

# 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<br><br>Performance Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 20,942,020 Fully Paid Ordinary Shares<br><br>30,476,191 Performance Shares   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 15,238,095 Fully Paid Ordinary Shares subject to voluntary escrow for 12 months ending 20 December 2019.<br><br>5,703,925 Fully Paid Ordinary Shares<br><br>15,238,095 Tranche 1 Performance Shares<br><b>Tranche 1 Performance Share Milestone</b> will be taken to have been satisfied upon Choose Digital Pty Ltd and RooLife Pty Ltd businesses first achieving aggregate revenue of \$1.8 million in a rolling 12-month period (as confirmed by audited financial statements).<br><br>15,238,096 Tranche 2 Performance Shares<br><b>Tranche 2 Performance Share Milestone</b> will be taken to have been satisfied upon Choose Digital Pty Ltd and RooLife Pty Ltd businesses first achieving aggregate revenue of \$3 million in a rolling 12-month period (as confirmed by audited financial statements). |

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	<p>Yes for Fully Paid Ordinary Shares</p>
<p>5 Issue price or consideration</p>	<p>15,238,095 Fully Paid Ordinary Shares escrowed for 12 months and 30,476,191 Performance Shares issued as consideration for the acquisitions of CHOOSE Digital Pty Ltd and RooLife Limited pursuant to shareholder approval.</p> <p>5,703,925 Fully Paid Ordinary Shares issued to settle outstanding director remuneration 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>15,238,095 Fully Paid Ordinary Shares escrowed for 12 months and 30,476,191 Performance Shares issued as consideration for the acquisitions of CHOOSE Digital Pty Ltd and RooLife Limited pursuant to shareholder approval.</p> <p>5,703,925 Fully Paid Ordinary Shares issued to settle outstanding director remuneration pursuant to shareholder approval.</p>

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<sup>+</sup> See chapter 19 for defined terms.

6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>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 <sup>+</sup> securities issued without security holder approval under rule 7.1	Nil
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	Nil
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	20,942,020 Fully Paid Ordinary Shares  30,476,191 Performance Shares  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 – 31,031,225  Rule 7,1A – 20,687,483

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7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	21 December 2018
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	Number	Class						
8.	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 2px;">206,874,135</td> <td style="padding: 2px;">(15,238,095)</td> <td style="padding: 2px;">Fully Paid Ordinary Shares</td> </tr> <tr> <td colspan="2" style="padding: 2px;">Fully Paid Ordinary Shares escrowed for 12 months to 20 December 2019)</td> <td></td> </tr> </table>	206,874,135	(15,238,095)	Fully Paid Ordinary Shares	Fully Paid Ordinary Shares escrowed for 12 months to 20 December 2019)		
206,874,135	(15,238,095)	Fully Paid Ordinary Shares						
Fully Paid Ordinary Shares escrowed for 12 months to 20 December 2019)								

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<sup>+</sup> See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX ( <i>including</i> the securities in section 2 if applicable)	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
		15,238,095	Tranche 1 Performance Shares <b>Tranche 1 Performance Share Milestone</b> will be taken to have been satisfied upon Choose Digital Pty Ltd and RooLife Pty Ltd businesses first achieving aggregate revenue of \$1.8 million in a rolling 12-month period (as confirmed by audited financial statements).
		15,238,096	Tranche 2 Performance Shares <b>Tranche 2 Performance Share Milestone</b> will be taken to have been satisfied upon Choose Digital Pty Ltd and RooLife Pty Ltd businesses first achieving aggregate revenue of \$3 million in a rolling 12-month period (as confirmed by audited financial statements).
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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

**Part 2 - Bonus issue or pro rata issue**

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the <sup>+</sup>securities will be offered

14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates

15 <sup>+</sup>Record date to determine entitlements

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

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents   
Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

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+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> 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 <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	N/A

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<sup>+</sup> See chapter 19 for defined terms.

### 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

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

39 Class of +securities for which quotation is sought

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

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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

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**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:   
(Company secretary)

Date: 24 December 2018

Print name: Peter Torre

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+ 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>							
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>							
<b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	105,083,541						
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;">Nil</td> <td style="width: 50%; padding: 5px;">Nil</td> </tr> <tr> <td style="padding: 5px;">101,790,594</td> <td style="padding: 5px;">101,790,594</td> </tr> <tr> <td style="padding: 5px;">Nil</td> <td style="padding: 5px;">Nil</td> </tr> </table>	Nil	Nil	101,790,594	101,790,594	Nil	Nil
Nil	Nil						
101,790,594	101,790,594						
Nil	Nil						
<b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil						
<b>“A”</b>	206,874,835						

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<b>Step 2: Calculate 15% of "A"</b>	
<b>"B"</b>	0.15  [Note: this value cannot be changed]
<b>Multiply "A" by 0.15</b>	31,031,225
<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> 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"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>"C"</b>	Nil
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	31,195,763
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	-
<b>Total ["A" x 0.15] – "C"</b>	31,195,763  [Note: this is the remaining placement capacity under rule 7.1]

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	206,874,835
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	20,687,483
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <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></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	-
<b>“E”</b>	-

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<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
<b>"A" x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	20,687,483
<b>Subtract "E"</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total</b> ["A" x 0.10] – "E"	20,687,483 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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