

8 September 2017

Appendix 3B

Leading artificial intelligence company OpenDNA Limited (ASX: OPN) (“OpenDNA” or the “Company”) advises of the following in respect to its securities on issue:

- The release from escrow of 14,800,909 restricted securities on 9 September 2017 as advised on 23 August 2017, and the request for quotation of those securities;
- The cancellation of 3,500,000 performance shares which lapsed upon the departure of an employee and the issue of 1 fully paid ordinary share pursuant to the terms of the performance shares;
- The cancellation of 750,000 unlisted options which lapsed upon the departure of an employee;
- The issue of 3,500,000 unlisted performance shares to key employees of the Company; and
- The issue of 3,000,000 unlisted options to key employees of the Company.

The accompanying Appendix 3B contains further relevant information.

ENDS

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

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About OpenDNA Limited

People are not categories. People are individuals.

To businesses, OpenDNA provides real-time insights into their individual customers’ behaviour which allows them to better predict their needs. This enables businesses to deliver a more relevant customer experience at an individual level, which drives increased revenue. OpenDNA’s artificial intelligence and machine-learning system automatically creates detailed psychographic user profiles, which helps deliver better business outcomes.

opendna.ai

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

Registered as: OpenDNA Limited

ACN: 613 410 398

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	Performance Shares, Unlisted Options, Fully Paid Ordinary Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	3,500,000 Performance Rights 3,000,000 Unlisted Options 1 Fully Paid Ordinary Share
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)	1,200,000 Class A Performance Shares expiring 8 September 2022 1,200,000 Class B Performance Shares expiring 8 September 2022 1,100,000 Class C Performance Shares expiring 8 September 2022 750,000 Unlisted options exercisable at \$0.30 expiring on 30 June 2020 which vest on 1 January 2018 750,000 Unlisted options exercisable at \$0.30 expiring on 30 June 2021 which vest on 30 June 2018 750,000 Unlisted options exercisable at \$0.35 expiring on 30 June 2022 which vest on 30 June 2019 750,000 Unlisted options exercisable at \$0.40 expiring on 30 June 2023 which vest on 30 June 2020

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<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 upon exercise of options and performance shares</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of performance shares and options to key employees pursuant to employment contracts.</p> <p>Issue of fully paid ordinary share upon cancellation of Performance Shares pursuant to the terms of the Performance Shares</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>3,500,000 Performance Rights</p> <p>3,000,000 Unlisted Options</p> <p>1 Fully Paid Ordinary Share</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
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 – 9,262,530	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	8 September 2017	
8.	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in section 2 if applicable)	62,600,920	Fully Paid Ordinary Shares (MRC)
9.	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in section 2 if applicable)		

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9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	42,482,621	Ordinary fully paid shares escrowed to 16 November 2018
		11,200,000#	Class A Performance Shares
		11,200,000#	Class B Performance Shares
		9,100,000#	Class C Performance Shares
		5,200,000#	Options exercisable at \$0.30 expiring 9 September 2019
		3,900,000#	Options exercisable at \$0.35 expiring 30 June 2021.
		3,900,000#	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.
		1,200,000	Class A Performance Shares expiring 8 September 2022
		1,200,000	Class B Performance Shares expiring 8 September 2022
		1,100,000	Class C Performance Shares expiring 8 September 2022
750,000	Unlisted options exercisable at \$0.30 expiring on 30 June 2020 which vest on 1 January 2018		
750,000	Unlisted options exercisable at \$0.30 expiring on 30 June 2021 which vest on 30 June 2018		
750,000	Unlisted options exercisable at \$0.35 expiring on 30 June 2022 which vest on 30 June 2019		
750,000	Unlisted options exercisable at \$0.40 expiring on 30 June 2023 which vest on 30 June 2020		
	# Performance Shares and Options Escrowed until 16 November 2018		

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the ⁺ securities will be offered	N/A
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14	⁺ Class of ⁺ securities to which the offer relates	N/A
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15	⁺ Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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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
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19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
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⁺ See chapter 19 for defined terms.

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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 ⁺ 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

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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 14,800,909

39 Class of +securities for which quotation is sought Fully Paid Ordinary Shares

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

yes

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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<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>End of restriction period on 9 September 2017</p>	
<p>42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)</p>	<p>Number</p> <p>62,600,920</p>	<p>⁺Class</p> <p>Fully Paid Ordinary Shares</p>

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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:  . Date: 8 September 2017
(Company secretary)

Print name: Peter Torre

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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	105,083,540
<p>Add the following:</p> <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>Nil</p> <p>Nil</p> <p>Nil</p>
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	Nil
“A”	105,083,540

+ 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	15,762,531
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> 	<p>1 Fully Paid Ordinary Share</p> <p>3,000,000 Unlisted Options</p> <p>3,500,000 Performance Shares</p>
“C”	6,500,001
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	15,762,531
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	6,500,001
<p>Total [“A” x 0.15] – “C”</p>	<p>9,262,530</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

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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>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
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> 	Nil
“E”	Nil

+ 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>N/A</p>
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	<p>Nil</p>
<p>Total ["A" x 0.10] – "E"</p>	<p>N/A</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.