$0.05 expiring on 31 October 2021	
11,200,000	Class A Performance Shares																														
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60,714,307	Unlisted Options exercisable at \$0.05 expiring on 31 October 2021																														
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																													

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|-----|
| 11 | Is security holder approval required? | N/A |
| 12 | Is the issue renounceable or non-renounceable? | N/A |
| 13 | Ratio in which the ⁺ securities will be offered | N/A |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | N/A |
| 15 | ⁺ Record date to determine entitlements | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions | N/A |
| 18 | Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |
| 20 | Names of any underwriters | N/A |
| 21 | Amount of any underwriting fee or commission | N/A |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |

+ See chapter 19 for defined terms.

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New issue announcement

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

Part 3 - Quotation of securities

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

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1 (Fully Paid Ordinary Share only)
- (b) All other securities

+ See chapter 19 for defined terms.

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A		
39	Class of +securities for which quotation is sought	N/A		
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A		
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A		
		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%; text-align: center;">Number</td> <td style="width: 30%; text-align: center;">+Class</td> </tr> </table>	Number	+Class
Number	+Class			

+ See chapter 19 for defined terms.


Appendix 3B
New issue announcement

42 Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	N/A	N/A
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⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C (6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  . Date: 12 December 2018
(Company secretary)

Print name: Peter Torre

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

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

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	105,083,541
Add the following: <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p style="text-align: center;">Nil</p> <p style="text-align: center;">80,848,578</p> <p style="text-align: center;">Nil</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	185,932,119

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	27,889,817
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	27,889,817
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.15] – “C”	27,889,817 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	185,932,119
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	18,593,212
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	-
“E”	-

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	<p>18,593,212</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>-</p>
<p>Total ["A" x 0.10] – "E"</p>	<p style="text-align: center;">18,593,212</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.